



MANAGEMENT INFORMATION CIRCULAR

AND

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

OF

PATAGONIA GOLD CORP.

TO BE HELD ON OCTOBER 12, 2022

Dated: August 22, 2022



PATAGONIA GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of Patagonia Gold Corp. (“**Patagonia**” or the “**Company**”) will be held as a virtual Shareholders’ meeting via teleconference, dial in number 1-877-407-4019 (toll free in Canada and USA) or 1-201-689-8337 (outside of Canada and USA), on October 12, 2022 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the financial year ended December 31, 2021;
2. to fix the number of directors at three for the ensuing year;
3. to elect directors for the ensuing year;
4. to appoint Grant Thornton LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
5. to consider and, if thought fit, to approve an ordinary resolution approving the Company’s amended stock option plan; and
6. to transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the management information circular dated August 22, 2022 (the “**Information Circular**”). Shareholders are reminded to review the Information Circular before voting.

The Company is using the notice-and-access system (“**Notice-and-Access**”) under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute the Notice of Meeting and Information Circular to Shareholders. Notice-and-Access allows the Company to post electronic versions of its proxy-related materials on SEDAR and on the Company’s website, rather than mailing paper copies to Shareholders. This alternative means of distribution of the Company’s proxy-related materials is more environmentally friendly by reducing paper use, and also reduces printing and mailing costs of the Company. Note that Shareholders still have the right to request paper copies of the proxy-related materials posted online by the Company under Notice-and-Access if they so choose.

The proxy-related materials are available under the Company’s profile on SEDAR at www.sedar.com and on the Company’s website at <http://patagoniagold.com/investors/shareholder-meetings/>. As noted above, the Company will provide to any Shareholder, free of charge, a paper copy of the Information Circular upon request to the Company at +1(866) 223-5297 or by email at margarate@patagoniagold.com up to one

year from the date the Information Circular is filed on SEDAR. Shareholders who wish to receive a paper copy of the Information Circular in advance of the Meeting should make such request to the Company by no later than September 30, 2022, in order to allow reasonable time to receive and review the information Circular prior to the proxy deadline of 10:00 a.m. (Vancouver time) on October 7, 2022. The Information Circular will be sent to Shareholders within three business days of their request if such request is made prior to the date of the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within 10 days of their request.

Shareholders will receive a paper copy of a notice package (the “**Notice Package**”) under Notice-and-Access via pre-paid mail containing: (i) a notification regarding the Company’s use of Notice-and-Access and how the proxy-related materials may be obtained, (ii) a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a beneficial Shareholder), and (iii) a supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis.

The consolidated annual financial statements (the “**Annual Financial Statements**”) and related management’s discussion and analysis (“**MD&A**”) of the Company for the financial year ended December 31, 2021 will be mailed to those Shareholders who have requested to receive them by indicating (where marked) on the form of proxy or voting instruction form, as applicable, or through completing the supplemental mailing list return card distributed to Shareholders in connection with the Company’s 2021 Annual and Special Meeting of Shareholders. The Annual Financial Statements and MD&A are available under the Company’s profile on SEDAR at www.sedar.com. Shareholders may also request paper copies of the Annual Financial Statements and MD&A, free of charge, by calling +1 (866) 223-5297 or via email at margarate@patagoniagold.com.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on August 22, 2022 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Registered Shareholders and duly appointed proxyholders are entitled to attend the Meeting virtually. Registered Shareholders who are unable to attend the Meeting virtually are requested to complete, date and sign the form of proxy contained in the Notice Package (in the return envelope provided for that purpose), or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the instructions set out in the Notice Package. The completed proxy form must be deposited at the office of Computershare Trust Company of Canada, 100 University Avenue 8th Floor, Toronto, Ontario, M5J 2Y1 by mail, or the proxy vote must otherwise be registered in accordance with the instructions set forth in the Notice Package. Non-registered Shareholders who receive the proxy-related materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form delivered in the Notice Package in accordance with the instructions provided by their broker or intermediary.

To be effective, a proxy must be received by Computershare not later than 10:00 a.m. (Vancouver time) on October 7, 2022, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned meeting. **Late proxies may be accepted or rejected by the**

Chairperson of the Meeting in his or her discretion. The Chairperson is under no obligation to accept or reject any particular late proxy.

Given the significant uncertainty relating to the novel coronavirus (“**COVID-19**”) pandemic, its public health impact and the associated current restrictions on and the risk in attending large group gatherings, the Company has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via teleconference, where all Shareholders regardless of geographic location and equity ownership will have an equal opportunity to attend the Meeting. Shareholders will not be able to attend the Meeting in person. All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described on pages 2 and 3 of the accompanying management Information Circular.

DATED this 22nd day of August, 2022.

**BY ORDER OF THE BOARD OF
DIRECTORS OF PATAGONIA GOLD
CORP.**

(Signed) “Christopher van Tienhoven”

Christopher van Tienhoven
Director and Chief Executive Officer

PATAGONIA GOLD CORP.
MANAGEMENT INFORMATION CIRCULAR
GENERAL PROXY INFORMATION

Time, Date and Place

The Meeting will be held as a virtual Shareholders' meeting via teleconference, dial in number 1-877-407-4019 (toll free in Canada and USA) or 1-201-689-8337 (outside of Canada and USA), on October 12, 2022 at 10:00 a.m. (Vancouver time).

Notice-and-Access

The Company is using the Notice-and-Access system under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute its proxy-related materials to Shareholders.

Under Notice-and-Access, rather than the Company mailing paper copies of the proxy-related materials to Shareholders, the materials can be accessed online under the Company's profile on SEDAR at www.sedar.com or on the Company's website at <http://patagoniagold.com/investors/shareholder-meetings/>. The Company has adopted this alternative means of delivery for its proxy-related materials in order to reduce paper use and printing and mailing costs.

Shareholders will receive a Notice Package by prepaid mail, which will contain, among other things, information on Notice-and-Access and how Shareholders may access an electronic copy of the proxy-related materials, and how they may request a paper copy of the Information Circular, if they so choose, in advance of the Meeting and for a full year following the Meeting.

Shareholders will not receive a paper copy of the Information Circular unless they contact the Company, toll free, at +1(866) 223-5297 or by email at margarate@patagoniagold.com. For Shareholders who wish to receive a paper copy of the Information Circular in advance of the voting deadline for the Meeting, requests must be received no later than September 30, 2022.

Shareholders with questions about Notice-and-Access may contact Computershare prior to the Meeting at 1-800-564-6253.

Record Date

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is August 22, 2022 (the "**Record Date**"). Only Shareholders of record as of the close of business (Vancouver time) on the Record Date are entitled to receive notice of and to vote at the Meeting.

Who can attend the Meeting?

Anyone who holds shares as of the close of business on the Record Date fixed by the Board of Directors of the Company (the "**Board**"), or has been appointed proxyholder by such a Shareholder, is entitled to attend the Meeting virtually. Given the uncertainty relating to COVID-19, its public health impact and the associated current restrictions on and the risk in attending large group gatherings, the Company has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via teleconference, where all Shareholders

regardless of geographic location and equity ownership will have an equal opportunity to attend the Meeting. All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described on pages 2 and 3 of this Information Circular.

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of Patagonia for use at the Meeting and any postponement or adjournment thereof for the purposes set forth in the Notice of Meeting. It is expected that the solicitation of proxies will be made primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone by directors, officers or employees of Patagonia to whom no additional compensation will be paid.

Appointment of Proxyholder

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

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

Voting by Proxy

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted in favour of or be withheld from voting on or be vote against each matter referred to in the Notice of Meeting, as applicable, in accordance with the instructions of the Shareholder, on any ballot that may be called for, and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **The person you appoint must attend the Meeting virtually to vote your shares.**

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

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

Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Trust Company of Canada, 100 University Avenue 8th Floor, Toronto, Ontario, M5J 2Y1, not later than 10:00 a.m. (Vancouver time) on October 7, 2022 or, in the case of any postponement or adjournment of the Meeting, forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned Meeting. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North

America) or 1-312-588-4290 (outside North America), or by internet using the 15 digit control number located at the bottom of your form of proxy at www.investorvote.com. Late proxies may be accepted or rejected by the Chairperson of the Meeting, in his or her discretion. The Chairperson is under no obligation to accept or reject any late proxies.

Non-Registered Holders

Only Shareholders whose names appear on the records of Patagonia as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of Patagonia are “non-registered” shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP’s, RRIF’s, RESP’s and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a “**Nominee**”). If you purchased your shares through a broker, you are likely an unregistered holder.

The Company has distributed copies of the Notice Package to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Notice Package to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting virtually, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to Patagonia are referred to as “non-objecting beneficial owners” (“**NOBOs**”). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to Patagonia are referred to as “objecting beneficial owners” (“**OBOs**”).

Patagonia is not sending the proxy-related materials directly to NOBOs in connection with the Meeting, but rather has distributed copies of the Notice Package using Notice-and-Access to the Nominees for distribution to NOBOs.

Patagonia does not intend to pay for Nominees to deliver the Notice Package and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive such materials unless the OBO’s intermediary assumes the cost of delivery.

Revocability of Proxy

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered Shareholder, his or her attorney authorized in writing or, if the registered Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of Patagonia at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, at any time up to and

including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the Chairperson of the Meeting on the day of the Meeting.

Quorum

A quorum at meetings of Shareholders consists of one person who is, or who represents by proxy, one or more Shareholders who, in the aggregate, hold at least 15% of the issued shares entitled to be voted at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the “**shares**”), of which 466,566,441 are issued and outstanding as of August 22, 2022. Holders of shares are entitled to cast one vote per share.

Any holder of shares of record at the close of business on August 22, 2022 who either personally attends the Meeting or who has completed and delivered a proxy in the manner specified, subject to the provisions described above, will be entitled to vote or to have such Shareholder’s shares voted at the Meeting.

To the knowledge of the directors and executive officers of the Company, the only persons or companies who beneficially own, control or direct, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company is as follows:

Name	No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽¹⁾	Percentage of Outstanding Shares
Carlos J. Miguens	195,502,445	41.90%
Tim Hunt	97,347,202	20.86%

Note:

(1) These numbers are derived from the respective Shareholders, or public filings made by this Shareholder on the System for Electronic Disclosure by Insiders (SEDI). This number does not include convertible securities held by any Shareholder.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Elements of Executive Compensation

The Company’s compensation program is based on a “pay-for-performance” philosophy which supports its objective of developing its business. The Company’s compensation policies are founded on the principle that compensation should be aligned with the interests of the Company’s shareholders (the “**Shareholders**”), while also recognizing that the Company’s corporate performance is dependent upon the recruitment and retainment of highly trained, experienced and dedicated directors, executive officers and employees who have the necessary skill sets, education, experience and personal qualities required in the Company’s business.

The Company’s current executive compensation program consists of the following principal components: (a) base salary; (b) short term incentive compensation comprised of cash bonuses and/or share options granted under the stock option plan of the Company (the “**Stock Option Plan**”); and (c) long term incentive compensation comprised of share options. Together, these components support the Company’s long-term development strategy and will be designed to address the following key objectives of its compensation program:

- align executive compensation with the interests of the Shareholders;
- attract and retain highly qualified management; and

- focus performance by linking incentive compensation to the achievement of business objectives and financial and operational results.

Compensation is reviewed annually by the compensation committee (the “**Compensation Committee**”) of the Board. The aggregate value of these principal components and related benefits is used as a basis for assessing the overall competitiveness of the Company’s executive compensation package.

Summary Compensation Table

The following table sets forth all annual and long-term compensation of the Named Executive Officers of the Company for each of the two most recently completed financial years of the Company. “**Named Executive Officer**” or “**NEO**” refers to (a) each individual who, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO; (b) each individual who, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO; (c) the most highly compensated executive officer, other than the individuals identified in (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year; and (d) each individual who would be a named executive officer under (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year. During the year ended December 31, 2021, the Company had three Named Executive Officers, namely Christopher van Tienhoven, CEO of the Company, Cristián López Saubidet, CFO of the Company and Jorge Sanguin, Chief Operating Officer of the Company.

Named Executive Officer and Principal Position	Year	Salary (US\$) ⁽¹⁾	Share - based awards (US\$)	Option -based awards (US\$)	Non-Equity Incentive Plan Compensation		Pension Value (US\$)	All Other Compensation (US\$)	Total Compensation (US\$) ⁽¹⁾
					Annual Incentive Plan (\$US) ⁽¹⁾	Long-term Incentive Plan (US\$)			
Christopher van Tienhoven <i>Chief Executive Officer and Director</i>	2021	250,000	Nil	57,000	Nil	Nil	Nil	125,000	432,000
	2020	250,000	Nil	53,000	Nil	Nil	Nil	125,000	428,000
Cristián López Saubidet <i>Chief Financial Officer and Director</i>	2021	Nil	Nil	38,000	Nil	Nil	Nil	12,000 ⁽²⁾	50,000
	2020	Nil	Nil	30,000	Nil	Nil	Nil	29,000 ⁽²⁾	59,000
Jorge Sanguin <i>Chief Operating Officer</i>	2021	260,000	Nil	38,000	Nil	Nil	Nil	Nil	298,000
	2020	410,000	Nil	40,000	Nil	Nil	Nil	35,000	485,000

Notes:

(1) Compensation for each of the NEOs was paid or payable in U.S. dollars.

(2) Mr. Saubidet was paid US\$12,000 in fees in 2020 and 2021 for serving in his capacity as a Director.

Directors Compensation

The following table sets forth the total compensation earned by each director of the during the years ended December 31, 2021 and 2020:

Directors	Year	Fees earned (US\$) ⁽¹⁾	Share-based awards (\$)	Option-based awards (\$)	Non-Equity Incentive Plan Compensation	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (US\$)
Carlos J. Miguens	2021	12,000	Nil	19,000	Nil	Nil	Nil	31,000
	2020	12,000	Nil	23,000	Nil	Nil	Nil	35,000
Alexander Harper	2021	12,000	Nil	19,000	Nil	Nil	Nil	31,000
	2020	12,000	Nil	23,000	Nil	Nil	Nil	35,000
David Jarvis	2021	12,000	Nil	19,000	Nil	Nil	Nil	31,000
	2020	12,000	Nil	23,000	Nil	Nil	Nil	35,000
Leon Hardy ⁽²⁾	2021	12,000	Nil	19,000	Nil	Nil	Nil	31,000
	2020	11,000	Nil	23,000	Nil	Nil	Nil	34,000
Tim Hunt	2021	12,000	Nil	19,000	Nil	Nil	Nil	31,000
	2020	12,000	Nil	23,000	Nil	Nil	Nil	35,000

Notes:

(1) Compensation for each of the directors was paid or payable in US dollars.

(2) Appointed to the Board February 18, 2020.

Directors are reimbursed for all out-of-pocket costs that are incurred.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Outstanding Share-Based Awards and Option-Based Awards

The following table shows all option-based awards and share-based awards outstanding to each Named Executive Officer as of December 31, 2021:

Named Executive Officer	Option-based Awards				Share-based Awards ⁽⁷⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (CDN\$)	Option expiration date	Value of unexercised in-the-money options (CDN\$) ⁽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 vested share-based awards not paid out or distributed (\$)
Christopher van Tienhoven	1,000,000 ^{(2) (4)}	\$0.065	25/09/2024	Nil	Nil	Nil	Nil
	1,500,000 ^{(3) (4)}	\$0.160	13/08/2025	Nil			
Cristián López Saubidet	1,000,000 ^{(2) (5)}	\$0.065	25/09/2024	Nil	Nil	Nil	Nil
	1,000,000 ^{(3) (5)}	\$0.160	13/08/2025	Nil			
Jorge Sanguin	800,000 ^{(2) (6)}	\$0.065	25/09/2024	Nil	Nil	Nil	Nil
	1,000,000 ^{(3) (6)}	\$0.160	13/08/2025	Nil			
Total	6,300,000						

Notes:

- (1) Value is calculated based on the difference between the closing market price of the shares on the TSX Venture Exchange (the "Exchange") on December 31, 2021 (the last date in December 2020 on which the shares traded), which was CDN\$0.05, and the exercise price of the options, multiplied by the number of options.
- (2) Vested on September 25, 2020.
- (3) Options vest as to one-third on each of the first, second and third anniversary on of the date of the option grant.
- (4) As at December 31, 2021, Mr. van Tienhoven held 2,500,000 options.
- (5) As at December 31, 2021, Mr. Saubidet held 2,000,000 options.
- (6) As at December 31, 2021, Mr. Sanguin held 1,800,000 options.
- (7) The Company has not granted any share-based awards.

Employment, consulting and management agreements

During the year ended December 31, 2021, the Company did not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination, resignation, retirement, a change of control of the Company or a change in a NEO's responsibilities.

Outstanding Option-based Awards and Share-based Awards

The following table shows all option-based awards and share-based awards outstanding to each director as of December 31, 2021:

Directors	Option-based Awards				Share-based Awards ⁽⁹⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (CDN\$)	Option expiration date	Value of unexercised in-the-money options (CDN\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (CDN\$)	Market or payout value vested share-based awards not paid out or distributed (CDN\$)
Carlos Miguens	500,000 ⁽²⁾ ⁽⁷⁾ 500,000 ⁽²⁾ ⁽⁸⁾	\$0.065 \$0.160	25/09/2024 13/08/2025	Nil Nil	Nil	Nil	Nil
Alexander Harper	500,000 ⁽³⁾ ⁽⁷⁾ 500,000 ⁽³⁾ ⁽⁸⁾	\$0.065 \$0.160	25/09/2024 13/08/2025	Nil Nil	Nil	Nil	Nil
David Jarvis	500,000 ⁽⁴⁾ ⁽⁷⁾ 500,000 ⁽⁴⁾ ⁽⁸⁾	\$0.065 \$0.160	25/09/2024 13/08/2025	Nil Nil	Nil	Nil	Nil
Tim Hunt	500,000 ⁽⁵⁾ ⁽⁷⁾ 500,000 ⁽⁵⁾ ⁽⁸⁾	\$0.065 \$0.160	25/09/2024 13/08/2025	Nil Nil	Nil	Nil	Nil
Leon Hardy	500,000 ⁽⁶⁾ ⁽⁷⁾ 500,000 ⁽⁶⁾ ⁽⁸⁾	\$0.065 \$0.160	25/09/2024 13/08/2025	Nil Nil	Nil	Nil	Nil
TOTAL	5,000,000						

Notes:

- (1) Value is calculated based on the difference between the closing market price of the shares on the Exchange on December 31, 2021 (the last date in December 2021 on which the shares traded), which was CDN\$0.05, and the exercise price of the options, multiplied by the number of options.
- (2) As at December 31, 2021, Mr. Miguens held 1,000,000 options.
- (3) As at December 31, 2021, Mr. Harper held 1,000,000 options.
- (4) As at December 31, 2021, Mr. Jarvis held 1,000,000 options.
- (5) As at December 31, 2021, Mr. Hunt held 1,000,000 options.
- (6) As at December 31, 2021, Mr. Hardy held 1,000,000 options.
- (7) Vested on September 25, 2020.
- (8) Options vest as to one-third on each of the first, second and third anniversary on of the date of the option grant.
- (9) The Company has not granted any share-based awards.

Exercise of Compensation Securities

During the financial year ended December 31, 2021, none of the directors or NEOs of the Company exercised any compensation securities of the Company.

Oversight and Description of Director and Named Executive Officer Compensation

The Compensation Committee has the responsibility of making recommendations to the Board relating to executive officer and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation program, recommending compensation of the Company's officers, and evaluating the performance of officers generally and in light of any annual goals and objectives, if applicable.

The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Company does not have pre-existing performance criteria or objectives for the Board or NEOs. All significant elements of compensation awarded to, earned by, paid or payable to NEOs are determined by

the Company on a subjective basis. The Company compensates its Named Executive Officers based on their skill and experience levels and the existing stage of development of the Company. NEOs are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Company's resources, industry practice, and regulatory guidelines regarding executive compensation levels.

Pension Plan Benefits

No pension, retirement, defined benefit plans or defined contribution plans have been instituted by the Company and none are proposed at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans, currently consisting of the Stock Option Plan, under which equity securities are authorized for issuance as at the financial year ending December 31, 2021.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights (CDN\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders ⁽¹⁾	17,250,000	\$0.118	29,406,644
Equity compensation plans not approved by security holders	Nil	N/A	Nil

Note:

(1) Represents the Stock Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

in relation to a securities purchase program or other program.

APPROVAL OF AMENDMENTS TO THE STOCK OPTION PLAN

The Stock Option Plan governing the issuance of options was previously approved by Shareholders on July 14, 2021. Effective November 24, 2021 the Exchange adopted Policy 4.4, *Security Based Compensation* (“**Policy 4.4**”). On August 30, 2022, the Board approved certain amendments to the Stock Option Plan, which changes were made in order to bring the Stock Option Plan into compliance with Policy 4.4 in advance of seeking approval by the Shareholders at the Meeting.

The Stock Option Plan provides that the number of Common Shares issuable under the Stock Option Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of the Company’s issued and outstanding common shares.

A copy of the Stock Option Plan may be inspected at the registered and records office of the Company, Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 during normal business hours and at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of common shares who requests a copy, in writing, from the Company. Any such requests should be emailed to the Company at margarate@patagoniagold.com.

A copy of the Stock Option Plan containing the proposed amendments is also attached to this Information Circular as Appendix B and filed together with the Meeting proxy materials under the Company’s profile on SEDAR at www.sedar.com. Additional information regarding the terms and conditions of the Stock Option Plan are set forth under “Particulars of Other Matters to be Acted Upon” below.

CORPORATE GOVERNANCE DISCLOSURE

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

Independence of Members of Board

Two of the three directors standing for re-election to the Board are independent based upon the tests for independence set forth in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). Tim Hunt and Alexander (Sandy) Harper are independent. Christopher van Tienhoven is not independent as he is the CEO of the Company.

A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgement.

Board Committees

The Board has no other committees other than the Audit Committee and the Compensation Committee.

Management Supervision by Board

The Board has determined that the current constitution of the Board is appropriate for the Company’s current stage of development. Independent supervision of management is

accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are, however, able to meet at any time without any members of management including the non-independent directors being present. Further supervision is performed through the Audit Committee which is composed of a majority of independent directors who meet with the Company's auditors without management being in attendance. The independent directors also have access to the Company's legal counsel as required, and its officers.

Risk Management

The Board is responsible for adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations.

The Audit Committee is responsible for the financial risk management items set out in the Audit Committee charter.

Participation of Directors in Other Reporting Issuers

None of the directors of the Company hold directorships in other reporting issuers.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The Board has adopted a Code of Business Conduct and has instructed its management and employees to abide by the Code.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mineral exploration industry are consulted for possible candidates.

Compensation of Directors and the CEO

The chair of the Board, the Compensation Committee and the CEO have the responsibility for determining compensation for the CEO.

To determine compensation payable to directors, the chair of the Board, the Compensation Committee, the CEO and the CFO review compensation paid for directors of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors while taking into account the financial and other resources of the Company. The Company currently pays each director a nominal flat fee of USD\$12,000 per year.

In setting the compensation of senior management, the Compensation Committee and the CEO review performance in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Compensation Governance

The Compensation Committee is currently comprised of Christopher vanTienhoven (not independent as he is the CEO of the Company), Tim Hunt (independent) and Alexander (Sandy) Harper (independent). The role of the Compensation Committee is, in part, to assist the Board in monitoring, reviewing and approving compensation and benefits policies, practices, and plans of the Company. The Compensation Committee members have extensive experience in the mining sector. Each member draws on his respective management experience to provide relevant compensation-related expertise. The Board is confident that the collective experience of the Compensation Committee members ensures that the Compensation Committee has the knowledge and experience to execute its mandate effectively and to make executive compensation decisions in the best interests of the Company.

Assessments

The Board does not view formal assessments as being useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, including the performance and effectiveness of the individual directors and each of its committees.

Nomination and Assessment

The Board determines new nominees to the Board although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members and the CEO, including formal and informal discussions among Board members and the CEO.

Expectations of Management

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

AUDIT COMMITTEE DISCLOSURE

Audit Committee Charter

The Audit Committee Charter is attached hereto as Appendix A.

Composition of the Audit Committee

The following are the members of the Audit Committee:

Christopher vanTienhoven	Not independent ⁽¹⁾	Financially literate ⁽¹⁾
Tim Hunt	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Alexander (Sandy) Harper	Independent ⁽¹⁾	Financially literate ⁽¹⁾

Note:

(1) As defined in NI 52-110.

Audit Committee Member Education and Experience

Christopher vanTienhoven – Christopher van Tienhoven was appointed to the Patagonia Board on June 10, 2015. During his 25 years' experience in the mining industry, Mr. van Tienhoven worked for the majority of his career with the Anglo American group in various countries, culminating as Country Manager and President of Anglo Gold Ashanti's Cerro Vanguardia mine. In 2008 he joined Andean Resources Limited as Country Manager and Vice President for Argentina until 2010, when its main project Cerro Negro was sold to Goldcorp Inc. Before joining Patagonia, Mr. van Tienhoven had been dedicated to merger and acquisition opportunities in the junior mining sector in Latin America including Argentina, Colombia, Peru and Guatemala. Mr. van Tienhoven has a degree in Economics from the Wharton School, University of Pennsylvania.

Tim Hunt – Tim Hunt is the founder and president of Huntwood Industries, one of the largest building products manufacturers in the Western United States. Mr. Hunt has led the development of Huntwood Industries for the past 30 years, taking the business from a start-up venture to a significant middle-market enterprise. He has significant investment experience raising capital and negotiating private equity placements for numerous companies. During a period as a licensed securities broker, Mr. Hunt also cultivated and developed lasting alliances in the mining and investment communities. He has been recognized for his leadership in the financial services sector and served on the board of directors for a regional bank. He has been involved in the mining sector for over 30 years, including the period as an investment broker. Mr. Hunt has a degree from North Idaho College.

Alexander (Sandy) Harper – Alexander (Sandy) Harper started out at Merrill Lynch in London in the 1970s. He has since successfully been an independent international commodity trader, investor and consultant with long experience of doing business in the UK, Europe, USA, Latin America and West Africa. Mr. Harper is currently based in Argentina. Mr. Harper was educated at Winchester College, Hampshire, UK.

Reliance on Certain Exemptions

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

Exemption in Section 6.1 of NI 52-110

In respect of the most recently completed financial year, the Company is relying on the exemption set out in Section 6.1 of the NI 52-110 with respect to compliance with the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies or procedures for the engagement of non-audit services.

External Auditors Service Fees (By Category)

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

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
December 31, 2021	\$238,000	\$42,000	\$31,000	Nil
December 31, 2020	\$180,000	\$37,000	\$14,000	Nil

Notes:

- (1) The aggregate fees billed by the Company's auditors for audit fees in connection with the audit of the Company's annual consolidated financial statements.
- (2) The aggregate fees billed for assurance and related services by the Company's auditors that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column. Fees for the quarterly review of the financial statements.
- (3) The aggregate fees billed for professional services rendered by the Company's auditors for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

NORMAL COURSE ISSUER BID

On October 26, 2021 the Company announced that it had received approval from the Exchange of its Notice of Intention (the "**Notice**") to Make a Normal Course Issuer Bid (the "**NCIB**"). Under the NCIB, the Company may purchase for cancellation up to 10,000,000 common shares (representing approximately 2.14% of the 467,116,441 common shares outstanding as of September 30, 2021) over a twelve-month period that commenced on October 27, 2021. The NCIB will expire no later than October 26, 2022. Patagonia believes that from time to time, the market price of its common shares may not reflect their underlying value and that the purchase of its common shares may represent an appropriate and desirable use of corporate funds. The Company intends to fund the purchases out of available cash. All purchases made pursuant to the NCIB will be made through the facilities of the Exchange. The NCIB will be made in accordance with the applicable rules and policies of the Exchange and applicable Canadian securities laws. Under the NCIB, Shares may be repurchased in open market transactions on the Exchange, in privately negotiated transactions or by such other means as may be permitted by the Exchange and applicable Canadian securities laws. The price that the Company will pay for common shares in open market transactions will be the market price at the time of purchase. Any common shares that are purchased under the NCIB will be cancelled. The actual number of common shares that may be purchased and the timing of such purchases will be determined by the Company. Decisions regarding purchases will be based on market conditions, share price, best use of available cash, and other factors.

The Company has appointed Canaccord Genuity Corp. to make purchases under the NCIB on its own behalf.

As at the date hereof, the Company repurchased 550,000 common shares under the NCIB for \$20. A copy of the Notice filed with the Exchange may be obtained by any Shareholder without charge from the Company by calling +1(866) 223-5297 or by e-mail at margarate@patagoniagold.com.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

The Board presently consists of seven directors and it is intended to elect three directors for the ensuing year. The directors of the Company are elected at each annual general meeting and hold office until the next annual meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning each nominee, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽³⁾⁽⁴⁾
Christopher van Tienhoven ^{(1) (2)} Montevideo, Uruguay	Independent Consultant from August 2013 until March 2015; CEO of the Company from July 2019 to present.	18-Feb-2020	355,822 0.08%
Tim Hunt ^{(1) (2)} Washington, USA	Director of the Company; Former Executive Chairman of the Company from April 26, 2010 to July 22, 2019; Former Chief Executive Officer and President of the Company from January 15, 2014 to July 22, 2019.	23-Dec-2009	97,347,202 20.86%
Alexander (Sandy) Harper ^{(1) (2)} Mar del Plata, Buenos Aires, Argentina	Independent international commodity trader, investor and consultant	22-Jul-2019	1,677,622 0.36%
<p>Notes:</p> <p>(1) Member of the Audit Committee.</p> <p>(2) Member of the Compensation Committee.</p> <p>(3) The information as to the number of common shares beneficially owned or over which control or direction is exercised has been furnished by the respective nominee.</p> <p>(4) Percentages shown are based on 466,566,441 Patagonia shares issued and outstanding as at August 22, 2022.</p>			

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the company acting solely in such capacity.

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

- (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

Grant Thornton LLP, Chartered Professional Accountants is the Company's auditor and was first appointed by the Board as the Company's auditor as of December 26, 2019. Management is recommending the appointment of Grant Thornton LLP, Chartered Professional Accountants as auditor for the Company, to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board.

The Board recommends that Shareholders vote FOR the appointment of Grant Thornton LLP. To be effective, the resolution must be approved by a majority of votes (as least 50% plus one) cast by Shareholders who vote in person or by proxy at the Meeting. The management representatives named in the enclosed form of proxy intend to vote FOR a resolution to appoint Grant Thornton LLP as auditor of the Company for the ensuing year, at a remuneration to be fixed by the Board, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's shares are to be withheld from voting on the re-appointment of auditors.

Approval of the Amended Stock Option Plan

As noted above under "Approval of Amendments to the Stock Option Plan", the Stock Option Plan governing the issuance of options was previously approved by Shareholders on July 14, 2021. Effective November 24, 2021 the Exchange adopted Policy 4.4, and accordingly, on August 30, 2022, the Board approved certain amendments to Stock Option Plan in order to be in compliance with Policy 4.4 in advance of seeking approval by the Shareholders at the Meeting. The information below is a summary of the Stock Option Plan, as amended, and should be read in conjunction with full text of the amended Stock Option Plan which is appended hereto as

Appendix B. Any definitions or capitalized terms used or referenced below have the same meaning attributed to them in the Stock Option Plan.

Pursuant to the Stock Option Plan, the Board may, from time to time, in its discretion (subject to any determination by the Compensation Committee, if applicable), and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants, stock options to purchase shares at an exercise price determined by the discretion of the Board; provided, however, that the number of shares reserved for issuance does not exceed 10% of the outstanding Common Shares at the time of the granting of an option, less the aggregate number of Common Shares then reserved for issuance pursuant to all other Security Based Compensation, as applicable (unless the Company has obtained the requisite Disinterested Shareholder Approval), subject to further qualifications set out below. Subject to the conditions disclosed herein, the Board determines the manner in which an option shall vest and become exercisable (subject to any determination by the Compensation Committee, if applicable). Stock options granted to consultants performing investor relations activities shall vest over a minimum of 12 months with no more than 1/4 of such stock options vesting in any three-month period. The Stock Option Plan provides that the number of shares reserved for issuance:

- (i) to any one person in any 12 month period shall not exceed 5% of the outstanding Common Shares at the time of the grant, unless the Company has obtained Disinterested Shareholder Approval to exceed such limit;
- (ii) to any one consultant in any 12 month period shall not exceed 2% of the outstanding Common Shares at the time of the grant;
- (iii) to all persons employed to provide Investor Relations Activities in any 12 month period shall not exceed 2% of the outstanding Common Shares at the time of the grant;
- (iv) pursuant to all Security Based Compensation granted or issued to Insiders (as a group) must not exceed 10% of the Common Shares at any point in time (unless Disinterested Shareholder Approval is obtained); and
 - a. pursuant to all Security Based Compensation granted or issued in any 12 month period to Insiders (as a group) must not exceed 10% of the Common Shares, calculated as at the date any Security Based Compensation is granted or issued to any Insider (unless Disinterested Shareholder Approval is obtained).

The number of stock options allocated to directors, officers, employees and consultants of Patagonia will be determined by the Board on a case by case basis. Patagonia has not adopted formal formula or formal procedures to determine stock option allocation. Previous grants of stock options are taken into consideration when new option grants are contemplated. The grant of Stock options is used to, among other things, attract, motivate, and retain qualified directors, officers, employees and consultants by providing them with long-term incentives that will encourage them to add value to Patagonia. Stock options also serve to align directors, officers, employees and consultants' long-term interests with those of Shareholders.

Options are exercisable only by the participant to whom they are granted and may not be assigned or transferred. Notwithstanding this restriction, upon the death of a participant, the participant's legal representatives, heirs, executors and administrators may exercise the participant's options for a period ending no later than the earlier of the option expiry date and 12 months after the participant's death.

Subject to the discretion of the Board, where a person ceases to be an eligible participant under the Stock Option Plan, other than by reason of death or in the event of termination for cause, options granted to such participants shall cease to be exercisable on the earlier of the expiry date and 90 days after the date of termination or, if the participant was involved in investor relations activities, the options shall cease to be exercisable on the earlier of the expiry date or 30 days after the date of termination. Subject to the discretion of the Board, if a participant is terminated for cause, all options granted to such participant shall terminate and cease to be exercisable upon such termination. Subject to obtaining any required approval from the Exchange, Shareholders or participants, as the case may be, Patagonia may amend the Stock Option Plan or the terms of any option granted thereunder in accordance with the terms of the Stock Option Plan. Disinterested Shareholder approval is required for certain amendments, including any reduction in the exercise price or extension to the term of an option held by an Insider of Patagonia.

Pursuant to the Stock Option Plan, an option will be automatically extended past the Expiry Date if such expiry date falls within a period (a “**blackout period**”) during which the Company prohibits Participants from exercising their options provided that the following requirements are satisfied:

- (a) the blackout period must be formally imposed by the Company pursuant to its internal trading policies. For greater certainty, in the absence of the Company formally imposing a blackout period, the Expiry Date will not be automatically extended;
- (b) the blackout period must expire following the general disclosure of the undisclosed Material Information. The expiry date of the affected options can be extended to no later than ten business days after the expiry of the blackout period;
- (c) the automatic extension of a Participant’s options will not be permitted where the Participant or the Company is subject to a cease trade order (or similar order under securities laws) in respect of the Company’s securities; and
- (d) the automatic extension is available to all eligible Participants under the Stock Option Plan under the same terms and conditions.

Subject to the rules and policies of the Exchange, and except with respect to options held by persons whose role and duties primarily consist of Investor Relations Activities, optionees have the right (the “**Net Exercise Right**”), in lieu of the right to exercise an option with a cash payment, to exercise such option in whole or in part on a “net exercise” basis without a cash payment, and, in lieu of receiving the shares to which such exercised option relates, to receive the number of shares (the “option shares”), disregarding fractions, which is equal to the quotient obtained by dividing:

- (a) the product of the number of options being exercised multiplied by the difference between the VWAP of the underlying shares and the exercise price of the options;
by
- (b) the VWAP of the underlying shares on the date of exercise,

in accordance with the Terms of the Stock Option Plan.

At the Meeting, Shareholders will be asked to pass a resolution (the “**Stock Option Plan Resolution**”) in the following form:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Stock Option Plan, as amended by the board of directors (the “**Board**”) and described in the Information Circular dated August 22, 2022, which provides for the rolling grant of options to acquire up to 10% of the number of issued and outstanding common shares of the Company from time to time, is hereby authorized and approved;
2. the Board be authorized on behalf of the Company to make any further amendments to the Stock Option Plan as may be required by regulatory authorities, without further approval of the Shareholders, in order to ensure adoption of the Stock Option Plan; and
3. the approval of the Stock Option Plan, as amended, by the Board is hereby ratified and confirmed any officer or director of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such instruments and documents and to perform and do all such acts and things as may be deemed advisable in such individual’s discretion for the purpose of giving effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

The Board recommends that Shareholders vote FOR the Stock Option Plan Resolution. To be effective, the Stock Option Plan Resolution must be approved by a majority of the votes (at least 50% plus one) cast by Shareholders who vote in person or by proxy at the Meeting. The management representatives named in the enclosed form of proxy intend to vote FOR the Stock Option Plan Resolution, unless a Shareholder specifies in its proxy that its shares are to be voted against such resolution.

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or senior officers of the Company at any time since January 1, 2021;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

Directors and executive officers may, however, be interested in the re-approval of the Stock Option Plan as detailed in “*Particulars of Matters to be Acted Upon – Approval of the Amended Stock Option Plan,*” as such persons are entitled to participate in the Stock Option Plan.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means (a) a Director or Executive Officer of the Company; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed in the notes to the Company’s financial statements for the financial year ended December 31, 2021, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since January 1, 2021 or in a proposed transaction which has materially affected or would materially affect the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company’s profile on SEDAR at www.sedar.com. Additional financial information is provided in the Company’s comparative annual financial statements and management’s discussion and analysis for the financial year ended December 31, 2021, which can be found under the Company’s profile on SEDAR at www.sedar.com. Shareholders may also request these documents from the Company by calling +1(866) 223-5297 or by e-mail at margarate@patagoniagold.com.

PATAGONIA DIRECTORS' APPROVAL

The contents and the sending of this Information Circular have been approved by Board of Patagonia.

DATED this 22nd day of August, 2022.

**BY ORDER OF THE BOARD OF
DIRECTORS OF PATAGONIA GOLD
CORP.**

(Signed) "Christopher van Tienhoven"

Christopher van Tienhoven
Director and Chief Executive Officer

APPENDIX A
AUDIT COMMITTEE CHARTER
AUDIT COMMITTEE TERMS OF REFERENCE

PATAGONIA GOLD CORP.
(formerly HUNT MINING CORP.)
(the “Corporation”)

Charter of the Audit Committee of the Board of Directors

I. PURPOSE

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part III of this Charter.

II. AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the external auditors.

III. RESPONSIBILITIES

A. Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.

3. The Committee shall review the external auditors' audit plan, including scope, procedures and timing of the audit.
4. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
5. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within generally accepted accounting principles that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.
6. The Committee shall pre-approve all non-audit services not prohibited by law to be provided by the external auditors.
7. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
8. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
9. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

B. FINANCIAL ACCOUNTING AND REPORTING PROCESS

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review management's discussion and analysis relating to annual and interim financial statements, earnings press releases, and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws prior to their being filed with the appropriate regulatory authorities.
3. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, deems appropriate.

4. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements other than earnings press releases, and periodically assess the adequacy of these procedures.
5. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall provide oversight to related party transactions entered into by the Corporation.

C. Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

IV. COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, securities laws, the listing requirements of any stock exchange or stock exchanges or other trading facilities, if any, on which the common shares in the capital of the Corporation are then listed and/or posted for trading, the *Business Corporations Act* (British Columbia) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time, one of whom shall be designated by the Board to serve as Chair.
3. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
4. If within one-half of an hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same time on the next business day following the date of such meeting at the same place. If at the adjourned

meeting a quorum as hereinbefore specified is not present within one-half of an hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same time on the next business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.

5. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
6. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
7. Any member of the Committee may participate in a meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
8. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
9. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend meetings of the Committee.
10. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

APPENDIX B
AMENDED AND RESTATED STOCK OPTION PLAN

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

Section 1.1 Defined Terms

For the purposes of this Plan, the following terms shall have the following meanings:

- (a) **“Affiliate”** has the meaning ascribed thereto by the Exchange;
- (b) **“blackout period”** has the meaning ascribed thereto in Section 5.5(7) hereof;
- (c) **“Board”** means the Board of Directors of the Company or, as applicable, a committee consisting of not less than three Directors of the Company duly appointed to administer this Plan;
- (d) **“Common Shares”** means the common shares of the Company;
- (e) **“Company”** means Patagonia Gold Corp. and includes any successor thereto;
- (f) **“Consultant”** has the meaning ascribed thereto by the Exchange;
- (g) **“Director”** has the meaning ascribed thereto by the Exchange;
- (h) **“Disinterested Shareholder Approval”** has the meaning ascribed thereto by the Exchange;
- (i) **“Distribution”** has the meaning ascribed thereto by the Exchange;
- (j) **“Eligible Person”** means a Director, Officer, Employee or Consultant of the Company or an Affiliate of the Company;
- (k) **“Employee”** has the meaning ascribed thereto by the Exchange;
- (l) **“Exchange”** means the TSX Venture Exchange or such other stock exchange on which the Common Shares are then listed;
- (m) **“Expiry Date”** means the last day of the term for an Option, as set by the Board at the time of grant and, if applicable, as amended from time to time;
- (n) **“Insider”** has the meaning ascribed thereto by the Exchange;
- (o) **“Investor Relations Activities”** has the meaning ascribed thereto by the Exchange;
- (p) **“Management Company Employee”** has the meaning ascribed thereto by the Exchange;
- (q) **“Material Information”** has the meaning ascribed thereto by the Exchange;
- (r) **“Net Exercise Right”** has the meaning ascribed thereto in Section 6.2(1) hereof;
- (s) **“Officer”** has the meaning ascribed thereto by the Exchange;
- (t) **“Option”** means an option to purchase Common Shares pursuant to this Plan;
- (u) **“option shares”** has the meaning ascribed thereto in Section 6.2(1) hereof;
- (v) **“Participant”** means an Eligible Person who has been granted an Option;
- (w) **“Plan”** means this stock option plan;
- (x) **“Security Based Compensation”** has the meaning ascribed thereto by the Exchange;

- (y) “**Tax Act**” means the *Income Tax Act* (Canada); and
- (z) “**VWAP**” has the meaning ascribed thereto by the Exchange.

Section 1.2 Interpretation

References to the outstanding Common Shares at any point in time shall be computed on a non-diluted basis.

ARTICLE 2 – ESTABLISHMENT OF PLAN

Section 2.1 Purpose

The purpose of this Plan is to advance the interests of the Company, through the grant of Options, by:

- (a) providing an incentive mechanism to foster the interest of Eligible Persons in the success of the Company and its Affiliates;
- (b) encouraging Eligible Persons to remain with the Company or its Affiliates; and
- (c) attracting new Directors, Officers, Employees and Consultants.

Section 2.2 Shares Reserved and Adjustment

(1) The aggregate number of Common Shares that may be reserved for issuance pursuant to Options shall not exceed 10% of the outstanding Common Shares at the time of the granting of an Option, less the aggregate number of Common Shares then reserved for issuance pursuant to all other Security Based Compensation, as applicable, unless the Company has obtained the requisite Disinterested Shareholder Approval. For greater certainty, if an Option is surrendered, terminated or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option shall be available for new Options granted under this Plan.

(2) In the event that the outstanding Common Shares of the Company are changed into or exchanged for a different number or kind of shares or other securities of the Company, or in the event that there is a reorganization, plan of arrangement, amalgamation, consolidation, subdivision, reclassification, dividend payable in Common Shares or other change in the capital of the Company, then each Participant shall thereafter upon the exercise of an Option, be entitled to receive, in lieu of the number of Common Shares to which the Participant was therefore entitled upon such exercise, the kind and amount of shares or other securities or property which the Participant would have been entitled to receive as a result of any such event if, on the effective date thereof, the Participant had been the holder of the Common Shares to which he was theretofore entitled upon such exercise.

(3) In the event the Company proposes to merge (whether by plan of arrangement, amalgamation or otherwise) or consolidate with any other corporation (other than a wholly-owned subsidiary of the Company) or to liquidate, dissolve or wind-up, or in the event an offer to purchase the Common Shares of the Company or any part thereof shall be made to all holders of Common Shares of the Company, the Company shall have the right, upon written notice thereof to each Participant, to require the exercise of an Option within a reasonable period (not to exceed 60 days) next following the date of such notice and to determine that upon the expiry of such period, all rights of the Participant to exercise such Option (to the extent not theretofore exercised) shall terminate and cease to have any further force or effect whatsoever.

(4) No fractional Common Shares shall be reserved for issuance under this Plan and the Board may determine the manner in which an Option, insofar as it relates to the acquisition of a fractional Common Share, shall be treated.

(5) The Company shall, at all times while this Plan is in effect, reserve and keep available such number of Common Shares as will be sufficient to satisfy the requirements of this Plan.

Section 2.3 Non-Exclusivity

Nothing contained herein shall prevent the Board from adopting such other incentive or compensation arrangements as it shall deem advisable.

Section 2.4 Effective Date

This Plan shall be subject to the approval of any regulatory authority whose approval is required. Any Options granted under this Plan prior to such approvals being given shall be conditional upon such approvals being given, and no such Options may be exercised unless and until such approvals are given.

ARTICLE 3 – ADMINISTRATION OF PLAN

Section 3.1 Administration

(1) This Plan shall be administered by the Board. Subject to the provisions of this Plan, the Board shall have the authority:

- (a) to determine the Eligible Persons to whom Options are granted, to grant such Options, and to determine any terms and conditions, limitations and restrictions in respect of any particular Option grant;
- (b) To interpret the terms of this Plan, to make all such determinations and take all such other actions in connection with the implementation, operation and administration of this Plan, and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan, as it shall from time to time deem advisable, including without limitation for the purpose of ensuring compliance with Section 3.3 hereof.

(2) The Board's interpretations, determinations, guidelines, rules and regulations shall be conclusive and binding upon the Company, Eligible Persons, Participants and all other persons.

Section 3.2 Amendment, Suspension and Termination

The Board may amend, subject to the approval of any regulatory authority whose approval is required, suspend or terminate this Plan or any portion thereof. No such amendment, suspension or termination shall alter or impair any outstanding unexercised Options or any rights without the consent of such Participant. If this Plan is suspended or terminated, the provisions of this Plan and any administrative guidelines, rules and regulations relating to this Plan shall continue in effect for the duration of such time as any Option remains outstanding.

Section 3.3 Compliance with Legislation

(1) This Plan, the grant and exercise of Options hereunder and the Company's obligation to sell, issue and deliver any Common Shares upon exercise of Options shall be subject to all applicable federal, provincial and foreign laws, policies, rules and regulations, to the policies, rules and regulations of any stock exchanges or other markets on which the Common Shares are listed or quoted for trading and to such approvals by any governmental or regulatory agency as may, in the opinion of counsel to the Company, be required. The Company shall not be obligated by the existence of this Plan or any provision of this Plan or the grant or exercise of Options hereunder to sell, issue or deliver Common Shares upon exercise of Options in violation of any such laws, policies, rules and regulations or any condition or requirement of such approvals.

(2) No Option shall be granted and no Common Shares sold, issued or delivered hereunder where such grant, sale, issue or delivery would require registration or other qualification of this Plan or of the Common Shares under the securities laws of any foreign jurisdiction, and any purported grant of any Option or any sale, issue and delivery of Common Shares hereunder in violation of this provision shall be void. In addition, the Company shall have no obligation to sell, issue or deliver any Common Shares hereunder unless such Common Shares shall have been

duly listed, upon official notice of issuance, with all stock exchanges on which the Common Shares are listed for trading.

(3) Common Shares sold, issued and delivered to Participants pursuant to the exercise of Options shall be subject to restrictions on resale and transfer under applicable securities laws and the requirements of any stock exchanges or other markets on which the Common Shares are listed or quoted for trading, and any certificates representing such Common Shares shall bear, as required, a restrictive legend in respect thereof.

ARTICLE 4– OPTION GRANTS

Section 4.1 Eligibility and Multiple Grants

Options shall only be granted to Eligible Persons. An Eligible Person may receive Options on more than one occasion. Eligible Persons that are not individuals will be required to undertake in writing not to effect or permit any transfer of ownership or option of any of its securities, or to issue more of its securities (so as to indirectly transfer the benefits of an Option), as long as such Option remains outstanding, unless the written permission of the Exchange and Company is obtained.

Section 4.2 Option Agreement

Every Option shall be evidenced by an option agreement, in the form approved from time to time by the Board, which shall, if the Participant is an Employee, Consultant or Management Company Employee, confirm such Participant is a *bona fide* Employee, Consultant or Management Company Employee, as the case may be, of the Company or an Affiliate. In the event of any discrepancy between this Plan and an option agreement, the provisions of this Plan shall govern.

Section 4.3 Limitation on Grants and Exercises

(1) To any one person. The maximum aggregate number of Common Shares that are issuable pursuant to this Plan and all Security Based Compensation granted or issued to any one person in any 12 month period shall not exceed 5% of the outstanding Common Shares at the time of the grant, unless the Company has obtained Disinterested Shareholder Approval to exceed such limit.

(2) To Consultants. The maximum aggregate number of Common Shares that are issuable pursuant to this Plan and all Security Based Compensation granted or issued to any one Consultant in any 12 month period shall not exceed 2% of the outstanding Common Shares at the time of the grant.

(3) To investor relations service providers. The maximum aggregate number of Common Shares that are issuable pursuant to this Plan to all persons employed to provide Investor Relations Activities in any 12 month period shall not exceed 2% of the outstanding Common Shares at the time of the grant.

(4) To Insiders. Unless the Company has received Disinterested Shareholder Approval to do so:

- (a) the maximum aggregate number of Common Shares that are issuable pursuant to all Security Based Compensation granted or issued to Insiders (as a group) must not exceed 10% of the Common Shares at any point in time; and
- (b) the maximum aggregate number of Common Shares that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to Insiders (as a group) must not exceed 10% of the Common Shares, calculated as at the date any Security Based Compensation is granted or issued to any Insider.

(5) Transfer to NEX. The Company will not grant Options under this Plan while the Company is on notice to have its listings transferred to the NEX board of the Exchange.

ARTICLE 5 – OPTION TERMS

Section 5.1 Exercise Price

(1) Subject to a minimum exercise price of \$0.05 per Common Share, the exercise price per Common Share for an Option shall not be less than the “Discounted Market Price”, as calculated pursuant to the policies of the Exchange, or such other minimum price as may be required by the Exchange.

(2) If Options are granted within 90 days of a Distribution by the Company by prospectus, then the exercise price per Common Share for such Option shall not be less than the greater of the minimum exercise price calculated pursuant to Section 5.1(1) hereof and the price per Common Share paid by the public investors for Common Shares acquired pursuant to such Distribution. Such 90 day period shall begin:

- (a) on the date the final receipt is issued for the final prospectus in respect of such Distribution; and
- (b) in the case of a prospectus that qualifies special warrants, on the closing date of the private placement in respect of such special warrants.

Section 5.2 Expiry Date

Subject to Section 5.5(7) hereof, every Option shall have a term not exceeding and shall therefore expire no later than five years after the date of grant.

Section 5.3 Vesting

(1) Subject to Section 5.3(2) hereof and otherwise in compliance with the policies of the Exchange, the Board shall determine the manner in which an Option shall vest and become exercisable.

(2) Options granted to persons whose role and duties primarily consist of Investor Relations Activities shall vest over a minimum of 12 months with no more than 1/4 of such Options vesting in any three month period.

Section 5.4 Non-Assignability

Subject to Section 5.5(4) hereof, all Options are exercisable only by the Participant to whom they are granted and may not be assigned or transferred.

Section 5.5 Ceasing to be Eligible Person

(1) Termination for cause. If a Participant who is an Officer, Employee or Consultant is terminated for cause, each Option held by such Participant shall terminate and shall therefore cease to be exercisable upon such termination for cause. If a Participant who is a Director ceases to meet the qualifications set forth in the Company’s incorporating statute, then, each Option held by such Director shall terminate at the date such Director ceases to be a Director of the Company.

(2) Death. If a Participant dies prior to otherwise ceasing to be an Eligible Person, each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the Expiry Date and the date which is 12 months after the date of the Participant’s death.

(3) End of Eligible Person status. Subject to Sections 5.5(1) and 5.5(6) hereof, if a Participant ceases to be an Eligible Person for any reason whatsoever other than death, each Option held by the Participant other than a Participant who is involved in Investor Relations Activities will cease to be exercisable on the earlier of the Expiry Date and 90 days after the Participant ceases to be an Eligible Person. For Participants involved in Investor Relations Activities, Options will cease to be exercisable on the earlier of the Expiry Date and 30 days after the Participant ceases to be an Eligible Person.

(4) Legal representatives. For greater certainty, if a Participant dies, each Option held by such Participant shall be exercisable by the legal representatives, heirs, executors or administrators of such Participant until such Option terminates in accordance with Section 5.5(2) hereof.

(5) Unvested options. If any portion of an Option is not vested at the time a Participant ceases, for any reason whatsoever, to be an Eligible Person, such unvested portion of the Option may not be thereafter exercised by the Participant or its legal representatives, heirs, executors or administrators, as the case may be, always provided that the Board may, in its discretion, thereafter permit the Participant or its legal representatives, heirs, executors or administrators, as the case may be, to exercise all or any part of such unvested portion of the Option that would have vested prior to the time such Option otherwise terminates and therefore ceases to be exercisable pursuant to the terms of this Section. For greater certainty, and without limitation, this provision will apply regardless of whether the Participant ceased to be an Eligible Person voluntarily or involuntarily, was dismissed with or without cause, and regardless of whether the Participant received compensation in respect of dismissal or was entitled to a notice of termination for a period which would otherwise have permitted a greater portion of an Option to vest.

(6) Extension. Notwithstanding the foregoing, if a Participant ceases to be an Eligible Person for any reason whatsoever other than death, the Board may, for any such Participant and in its discretion, extend the date of such termination and the resulting period in which the Option remains exercisable to a date, within a reasonable period, not exceeding the earlier of twelve months or the Expiry Date.

(7) Blackout Period. An Option will be automatically extended past the Expiry Date if such expiry date falls within a period (a “**blackout period**”) during which the Company prohibits Participants from exercising their Options provided that the following requirements are satisfied:

- (a) the blackout period must be formally imposed by the Company pursuant to its internal trading policies. For greater certainty, in the absence of the Company formally imposing a blackout period, the Expiry Date will not be automatically extended;
- (b) the blackout period must expire following the general disclosure of the undisclosed Material Information. The expiry date of the affected Options can be extended to no later than ten business days after the expiry of the blackout period;
- (c) the automatic extension of a Participant’s Options will not be permitted where the Participant or the Company is subject to a cease trade order (or similar order under securities laws) in respect of the Company’s securities; and
- (d) the automatic extension is available to all eligible Participants under this Plan under the same terms and conditions.

(8) Change in duties. The change in the duties or position of a Participant or the transfer of such Participant from a position with the Company to a position with an Affiliate, or *vice versa*, shall not trigger the termination of such Participant’s Option provided such Participant remains a Director, Officer, Employee or Consultant of the Company or an Affiliate.

ARTICLE 6– EXERCISE PROCEDURE

Section 6.1 Exercise Procedure

(1) Subject to the provisions of the Plan and the particular Option, an Option may be exercised from time to time by delivering to the Company at its registered office a written notice of exercise specifying the number of Common Shares with respect to which the Option is being exercised and accompanied by payment in cash or certified cheque for the full amount of the purchase price of the Common Shares then being purchased.

(2) Alternatively, subject to the provisions of the Plan, the particular Option, and the rules and policies of the Exchange, an option may be exercised in connection with an optionee's (except for optionees whose role and duties primarily consist of Investor Relations Activities) exercise of their Net Exercise Right from time to time by delivering to the Company at its registered office (i) a written notice specifying that the optionee is exercising their Net Exercise Right in respect of a certain number of their Options, and (ii) the payment of an amount for any tax withholding or remittance obligations of the optionee or the Company arising under applicable law and verified by the Company to its satisfaction (or by entering into some other arrangement acceptable to the Company in its discretion, if any).

(3) Upon receipt of a certificate of an authorized officer directing the issue of Common Shares purchased under the Plan, the transfer agent is authorized and directed to issue and countersign share certificates for the optioned shares or the option shares, as applicable, in the name of such optionee or the optionee's legal personal representative or as may be directed in writing by the optionee's legal personal representative.

Section 6.2 Net Exercise Right

(1) Subject to the rules and policies of the Exchange, and except with respect to options held by persons whose role and duties primarily consist of Investor Relations Activities, optionees have the right (the "**Net Exercise Right**"), in lieu of the right to exercise an option with a cash payment, to exercise such option in whole or in part on a "net exercise" basis without a cash payment, and, in lieu of receiving the shares to which such exercised option relates, to receive the number of shares (the "**option shares**"), disregarding fractions, which is equal to the quotient obtained by dividing:

- (a) the product of the number of options being exercised multiplied by the difference between the VWAP of the underlying shares and the exercise price of the options; by
- (b) the VWAP of the underlying shares on the date of exercise,

and, where the optionee is subject to the Tax Act in respect of the option, the Company shall make the election provided for in subsection 110(1.1) of the Tax Act.

(2) For greater certainty, the number of shares determined by the above formula may be reduced by that amount of tax obligations, being all withholding required under any governing tax law with respect to the payment of any amount with respect to the exercise of an option, applicable to the receipt of the option shares.

(3) If an optionee exercises a Net Exercise Right in connection with an option, it is exercisable only to the extent and on the same conditions that the related option is exercisable under this Plan.

Section 6.3 Monitoring of Trades

An Option holder who performs Investor Relations Activities shall provide written notice to the Board of each of their trades of securities of the Company, within five business days of each trade.

ARTICLE 7 – AMENDMENT OF OPTIONS

Section 7.1 Consent to Amend

The Board may amend any Option with the consent of the affected Participant and the Exchange, including any shareholder approval required by the Exchange. For greater certainty, Disinterested Shareholder Approval is required for any reduction in the exercise price or extending the term of an Option if the Participant is an Insider at the time of the proposed amendment.

Section 7.2 Amendment Subject to Approval

If the amendment of an Option requires regulatory or shareholder approval, such amendment may be made prior to such approvals being given, but no such amended Options may be exercised unless and until such approvals are obtained.

ARTICLE 8 – MISCELLANEOUS

Section 8.1 No Rights as Shareholder

Nothing in this Plan or any Option shall confer upon a Participant any rights as a shareholder of the Company with respect to any of the Common Shares underlying an Option unless and until such Participant shall have become the holder of such Common Shares upon exercise of such Option in accordance with the terms of this Plan.

Section 8.2 No Right to Employment

Nothing in this Plan or any Option shall confer upon a Participant any right to continue in the employ of the Company or any Affiliate or affect in any way the right of the Company or any Affiliate to terminate the Participant's employment, with or without cause, at any time; nor shall anything in this Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Company or any Affiliate to extend the employment of any Participant beyond the time which the Participant would normally be retired pursuant to the provisions of any present or future retirement plan of the Company or any Affiliate, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Company or any Affiliate.

Section 8.3 No Representation or Warranty

The Company makes no representation or warranty as to the future market value of Common Shares issued in accordance with the provisions of this Plan or to the effect of the Tax Act or any other taxing statute governing the Options or the Common Shares issuable thereunder or the tax consequences to an Eligible Person. Compliance with applicable securities laws as to the disclosure and resale obligations of each Participant is the responsibility of each Participant and not the Company.

Section 8.4 Hold Period

In addition to any resale restrictions under applicable legislation, all Options granted hereunder and all Common Shares issued on the exercise of such Options will, if applicable under the policies of the Exchange, be subject to a four month Exchange hold period from the date the Options are granted, and the stock option agreements and the certificates representing such shares shall bear the legends required by applicable law.

Section 8.5 Withholding

To the extent the exercise of an Option hereunder gives rise to any tax or other statutory withholding obligation (including, without limitation, income and payroll withholding taxes imposed by any jurisdiction), the Board may implement appropriate procedures to ensure that the tax withholding obligations are met. These procedures may include, without limitation, increased withholding from a Participant's regular compensation, cash payments by a Participant, or the sale of a portion of the Common Shares acquired pursuant to the exercise of an Option, which sale may be required and initiated by the Board. Unless otherwise determined by the Board, any such procedure, including offering choices among procedures, will be applied consistently with respect to all similarly situated Participants in this Plan, except to the extent any procedure may not be permitted under the laws of the applicable jurisdiction.

Section 8.6 Proceeds from Sale of Common Shares

The proceeds from sale of Common Shares issued upon the exercise of Options shall be added to the general funds of the Company and shall thereafter be used from time to time for such corporate purposes as the Board may determine and direct.

Section 8.7 Governing Law

This Plan, all option agreements, the grant and exercise of Options hereunder, and the sale, issue and delivery of Common Shares hereunder upon exercise of Options shall be, as applicable, governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The Courts of the Province of British Columbia shall have the exclusive jurisdiction to hear and decide any disputes or other matters arising herefrom.

Approved by the Board: August 30, 2022.

Approved by the shareholders: [●], 2022.