

IBC ADVANCED ALLOYS CORP.
401 Arvin Road
Franklin, Indiana 46131-1549
Telephone: 317-738-2558

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “**Meeting**”) of the shareholders of IBC Advanced Alloys Corp. (the “**Company**”) will be held on Friday, December 29, 2023, at the Lower Level Conference Room, 7000 S. Yosemite Street, Centennial, Colorado, 80112, at 2:00 PM (Mountain Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2023, together with the auditor’s report thereon;
2. To elect directors to hold office until the next annual general meeting;
3. To appoint auditors for the Company for the ensuing financial year and authorize the directors to fix the remuneration to be paid to the auditors for the ensuing financial year;
4. To consider, and if thought fit, to pass an ordinary resolution of shareholders to re-approve the Company’s amended and restated stock option plan (as set out in Schedule “A” to this Information Circular), as more particularly described in the accompanying management proxy information circular of the Company (the “**Information Circular**”); and
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General Meeting.

The Company’s board of directors (the “**Board**”) has fixed November 14, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Canadian securities regulators allow for the use of notice-and-access for delivery of the Information Circular to both the registered and non-registered shareholders of the Company. The Information Circular has not been mailed, but shareholders are provided with notice on where to find the Information Circular online or how to request a paper copy. The Information Circular will provide you with additional details surrounding notice-and-access as well as provide information about the Company and the business to be conducted at the Meeting. Please review the Information Circular before you cast your vote.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit or submit your form of proxy with the Company’s transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), at their offices located on the 9th Floor, 100 University Avenue, Toronto ON M5J 2Y1, or

by toll-free fax 1-866-249-7775 by 2:00 PM (Mountain Time) on Wednesday, December 27, 2023, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the time and date of the Meeting or any adjournment or postponement thereof. Alternatively, you may contact the Transfer Agent for online voting instructions or follow the online and telephone voting instructions accompanying this Notice of Annual General Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Annual General Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Franklin, Indiana, November 15, 2023.

BY ORDER OF THE BOARD

/s/ Mark Smith

Mark Smith
Chairman

IBC ADVANCED ALLOYS CORP.

401 Arvin Road
Franklin, Indiana 46131-1549
Telephone: 317-738-2558

INFORMATION CIRCULAR

Information as at November 15, 2023 (unless otherwise noted)

SOLICITATION OF PROXIES

This information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of **IBC Advanced Alloys Corp.** (the “**Company**” or “**IBC**”) for use at the annual general meeting (the “**Meeting**”) of the shareholders of the Company (the “**Shareholders**”) to be held at the Lower Level Conference Room, 7000 S. Yosemite Street, Centennial, Colorado, 80112, on Friday, December 29, 2023 at 2:00 PM (Mountain time) for the purposes set forth in the accompanying notice of Meeting, and at any adjournment thereof. The solicitation will be made primarily by mail and may in addition be made without special compensation by personal and telephone contact with Shareholders by directors, officers and regular employees of the Company. No solicitation will be made by specifically engaged employees or soliciting agents. The Company does not reimburse Shareholders, nominees or agents for the cost incurred in obtaining from their principals’ authorization to execute instruments of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out-of-pocket expenses. The cost of solicitation will be borne by the Company.

PROXY INSTRUCTIONS AND VOTING RIGHTS

Management Solicitation

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The information contained in this Information Circular is as of November 15, 2023. Readers should be aware that certain information, such as individuals’ shareholdings, may change between November 15, 2023 and the date of the Meeting. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Notice-and-Access

The Company is availing itself of the “notice-and-access” provisions in securities laws that permit the Company to forego mailing paper copies of this Information Circular and proxy-related materials to Shareholders and instead make them available for review, print and download via the internet.

In accordance with the requirements of National Instrument 54-101 – *Communication With Beneficial Owners of Securities of a Reporting Issuer, of the Canadian Securities Administrators* (“**NI 54-101**”), the Company has distributed a notice (the “**Notice Package**”) to the registered

Shareholders, to certain non-registered Shareholders, to clearing agencies and intermediaries for onward distribution and to other non-registered Shareholders of the internet website location where Shareholders may access the notice of Meeting, this Information Circular and the instrument of proxy (collectively, the **"Meeting Materials"**).

The Company does not intend to pay for intermediaries to forward the Meeting Materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs (as defined below) under NI 54-101. OBOs will not receive the materials unless the OBOs intermediary assumes the cost of delivery.

As is set forth in the Notice Package, the Meeting Materials can be accessed directly online on the Company's SEDAR+ profile located at www.sedarplus.ca and are also available on the Company's website at <https://ibcadvancedalloys.com/investors-center/annual-meetings/>. The Notice Package also includes instructions to Shareholders on how to request delivery of printed copies of the Meeting Materials. If you are a registered Shareholder or NOBO (as defined below) and wish to receive a paper copy of the Meeting Materials or have questions about notice-and-access in advance of the Meeting, please contact the Company's registrar and transfer agent, Computershare Investor Services Inc. (the **"Transfer Agent"**) by toll-free telephone at 1-866-962-0498. OBOs should contract their broker directly. In order to receive a paper copy in time to vote before the Meeting, your request should be received by December 19, 2023.

Appointment of Proxies

The persons named as proxyholders (the **"Designated Persons"**) in the enclosed form of proxy are directors, officers and/or employees of the Company.

A Shareholder has the right to appoint a person or corporation (who need not be a Shareholder) to attend and act for or on behalf of that Shareholder at the Meeting, other than the Designated Persons named in the enclosed form of proxy.

To exercise the right, the Shareholder may do so by striking out the printed names and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instruction to the nominee on how the Shareholder's common shares should be voted. The nominee should bring personal identification to the Meeting.

A proxy will not be valid unless the form of proxy is received by the Transfer Agent, at its offices located on the 9th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, or by toll-free fax 1-866-249-7775, or by the Company at the address set forth above, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be deposited with the chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

Signing of Proxies

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer, or attorney-in-fact, for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or

joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy of that document, should accompany the form of proxy.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time, before it is exercised, by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening of the Meeting; or (ii) to the chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof; or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Proxy Voting

Subject to the information below under the heading "*Advice to Non-Registered (Beneficial) Shareholders*", registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each common share of the Company (a "**Common Share**") that such Shareholder holds on November 14, 2023 (the "**Record Date**") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly.

If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. It is intended that the Designated Persons will vote the Common Shares represented by the proxy in favour of each matter identified in the notice of meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice of Annual General 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 is not aware of any such amendments, variations, or other matters to come before the Meeting. **The Common Shares represented by a Shareholder's proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for. If the Shareholder specifies a choice with respect to any matter to be voted upon, the Common Shares represented by that Shareholder's proxy will be voted accordingly.**

In the case of abstentions from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

Only Shareholders whose names appear on the Company's records or validly appointed proxyholders are permitted to vote at the Meeting. Most of the Shareholders are "non-registered" Shareholders because their Common Shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a "**Nominee**"). If you purchased your Common Shares through a broker, you are likely a non-registered Shareholder.

Non-registered Shareholders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "OBOs".

In accordance with the securities regulatory policy, the Company has distributed copies of the Notice Package, directly to the NOBOs and to the Nominees for onward distribution to the Company's non-registered Shareholders. The Company does not intend to pay for Nominees to forward the Meeting Materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs under NI 54-101. OBOs will not receive the materials unless the OBO's Nominee assumes the cost of delivery.

Nominees are required to forward the Notice Package to each non-registered Shareholder unless the non-registered Shareholder has waived the right to receive them. Common Shares held by Nominees can only be voted in accordance with the instructions of the non-registered Shareholder. Meeting Materials sent to non-registered holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered Shareholder is able to instruct the registered Shareholder (or Nominee) how to vote on behalf of the non-registered Shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered Shareholders to direct the voting of the Common Shares which they beneficially own. **If a non-registered holder who receives a VIF wishes to attend the Meeting or have someone else attend on his, her or its behalf, the non-registered Shareholder may appoint a legal proxy as set forth in the VIF, which will give the non-registered Shareholder or his, her or its nominee the right to attend and vote at the Meeting. Non-registered Shareholders must carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as described below, no person who has been a director or an officer of the Company nor any proposed nominee at any time since the beginning of its last completed financial year, or

any associate of such director or officer, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the re-approval of the Company's existing amended and restated stock option plan (the "**Stock Option Plan**"), the approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the incentive Stock Option Plan and accordingly have an interest in the re-approval of the Stock Option Plan. See "*Particulars of Matters to be Acted On.*"

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares. Only the holders of Common Shares are entitled to receive notice of or to attend and vote at any meetings of the Shareholders of the Company. As of the Record Date, 106,734,573 Common Shares without par value are issued and outstanding and as at the financial year ended June 30, 2023, 102,581,968 Common Shares were issued and outstanding.

Subject to the information above under the heading "*Advice to Non-Registered (Beneficial) Shareholders*", persons who are registered Shareholders at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Common Share held.

Other than as described below, to the knowledge of the Company's directors and executive officers, as of November 14, 2023, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares.

As at November 14, 2023, Mark Smith, CEO and Chairman, owned a total of 17,064,238 Common Shares representing approximately 16.0% of IBC's issued and outstanding Common Shares and 250,000 options to acquire Common Shares. Assuming exercise of all of the options held by Mr. Smith, an aggregate of 17,314,238 common shares would be owned by Mr. Smith, representing approximately 16.2% of IBC's issued and outstanding common shares on a partially diluted basis.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of Shareholders or until their successors in office are duly elected or appointed. In the absence of instructions to the contrary, the Common Shares represented by a proxy will be voted for the nominees listed below.

Management does not contemplate that any of the nominees will be unable to serve as a director. The Company has not received notice of, and management is not aware of any proposed nominee in addition to, the named nominees.

The following persons are management's nominees for election as directors at the Meeting:

Name, Jurisdiction of Residence and Present Office Held ⁽¹⁾	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised ⁽²⁾	Principal Occupation during the Past Five Years
Simon Anderson ⁽³⁾⁽⁴⁾⁽⁶⁾ West Vancouver, BC, Canada Director	November 11, 2016	2,046,196 ⁽⁷⁾	President of S2 Management Inc. (2008 – present)
Geoff Hampson ⁽³⁾⁽⁴⁾ Vancouver, BC, Canada Director	May 24, 2016	2,194,119 ⁽⁸⁾	Chief Executive Officer of Fibrox Technology LTD. (July 1993 – present); Executive Chairman of Soma Gold Corp. (April 2012 – present); Chief Executive Officer and Chairman of Infracon Construction (November 2019 – present); President of Hampson Equities Ltd. (September 1984 – present); President of Lake Forest Development Corp. (June 1990 – present); Director of Navigator Acquisition Corp. (September 2018 – present)
Mike Jarvis ⁽⁴⁾ Franklin, IN, USA Director	June 18, 2012	1,683,810	President of Jarvis Enterprises LLC (2004 – present)
Mark Smith ⁽³⁾⁽⁵⁾ Centennial, CO, USA Director	May 25, 2016	17,064,238	Chief Executive Officer and Chairman of IBC Advanced Alloys Corp. (July 2020 – present); President and Chief Executive Officer of Largo Resources (April 2015 – September 2019); President, Chief Executive Officer and Chairman of NioCorp Developments Ltd. (September 2013 – present); Chairman of US Vanadium (2020 – present); Chairman of Infinite Harvest (2015 – present)

- (1) The information as to country of residence and principal occupation of the proposed directors, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to Common Shares beneficially owned directly or indirectly or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.
- (5) Mr. Smith was appointed as Chief Executive Officer of the Company on July 8, 2020.
- (6) Mr. Anderson resigned as Chief Financial Officer on November 11, 2016 and was named as a director of the Company on that date.
- (7) 539,275 Common Shares are owned by S2 Management Inc., a company of which Simon Anderson is the principal. Mr. Anderson directly holds the balance of 1,506,921 Common Shares.
- (8) 1,447,450 Common Shares are owned by Hampson Equities Inc., 67,000 Common Shares are owned by Lake Forest Development Corp., and 125,000 Common Shares are owned by FTL Investments Inc.; companies of which Geoff Hampson is the principal. Mr. Hampson directly holds the balance of 554,669 Common Shares.

CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES

To the knowledge of the Company, except as disclosed below, 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 (as defined herein) 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.

Simon Anderson is director of Simba Gold Corp., which is subject to a cease trade order issued by the British Columbia Securities Commission on August 6, 2015 for failure to file financial statements and management's discussion and analysis within the prescribed time period.

EXECUTIVE COMPENSATION

For the purpose of this Information Circular, defined terms are as follows:

"Chief Executive Officer" or **"CEO"** of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"Chief Financial Officer" or **"CFO"** of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year.

"executive officer" of the Company means an individual who at any time during the most recently completed financial year was:

- (a) a chair, vice-chair or president of the Company;
- (b) a vice-president of the Company in charge of a principal business unit, division or function including sales, finance or production; or
- (c) performing a policy-making function in respect of the Company.

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period.

"incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan.

"Named Executive Officers" or **"NEOs"** means the following individuals:

- (a) each CEO;
- (b) each CFO;
- (c) each of the Company's three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each additional individual who would be a NEO under (c) above, but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of the most recently completed financial year.

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

“**replacement grant**” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option.

“**repricing**” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option.

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

“**TSX-V**” means the TSX Venture Exchange Inc. on which the Company’s stock trades under the symbol “IB”.

Executive Officers of the Company

Mark Smith, Chief Executive Officer and Chairman, Toni Wendel, Chief Financial Officer and Corporate Secretary, Mark Wolma, President of IBC Copper Alloys, Mark Doelling, President of IBC Engineered Materials Corp. and Ben Rampulla, Chief Technology Officer, were each a “Named Executive Officer” of the Company for the financial year ended June 30, 2023.

Currencies

The Company maintains its account in United States dollars and so compensation amounts in this Information Circular are presented in United States dollars (indicated by “US\$”). The Company’s Common Shares, however, trade in Canadian dollars and so amounts relating to financings, stock option prices and similar amounts are expressed in Canadian dollars (indicated by “\$”). The average exchange rate between the Canadian dollar and the United States dollar was:

Year ended June 30, 2023	\$1.00 = US\$0.7467
Year ended June 30, 2022	\$1.00 = US\$0.7901

Compensation Discussion and Analysis

Philosophy and Objectives

The compensation program for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- to align executive compensation with Shareholders' interests;
- to attract and retain highly qualified management;
- to focus performance by linking incentive compensation to the achievement of business objectives and financial results; and
- to encourage retention of key executives for leadership succession.

The Company's executive compensation program comprises three elements: base salary, bonus incentives and equity participation. The compensation program is designed to pay for performance. Employees, including senior executives, are rewarded for the achievement of annual operating and financial goals, progress in executing the Company's long-term growth strategy and delivering strong total Shareholder return performance.

The Company reviews industry compensation information and compares its level of overall compensation with those of comparable sized manufacturing companies. Generally, the Company targets base management fees at levels approximating those holding similar positions in comparably sized companies in the industry and hopes to achieve competitive compensation levels through the fixed and variable components.

The Company's total compensation mix places a significant portion of the executive's compensation at risk and relies heavily on the award of stock options. The design takes into account individual and corporate performance. Compensation practices, including the mix of base management fees, short-term incentives and long-term incentives, are regularly assessed to ensure they are competitive, take account of the external market trends and support the Company's long-term growth strategies. Due to the Company's development programs, the flexibility to quickly increase or decrease appropriate human resources is critical. Accordingly, the Company does not enter into long-term commitments with its officers.

Role of the Compensation Committee

The Compensation Committee was established by the Board to assist in fulfilling the Board's responsibilities relating to compensation issues and to establish a plan of continuity for executive officers. The Compensation Committee ensures that the Company has an executive compensation plan that is both motivational and competitive so that it will attract, hold and inspire performance by executive officers of a quality and nature that will enhance the sustainable profitability and growth of the Company. The Compensation Committee reviews and recommends the compensation philosophy and guidelines for the Company which include reviewing compensation for executive officers for recommendation to the Board.

Prior to January 2008, when the Compensation Committee was first appointed, the independent directors of the Company had the responsibility for determining compensation for the NEOs and other executive officers of the Company. The Compensation Committee reviews, on an annual basis, the cash compensation, performance and overall compensation package for each executive officer. It then submits its recommendations to the Board with respect to the basic salary, bonus and participation in share compensation arrangements for each executive officer.

In making its recommendations in 2022 and 2023, the Compensation Committee was satisfied that all recommendations complied with the Compensation Committee's philosophy and guidelines.

Composition of the Compensation Committee

The Compensation Committee currently comprises three of the Company's four directors: Mike Jarvis, Geoff Hampson and Simon Anderson. The Board considers Messrs. Jarvis, Hampson and Anderson particularly well qualified to serve on the Compensation Committee given the expertise they have accumulated in their business careers:

Mr. Jarvis currently oversees Jarvis Enterprises LLC which holds and manages various businesses in sectors including real estate, farming, telecommunications, health and automotive technology. Mr. Jarvis has extensive financial and management expertise, including considerable operational experience with manufacturing companies.

Mr. Hampson has founded and financed numerous successful private and public companies since 1978 and is a seasoned entrepreneur and senior executive with 42 years of experience in special materials, technology, start-ups, mining and turnaround situations. He has engaged in industry consolidations, been involved in over 20 M&A transactions, negotiated over ten international joint ventures, which allowed him to cultivate his international experience, and he has built countless relationships around the world. Mr. Hampson is currently the chairman and CEO of Fibrox Technology Ltd.; executive chairman of Soma Gold Corp; CEO and chairman of Infracon Capital Corp., Infracon Construction Inc., Hampson Equities Ltd., Marine Aggregate Supply Corp., Hampson Walsh Petroleum LLC, and Lake Forest Developments Inc. Mr. Hampson was the founding CEO of Peer 1 Network, Inc. and chairman of Techvibes Media Inc., the founder and CEO of Corelink Data Centers LLC, the CEO of Live Current Media, Inc. and the president and CEO of Novocon International Inc.

Mr. Anderson is a CPA, CA with over 35 years of experience and has worked as an officer or director of public companies on the TSX Venture Exchange, Toronto Stock Exchange, and NASDAQ for over 20 years. He has extensive experience in financing, mergers and acquisitions, corporate governance and securities regulation practices, and he worked for nine years in business valuation with BDO Canada LLP. Mr. Anderson received his Bachelor of Commerce in Accounting and Management Information Systems from the University of British Columbia.

Elements of Executive Compensation

Base Compensation

In the Board's view, paying base salaries or management fees which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Base compensation is compensation for discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive. Annual adjustments take into account the market value of the role and the executive's demonstration of capability during the year.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the executive's Company meeting those strategic objectives and milestones, the executive's individual performance and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the Compensation Committee.

Equity Participation

The Company believes that encouraging its executives and employees to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Company's Stock Option Plan. Stock options are granted to directors, officers, employees and consultants taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the long-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire and increase proprietary interest in the Company. The Company awards stock options to its executive officers based upon the recommendation of the Board, which recommendation is based upon the Board's review of a proposal from the Board's Executive Management Committee. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation and amendments to the Stock Option Plan are the responsibility of the Board.

Compensation Risk Assessment and Governance

The Company believes that it has effective risk management and regulatory compliance in place relating to its compensation policies. The Compensation Committee assists the Board in discharging its duties relating to compensation of the directors and executive officers, together with the general responsibility for developing and reviewing the Company's approach to governance and related issues. The Compensation Committee reviews the overall executive compensation program on an annual basis and considers the implications of the risks associated with the Company's executive compensation policies, philosophy and practices. As discussed above, the Compensation Committee follows an overall compensation model which ensures that an adequate portion of overall compensation for the NEOs is "at risk" and only realized through the performance of the Company over both the short-term and long-term. Short-term incentive structures are designed to include multiple elements so as to mitigate the risk of maximizing one component at the expense of another. The long-term component, which is satisfied by stock option grants, which are now subject to vesting, are priced at market value at the time of grant and the number granted based on a fixed annual dollar amount using the then applicable Black-Scholes value per option granted. Therefore, the realization of value from the long-term incentive component of the executive compensation program is entirely dependent upon long-term appreciation in shareholder value. Accordingly, the Company believes that its compensation program is appropriately structured, encourages the right management behaviors, uses a balanced scorecard to assess performance and avoids excessive risk-taking or extreme payouts to its executives and employees.

The Company is not aware of any director, officer or NEO that has purchased financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director and does not have a policy in place to restrict such purchases at the date of this Information Circular.

Summary Compensation Table

The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company for the financial years ended June 30, 2023, June 30, 2022 and June 30, 2021, in respect of each NEO. For the information concerning compensation related to previous years, please refer to IBC's previous information circulars available under IBC's profile on www.sedarplus.ca.

Name and Principal Position	Year Ended	Salary (US\$)	Share-based Awards (US\$) ⁽¹⁾	Option-Based Awards (US\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (US\$)	All Other Compensation (US\$) ⁽³⁾	Total Compensation (US\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Mark Smith Chief Executive Officer and Chairman ⁽⁴⁾	2023	143,244	23,400	Nil	Nil	Nil	Nil	22,278	188,922
	2022	122,409	23,400	2,750	Nil	Nil	Nil	21,483	170,042
	2021	114,340	24,225 ⁽⁵⁾	Nil	Nil	Nil	Nil	38,393	176,958
Toni Wendel, Chief Financial Officer ⁽⁶⁾	2023	205,748	Nil	2,075	Nil	Nil	Nil	27,050	234,873
	2022	187,391	Nil	600	Nil	Nil	Nil	31,458	219,449
	2021	183,401	Nil	375	Nil	Nil	Nil	49,837	233,613
Mark Wolma, President, IBC Copper Alloys	2023	223,251	Nil	7,625	Nil	Nil	Nil	31,086	261,962
	2022	192,743	Nil	5,500	Nil	Nil	Nil	27,138	225,381
	2021	194,052	Nil	6,700	Nil	Nil	Nil	44,612	245,364
Mark Doelling, President, IBC Engineered Materials ⁽⁷⁾	2023	176,419	Nil	2,450	Nil	Nil	Nil	58,338	237,207
	2022	114,340	Nil	1,225	Nil	Nil	Nil	84,574	200,139
	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ben Rampulla, Chief Technology Officer and Former President, IBC Engineered Materials ⁽⁸⁾	2023	170,280	Nil	3,945	Nil	Nil	Nil	21,869	196,094
	2022	160,631	Nil	2,470	Nil	Nil	Nil	20,791	183,892
	2021	157,638	Nil	840	Nil	Nil	Nil	42,327	200,805

(1) The Company has not granted any share-based awards.

(2) The Company employed the Black-Scholes option-pricing method to calculate the grant-date fair value as it is a widely used and relatively objective methodology.

(3) All other compensation comprises shares issued for services, consulting fees, the cost of company-funded healthcare and life insurance, if applicable.

(4) Mr. Smith was appointed as Chief Executive Officer on July 8, 2020.

(5) The Company has issued to Mr. Smith, 150,000 Common Shares at a deemed share price of \$0.20, the closing price of the Common Shares at the time of approval of such issuance, as partial consideration for fees earned as a director from July 2020 through July 2021.

(6) Ms. Wendel was appointed as Chief Financial Officer on June 10, 2019.

(7) Mr. Doelling was appointed as President of IBC Engineered Materials on October 19, 2021. He ceased to act as President of IBC Engineered Materials on October 10, 2023.

(8) Mr. Rampulla was appointed as President of IBC Engineered Materials on February 4, 2019. He was promoted to Chief Technology Officer on October 19, 2021. Mr. Rampulla was appointed as interim President of IBC Engineered Materials on October 10, 2023.

Long-Term Incentive Plans

The Company has no long-term incentive plans intended to serve as incentive performance to occur over a period longer than one year, other than the Share Unit Plan. The significant terms of the Share Unit Plan are set out below under the heading “*Share Unit Plan*”.

Share Unit Plan

The Company’s Share Unit Plan was approved by the Company’s Board on November 16, 2018 and by the Shareholders on December 20, 2018. Subsequently, the Share Unit Plan was amended to change the Share Unit Plan from a rolling plan to a fixed plan by the Board on November 7, 2019. The Share Unit Plan was adopted to assist the Company in the recruitment and retention of highly qualified employees, directors and eligible consultants by providing a means to reward performance and to motivate participants under the plan to achieve important corporate and personal objectives. Since the restricted share units of the Company (each, a “**SU**”) represent rights, subject to satisfaction of certain vesting conditions, to receive Common Shares, SUs reflect a philosophy of aligning the interests of employees, directors and consultants with those of Shareholders by tying the value of long-term compensation to the value of the Common Shares. The Board intends to use SUs issued under the Share Unit Plan, as well as the stock options issued under the Stock Option Plan as part of the Company’s overall executive compensation plan.

There are currently no SUs issued or outstanding.

Particulars of the Share Unit Plan

A summary of certain provisions of the Share Unit Plan is set out below. This summary is qualified in its entirety by the full text of the Share Unit Plan.

Eligible Participants

The Share Unit Plan is administered by the Compensation Committee, or such other committee of the Board as may be designated by the Board. Employees, directors and eligible consultants of the Company and its designated subsidiaries are eligible to participate in the Share Unit Plan. In accordance with the terms of the Share Unit Plan, the Company, under the authority of the Board through the Compensation Committee, will approve those employees, directors and eligible consultants who are entitled to receive SUs and the number of SUs to be awarded to each participant. SUs awarded to participants are credited to them by means of an entry in a notional account in their favour on the books of the Company. Each SU awarded conditionally entitles the participant to receive one Common Share upon attainment of the SU vesting criteria or cash equal to the Market Value (as defined in the Share Unit Plan).

Vesting

The vesting of SUs is conditional upon the expiry of time-based vesting conditions, performance-based vesting conditions or a combination of the two. The duration of the vesting period, performance criteria and other vesting terms applicable to the grant of the SUs will be determined at the time of the grant by the Compensation Committee.

Once the SUs vest, the participant is entitled to receive the equivalent number of underlying Common Shares, subject to adjustment in accordance with the Share Unit Plan. The vested SUs

may be settled through the issuance of Common Shares from treasury, by the delivery of Common Shares purchased in the open market, in cash or in any combination of the foregoing (at the discretion of the Company). The SUs may be settled on the payout date, which shall be determined by the Compensation Committee at the time of the grant and which in any event shall be no later than the expiry date for such SUs. The expiry date of SUs will be determined by the Compensation Committee at the time of grant. All unvested or expired SUs are available for future grants.

Maximum Number of Common Shares Issuable

The maximum number of Common Shares which may be reserved, set aside and made available for issuance under the Share Unit Plan shall not exceed 1,700,000 Common Shares, or such greater number of Common Shares as shall have been approved by the Board and the Shareholders, if applicable. Additionally, the number of Common Shares issuable under the Share Unit Plan in combination with the aggregate number of Common Shares which may be issuable under any and all of the Company's security based compensation arrangements in existence from time to time, including the Stock Option Plan, shall not exceed 10% of the total number of issued and outstanding Common Shares on a non-diluted basis, or such greater number of Common Shares as shall have been duly approved by the Board and the Shareholders, if applicable.

The Share Unit Plan provides for the following limits on grants within any one-year period:

- (a) the maximum number of Common Shares which may be issuable to any one participant under the Share Unit Plan and all of the Company's other security-based compensation arrangements in existence from time to time may not exceed 5% of the total number of issued and outstanding Common Shares;
- (b) the maximum number of Common Shares which may be issuable to insiders of the Company under the Share Unit Plan and all of the Company's other security-based compensation arrangements in existence from time to time may not exceed 10% of the total number of issued and outstanding Common Shares; and
- (c) the maximum number of Common Shares which may be issuable to any one eligible consultant under the Share Unit Plan and all of the Company's other security-based compensation arrangements in existence from time to time may not exceed 2% of the total number of issued and outstanding Common Shares.

The Share Unit Plan also restricts the number of SUs granted to non-employee directors, in combination with all other equity awards granted to non-employee directors under any other security based compensation arrangement, to an annual equity award value (based on grant date fair value as determined by the Board) of \$150,000 per non-employee director, provided that the total value (based on grant date fair value as determined by the Board) of stock options issuable to any one non-employee director in any one year period shall not exceed \$100,000.

Cessation of Entitlement

Unless otherwise determined by the Company in accordance with the Share Unit Plan, SUs which have not vested on a participant's termination date shall terminate and be forfeited. If a participant who is an employee ceases to be an employee as a result of termination of employment without cause, in such case, at the Company's discretion (unless otherwise provided in the applicable grant agreement), all or a portion of such participant's SUs may be permitted to continue to vest,

in accordance with their terms, during any statutory or common law severance period or any period of reasonable notice required by law or as otherwise may be determined by the Company in its sole discretion. All forfeited SUs are available for future grants.

Transferability

SUs are not assignable or transferable other than by operation of law, except, if and on such terms as the Company may permit, to a spouse or minor children or grandchildren or a personal holding company or family trust controlled by a participant, the sole Shareholders or beneficiaries of which, as the case may be, are any combination of the participant, the participant's spouse, minor children or minor grandchildren, and after the participant's lifetime shall enure to the benefit of and be binding upon the participant's designated beneficiary, on such terms and conditions as are appropriate for such transfers.

Change of Control

The Share Unit Plan provides that outstanding awards will be accelerated in connection with a change in control only if an awardee's employment is terminated (other than for cause) or he or she resigns for good reason in connection with the change in control, in either case, within 12 months of the change of control. Further, the Share Unit Plan includes a provision whereby if any SUs are subject to performance-based vesting conditions, then the vesting of such SUs shall accelerate under the circumstances noted above only to the extent that such performance-based vesting conditions have been satisfied and further provided that if a performance-based vesting condition is, in the Board's discretion, capable of being partially performed, then vesting shall be accelerated on a pro rata basis to reflect the degree to which the vesting condition has been satisfied, as determined by the Board. Notwithstanding the foregoing nor the conditions as to vesting of SUs contained in any individual grant agreement, the vesting and payout of SUs held by a participant engaged in investor relations activities will not be accelerated without prior TSX-V approval.

Amendments to the Share Unit Plan

The Board may, without notice, at any time and from time to time, with the approval of the TSX-V and without Shareholder approval, amend the Share Unit Plan or any provisions thereof in such manner as the Board, in its sole discretion, determines appropriate including, without limitation:

- (a) for the purposes of making formal minor or technical modifications to any of the provisions of the Share Unit Plan;
- (b) to correct any ambiguity, defective provision, error or omission in the provisions of the Share Unit Plan;
- (c) to change the vesting provisions of SUs;
- (d) to change the termination provisions of SUs or the Share Unit Plan that does not entail an extension beyond the original expiry date of the SU;
- (e) to preserve the intended tax treatment of the benefits provided by the Share Unit Plan, as contemplated therein; or
- (f) any amendments necessary or advisable because of any change in applicable laws;

provided, however, that:

- (g) no such amendment of the Share Unit Plan may be made without the consent of each affected participant if such amendment would adversely affect the rights of such affected participant(s) under the Share Unit Plan; and
- (h) Shareholder approval shall be obtained in accordance with the requirements of the TSXV for any amendment that results in:
 - (i) an increase in the maximum number of Common Shares issuable pursuant to the Share Unit Plan other than as already contemplated in the Share Unit Plan;
 - (ii) an extension of the expiry date for SUs granted to insiders under the Share Unit Plan;
 - (iii) other types of compensation through Common Share issuance;
 - (iv) expansion of the rights of a participant to assign SUs beyond what is currently permitted in the Share Unit Plan;
 - (v) the addition of new categories of participants, other than as already contemplated in the Share Unit Plan;
 - (vi) an amendment to the number of SUs which may be granted to non-employee directors beyond what is currently permitted in the Share Unit Plan; or
 - (vii) an amendment to the amendment provisions of the Share Unit Plan.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding at the end of the most recently completed financial year end, June 30, 2023, for each NEO.

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options ⁽¹⁾	Number of Shares of Units of Shares that have not Vested	Market or Payout Value of Share-Based Awards that have not Vested (\$) ⁽²⁾	Market or Payout Value of Vested Share Based Awards not Paid Out or Distributed
Mark Smith, <i>Chief Executive Officer and Chairman</i>	125,000	0.24	June 7, 2027	Nil	N/A	N/A	N/A
	125,000	0.20	December 1, 2026	Nil	N/A	N/A	N/A
Toni Wendel, <i>Chief Financial Officer</i>	100,000	0.24	June 7, 2027	Nil	N/A	N/A	N/A
	75,000	0.20	December 1, 2026	Nil	N/A	N/A	N/A
	50,000	0.15	October 30, 2025	Nil	N/A	N/A	N/A
Mark Wolma <i>President, IBC Copper Alloys</i>	200,000	0.24	June 7, 2027	Nil	N/A	N/A	N/A
	100,000	0.20	December 1, 2026	Nil	N/A	N/A	N/A
	100,000	0.15	October 30, 2025	Nil	N/A	N/A	N/A
Mark Doelling, <i>President, IBC Engineered Materials</i>	100,000	0.24	June 7, 2027	Nil	N/A	N/A	N/A
	125,000	0.20	December 1, 2026	Nil	N/A	N/A	N/A
Ben Rampulla, <i>Chief Technology Officer and Former President, IBC Engineered Materials</i>	100,000	0.24	June 7, 2027	Nil	N/A	N/A	N/A
	100,000	0.20	December 1, 2026	Nil	N/A	N/A	N/A
	100,000	0.15	October 30, 2025	Nil	N/A	N/A	N/A

(1) The value of "in-the-money options" is calculated based on the difference between the market value of the Common Shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The last trading price of the Common Shares on the TSX-V as of June 30, 2023 was \$0.06 per share.

(2) The Company has not granted any share-based awards.

Incentive Plan Awards – Value Vested or Earned During the Year

During the financial year ended June 30, 2023, none of the NEOs exercised their stock options other than Mark Smith. The following table summarizes, for each NEO, the value (determined as the difference between the market price of the underlying securities on the vesting date and the exercise price) of options vested during the year ended June 30, 2023.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Mark Smith	Nil	Nil	Nil
Toni Wendel	Nil	Nil	Nil
Mark Wolma	Nil	Nil	Nil
Mark Doelling	Nil	Nil	Nil
Ben Rampulla	Nil	Nil	Nil

⁽¹⁾ The Company has not granted any share-based awards.

On July 12, 2022, Mark Smith exercised 500,000 options at an exercise price of \$0.15. The weighted average closing price on the date of exercise was \$0.19, and as such, a value of \$20,000 has been ascribed.

On July 26, 2022, Mark Smith exercised 62,500 options at an exercise price of \$0.24 and 62,500 options at an exercise price of \$0.20. The weighted average closing price on the exercise date was \$0.20. The exercises were at a price at or above the market price of the Common Shares on the date exercised and, as such, a value of \$nil has been ascribed.

On June 15, 2023, Mark Smith exercised 62,500 options at an exercise price of \$0.24, 500,000 options at an exercise price of \$0.15, and 62,500 options at an exercise price of \$0.20. The weighted average closing price on the exercise date was \$0.07. The exercises were at a price above the market price of the Common Shares on the date exercised and, as such, a value of \$nil has been ascribed.

Plan-Based Awards

The significant terms of the of the Stock Option Plan are described under “*Particulars of Matters to be Acted Upon – Re-approval of Incentive Stock Option Plan*”.

Pension Plan Benefits

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

Termination of Employment, Change in Responsibilities and Employment Contracts

As of June 30, 2023, the Company had employment agreements in place with Mark Smith, Toni Wendel, Mark Doelling, Ben Rampulla and Mark Wolma which provide for certain termination and change of control benefits and are summarized below:

Mark Smith

Mr. Smith's employment contract can be terminated without cause with twelve months written notice. If the Company terminates Mr. Smith's employee agreement as a result of a change of control, he is entitled to termination pay of an amount equal to the total of monthly base salary multiplied by 24 months.

Toni Wendel

Mrs. Wendel's employment contract can be terminated without cause with twelve months written notice. If the Company terminates Mrs. Wendel's employee agreement as a result of a change of control, she is entitled to termination pay of an amount equal to the total of monthly base salary multiplied by 24 months.

Mark Doelling

Mr. Doelling's employment contract can be terminated without cause with twelve months written notice. If the Company terminates Mr. Doelling's employment agreement as a result of a change of control, he is entitled to termination pay of an amount equal to the total of monthly base salary multiplied by 24 months.

Ben Rampulla

Mr. Rampulla's employment contract can be terminated without cause with twelve months written notice. If the Company terminates Mr. Rampulla's employee agreement as a result of a change of control, he is entitled to termination pay of an amount equal to the total of monthly base salary multiplied by 24 months.

Mark Wolma

Mr. Wolma's employment contract can be terminated without cause with three months written notice. If the Company terminates Mr. Wolma's employee agreement as a result of a change of control, he is entitled to termination pay of an amount equal to the total of monthly base salary multiplied by 24 months.

Other than as described above, the Company and its subsidiaries have no compensatory plans or arrangements whereby any Named Executive Officer may be compensated in the event of that Named Executive Officer's resignation, retirement or any other termination of employment, or in the event of a change of control of the Company or a change in Named Executive Officer's responsibilities following such a change of control.

DIRECTOR COMPENSATION

The Company currently has four directors, one of which is also an NEO, namely Mark Smith.

For financial years ended June 30, 2021, 2022 and 2023, total director compensation was US\$3,000 monthly (US\$36,000 annually) plus expenses that were incurred from time to time to physically attend a board meeting. No additional compensation was paid for committee chairs or separate committee assignments. Of the US\$3,000 monthly compensation, directors could elect to receive up to US\$500 in cash. The amount of the cash contribution up to the limit of US\$500 per month was at the sole discretion of the director and could be changed with 30 days written

notice to the CFO. The remaining portion of the compensation will be awarded as shares based on the closing price of IALF traded on the OTC on the last business day of the month. As this price is in US\$, no currency adjustment is necessary. Additionally, subject to the approval of the Compensation Committee, non-executive directors can be awarded up to 50,000 option shares at closing market price on the day prior to the award approval of the Board or higher as the Compensation Committee prescribes.

Director Compensation Table

The following table sets forth the value of all compensation provided to directors of the Company's most recently completed financial year ended June 30, 2023.

Name	Fees Earned (US\$)	Share-Based Awards (US\$)	Option Based Awards (US\$)	Non-Equity Incentive Plan Compensation (US\$)	Pension Value (US\$)	All Other Compensation (US\$)	Total Compensation (US\$)
Simon Anderson	12,600	23,400 ⁽²⁾	6,900	Nil	Nil	Nil	42,900
Geoff Hampson	12,600	23,400 ⁽²⁾	6,900	Nil	Nil	Nil	42,900
Mike Jarvis	12,600	23,400 ⁽²⁾	8,700	Nil	Nil	Nil	44,700

⁽¹⁾ For the compensation of Mark Smith, who is an NEO of the Company, and a director of the Company, see "Executive Compensation – Summary Compensation Table".

⁽²⁾ Of this amount, the Company will issue shares to each of Mr. Anderson, Mr. Hampson and Mr. Jarvis, as partial consideration for fees earned from July 2022 through June 2023.

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding at the end of the most recently completed financial year end, June 30, 2023, for each director.

Name	Option-based Awards				Share-based Awards	
	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽²⁾	Number of shares or units of shares that have not vested ⁽³⁾	Market or payout value of share-based awards that have not vested ⁽³⁾ (\$)
Simon Anderson	100,000	0.24	June 7, 2027	Nil	N/A	N/A
	100,000	0.20	December 1, 2026	Nil	N/A	N/A
	200,000	0.21	July 15, 2025	Nil	N/A	N/A
Geoff Hampson	100,000	0.24	June 7, 2027	Nil	N/A	N/A
	100,000	0.20	December 1, 2026	Nil	N/A	N/A
	200,000	0.21	July 15, 2025	Nil	N/A	N/A
Mike Jarvis	250,000	0.24	June 7, 2027	Nil	N/A	N/A
	100,000	0.20	December 1, 2026	Nil	N/A	N/A
	200,000	0.21	July 15, 2025	Nil	N/A	N/A

⁽¹⁾ For the outstanding option-based awards to Mark Smith, who is an NEO of the Company, see "Executive Compensation – Incentive Plan Awards – Outstanding Share-Based and Option-Based Awards".

- (2) “In-the-money options” is calculated based on the difference between the market value of the Common Shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The last trading price of the Common Shares on the TSX-V as of June 30, 2023 was \$0.06 per share.
- (3) The Company has not granted any share-based awards.

Incentive Plan Awards – Value Vested or Earned During the Year

During the financial year ended June 30, 2023, none of the directors exercised their stock options, as described above in the “*Executive Compensation*” section. The following table summarizes the value (determined as the difference between the market price of the underlying securities on the vesting date and the exercise price) of each incentive plan award vested or earned by each director during the financial year ended June 30, 2023.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation - Value Earned During the Year (\$)
Mike Jarvis	Nil	Nil	Nil
Geoff Hampson	Nil	Nil	Nil
Simon Anderson	Nil	Nil	Nil

(1) For the compensation of Mark Smith, who is a NEO of the Company, and a director of the Company, see “*Executive Compensation – Incentive Plan Awards – Value Vested or Earned During the Year*”.

(2) The Company has not granted any share-based awards.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has an incentive Stock Option Plan under which stock options are granted. Stock options have been determined by the Company’s directors and are only to be granted in compliance with applicable laws and regulatory policy. The policies of the TSX-V limit the granting of stock options to directors, officers, employees and consultants of the Company and provide limits on the length, number and exercise price of such options. The TSX-V also requires annual approval of option plans by shareholders.

The Company also has a Share Unit Plan under which SUs are granted. The Board intends to use SUs issued under the Share Unit Plan, as well as the stock options issued under the Stock Option Plan as part of the Company’s overall executive compensation plan.

The following table sets out (a) the number of securities issued under the Stock Option Plan and Share Unit Plan, (b) the weighted-average exercise price of outstanding options, warrants and rights, and (c) the number securities available for issuance under the Stock Option Plan and Share Unit Plan as at June 30, 2023.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	5,111,750 ⁽¹⁾	\$0.22	4,221,951 ⁽²⁾
Equity compensation plans not approved by securityholders	-	-	-
Total	5,111,750	\$0.22	4,221,951

(1) This number consists of 5,111,750 options at exercise prices of between \$0.15 and \$0.31 per share as at June 30, 2023. There are currently no SUs issued and outstanding.

(2) Calculated as 10% of the issued and outstanding Common Shares of the Company less the outstanding stock options and SUs under the Stock Option Plan and Share Unit Plan, respectively, as at June 30, 2023. At June 30, 2023, 102,581,968 Common Shares were issued and outstanding.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and executive officers of the Company or any of its subsidiaries, proposed nominees for election or associates of such persons is or has been indebted to the Company (other than routine indebtedness) at any time for any reason whatsoever, including for the purchase of securities of the Company or any subsidiary.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, “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 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 voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Except as disclosed under this heading, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company’s last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or its subsidiary.

On June 19, 2023, the Company entered into a non-revolving credit facility agreement (the “**Credit Facility Agreement**”) with Mark Smith, Chairman and Chief Executive Officer of the Company, pursuant to which Mark Smith provided short-term financing to the Company by way of a loan of up to US\$1,400,000, secured by a general security agreement. Interest on the Credit Facility Agreement accrues at a rate of 10.0% per annum, compounded monthly in arrears and originally

payable on August 31, 2023. On October 4, 2023, the Company entered into an amendment with Mark Smith to extend the maturity date until December 31, 2024.

On June 19, 2023, the Company also entered into an amendment with Mr. Smith to extend the maturity date on an existing non-revolving credit facility agreement until December 31, 2024 (the “**Existing Credit Facility Agreement**”). The Existing Credit Facility Agreement was originally entered into on August 19, 2022, pursuant to which Mark Smith provided a loan of up to US\$1,200,000, secured by a general security agreement. Interest on the Existing Credit Facility Agreement accrues at a rate of 10.0% per annum, compounded monthly in arrears. The original maturity date of the Existing Credit Facility Agreement was February 19, 2023.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. National Policy 58-201 – *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company’s management through frequent communication with the Board.

As of the date of this Information Circular, the following persons are the directors of the Company⁽¹⁾:

Simon Anderson	“Independent”
Geoff Hampson	“Independent”
Mike Jarvis	“Independent”
Mark Smith ⁽²⁾	“Not independent”

(1) The Company considers a member of the Board as “not independent” if he or she has a direct or indirect “material relationship” with the Company as set out in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

(2) On July 8, 2020, Mark Smith was named as Chief Executive Officer of the Company

Directorships

Certain of the directors, or nominee for director, are also directors of other reporting issuers, as follows:

Director Name	Name of Other Reporting Issuer(s)
Simon Anderson	Anibesa Energy Metals Corp. Sinovac Biotech Ltd. Simba Gold Corp.

Director Name	Name of Other Reporting Issuer(s)
Geoff Hampson	Soma Gold Corp. Navigator Acquisition Corp.
Mark Smith	NioCorp Developments Ltd.

Orientation and Continuous Education

The Company does not currently have a formal orientation program for new Board members, nor does it provide continuing education for its directors. The Board is currently composed of four directors, who are each experienced business persons. All directors have previous experience with public companies. As a result, and due to the small size of the Board, the Company does not anticipate implementing orientation or continuing education programs at this time.

Ethical Business Conduct

The Board has adopted a code of business conduct and ethics which has been distributed to its directors, officers, employees and consultants. A copy of the code is available from the Company on written request.

Nomination of Directors

The Company does not currently have any formalized processes for identifying new candidates for Board nomination. New candidates are proposed by the Board as a whole. The Board does not have a nominating committee.

Assessments

The Company has no formalized assessment procedures to satisfy itself that its directors, Board committee members and the Board as a whole are performing effectively.

Compensation

Compensation for the NEOs has been disclosed above. Cash compensation paid to directors of the Company for the director's services as director during the fiscal year ended June 30, 2023 is disclosed in the director's compensation table above.

Compensation Committee Charter

The Board has adopted a Compensation Committee Charter which sets out the process of determining compensation for the Company's directors and executive officers. The text of the Compensation Committee Charter is included as Schedule "B" of the Company's information circular dated November 14, 2011 for a previous annual general meeting of Shareholders. This circular was filed on SEDAR on November 18, 2011 and is available on the SEDAR+ website at www.sedarplus.ca. Upon request, the Company will also promptly provide a copy of the Compensation Committee Charter free of charge to Shareholders.

The following are the members of the Compensation Committee:

Simon Anderson

Mike Jarvis
Geoff Hampson

Please also see “*Executive Compensation – Compensation Discussion and Analysis*” above for further details.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following. Upon request, the Company will also promptly provide a copy of its audit committee charter free of charge to Shareholders.

Audit Committee Charter

The Board has adopted an audit committee charter. The text of the audit committee charter is included as Schedule “C” of the Company’s information circular dated November 14, 2011 for a previous annual general meeting of Shareholders. This circular was filed on SEDAR on November 18, 2011 and is available on the SEDAR+ website at www.sedarplus.ca. Upon request, the Company will also promptly provide a copy of the audit committee charter free of charge to Shareholders.

Composition of the Audit Committee

The following are the members of the Audit Committee:

	Independent	Financially Literate
Simon Anderson	yes	yes
Geoff Hampson	yes	yes
Mark Smith	no	yes

Relevant Education and Experience

Mr. Anderson is a CPA, CA with over 35 years of experience and has worked as an officer or director of public companies on the TSX Venture Exchange, Toronto Stock Exchange, and NASDAQ for over 20 years. He has extensive experience in financing, mergers and acquisitions, corporate governance and securities regulation practices, and he worked for nine years in business valuation with BDO Canada LLP. Mr. Anderson received his Bachelor of Commerce in Accounting and Management Information Systems from the University of British Columbia.

Mr. Hampson has founded and financed numerous successful private and public companies since 1978 and is a seasoned entrepreneur and senior executive with 42 years of experience in special materials, technology, start-ups, mining and turnaround situations. He has engaged in industry consolidations, been involved in over 20 M&A transactions, negotiated over ten international joint ventures, which allowed him to cultivate his international experience, and he has built countless relationships around the world. Mr. Hampson is currently the chairman and CEO of Fibrox Technology Ltd.; Executive chairman of Soma Gold Corp; CEO and chairman of Infracon Capital Corp., Infracon Construction Inc., Hampson Equities Ltd., Marine Aggregate Supply Corp., Hampson Walsh Petroleum LLC, and Lake Forest Developments Inc. Mr. Hampson was the founding CEO of Peer 1 Network, Inc. and chairman of Techvibes Media Inc., the founder and

CEO of Corelink Data Centers LLC, the CEO of Live Current Media, Inc. and the president and CEO of Novocon International Inc.

Mr. Smith has over 40 years of experience in operating, developing and financing mining and strategic materials projects in the Americas and abroad. Mr. Smith is currently president, CEO and executive chairman of NioCorp Developments Ltd. and is the former president, CEO and director of Largo Resources. He is well recognized in the mining community, having recently served as president, CEO and director of MolyCorp, Inc., where he was instrumentally involved in taking the company public. Prior to that, Mr. Smith was the president and CEO of Chevron Mining Inc., vice president for Unocal Corporation where he managed its real estate, remediation, mining and carbon divisions for over 22 years and served as a director and shareholder representative of Companhia Brasileira de Metalurgia e Mineração, a private company that currently produces approximately 85% of the world supply of niobium.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in Section 2(g) of the audit committee charter.

External Auditor 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, in US dollars, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
June 30, 2023	\$260,000	\$Nil	\$10,000	\$Nil
June 30, 2022	\$160,000	\$11,000	US\$66,000	US\$2,000

APPOINTMENT AND REMUNERATION OF AUDITOR

Unless directed otherwise by a proxyholder, or such authority is withheld, the Designated Person, if named as proxy, intends to vote the Common Shares represented by any such proxy in favour of a resolution appointing Crowe MacKay LLP, as auditor of the Company for the next ensuing year, to hold office until the close of the next annual general meeting of Shareholders or until the firm of Crowe MacKay LLP is removed from office or resigns as provided by the Company's by-laws, and the resolution authorizing the Board to fix the compensation of the auditor. Effective

May 23, 2019, the Company appointed Crowe MacKay LLP as auditor of the Company in the place of BDO USA, LLP.

MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the senior officers and directors of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Re-approval of Incentive Stock Option Plan

In accordance with the TSX-V's policies, the Board approved a rolling stock option plan, the Company's amended and restated Stock Option Plan, on October 31, 2022. The Stock Option Plan authorizes the Board to issue options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Company.

Under the Stock Option Plan: (i) the aggregate number of Common Shares issuable upon exercise of options granted thereunder may not exceed 10% of the total number of outstanding Common Shares at the time the options are granted, (ii) the aggregate number of Common Shares issuable upon the exercise of the options granted thereunder to any one individual may not exceed 5% of the total number of outstanding Common Shares of the Company, and (iii) the aggregate number of Common Shares issuable upon the exercise of the options granted thereunder to Insiders (as defined in the Stock Option Plan) in any 12-month period may not exceed 10% of the total number of outstanding Common Shares of the Company. Options issued pursuant to the Stock Option Plan must have an exercise price not less than that from time to time permitted by the stock exchange on which the Common Shares are then listed. The period during which an option may be exercised shall be determined by the Board at the time the option is granted, subject to any vesting limitations which may be imposed by the Board at the time such option is granted, provided no option shall be exercisable for a period exceeding ten years from the date the option is granted.

The options granted under the Stock Option Plan expire on the earlier of the date of the expiration of the option period noted above and in the case of optionees who are directors or officers must expire within a reasonable period not exceeding one year after the date of a holder ceases to hold the position or positions of director or officer of the Company, and in the case of optionees who are employees or consultants must expire within 90 days after the date of a holder ceases to hold the position or positions of employee or consultant of the Company and within 30 days for any Investor Relations Service Provider (as defined in the Stock Option Plan). In the event of the death or permanent disability of a holder, any option previously granted to him shall be exercisable until the end of the option period noted above or until the expiration of 12 months after the date of death or permanent disability of such option holder, whichever is earlier.

In the event of a sale by the Company of all or substantially all of its assets or in the event of a change in control of the Company, each holder shall be entitled to exercise, in whole or in part, the options granted to such holder, either during the term of the option or within 90 days after the date of the sale or change of control, whichever occurs first. In addition to the terms of the Stock Option Plan mentioned above, the policies of the TSX-V require approval be approved by the affirmative vote of a majority of the votes cast at the Meeting, other than the votes attaching to the Common Shares beneficially owned by the insiders of the Company to whom the options may

be granted pursuant to the Stock Option Plan, or their associates to the Company if the Company is proposing any of the following:

- (a) decreasing the exercise price or extending the term of stock options previously granted to insiders;
- (b) issuing to insiders, upon the exercise of stock options, within a one year period, shares exceeding 10% of the outstanding listed shares;
- (c) issuing to insiders, upon the exercise of stock options, at any point in time, shares exceeding 10% of the outstanding listed shares; and
- (d) issuing to any one insider and such insider's associates, upon the exercise of stock options, within a one year period, shares exceeding 5% of the outstanding listed shares.

The Company requires disinterested shareholder approval for the actions mentioned above; otherwise, a majority of shareholders suffices to renew the Stock Option Plan.

As at the date of this Information Circular, there were options outstanding under the Stock Option Plan to acquire 4,377,500 Common Shares, representing approximately 4.1% of the Company's current issued and outstanding shares.

A copy of the Stock Option Plan is attached to this Information Circular as "Schedule A" and will be available for Shareholders to review at the Meeting, if requested.

The policies of the TSX-V require that rolling plans be approved by shareholders on a yearly basis. Accordingly, Shareholders are being asked to pass an ordinary resolution to ratify and confirm the Stock Option Plan as adopted by the Board which permits the issuance of up to 10% of the issued and outstanding Common Shares of the Company from time to time. To be effective, the resolution must be passed by a simple majority of the votes cast thereon by Shareholders present in person or by proxy at the Meeting. If the resolution to approve the Stock Option Plan is not approved by Shareholders of the Company, then, after the Meeting, options will continue to exist unchanged, however, the Board will neither be able to grant new options, nor will they be able to re-allocate outstanding options that expire unexercised.

Shareholder Approval

Accordingly, the Shareholders of the Company will be asked at the Meeting to pass an ordinary resolution, the text of which will be in substantially the form as follows:

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Company's amended and restated Stock Option Plan, approved by the directors on October 31, 2022 is re-approved, including the reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued and outstanding common shares of the Company;
2. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the amended and restated Stock Option Plan; and

3. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution.”

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies for the ordinary resolution to ratify and approve the Stock Option Plans.

Recommendation of the Board

The directors have reviewed and considered all facts respecting the foregoing matters that they have considered to be relevant to Shareholders. It is the unanimous recommendation of the Company’s directors that Shareholders vote for passage of the foregoing resolutions.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company’s profile on SEDAR+ at www.sedarplus.ca. Financial information relating of IBC Advanced Alloys Corp. is provided in the Company’s comparative financial statements and related management discussion and analysis for the financial year ended June 30, 2023. Shareholders may contact the Company to request copies of the financial statements and related management discussion and analysis at the following address:

IBC ADVANCED ALLOYS CORP.
401 Arvin Road
Franklin, IN 46131-1549
Telephone: (317) 738-2558

BOARD APPROVAL

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder of the Company entitled thereto, to Crowe MacKay LLP, as auditor, and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Franklin, Indiana, on November 15, 2023.

BY ORDER OF THE BOARD

IBC ADVANCED ALLOYS CORP.

“Mark Smith”

Mark Smith
Chairman

**SCHEDULE A
IBC ADVANCED ALLOYS CORP.
AMENDED AND RESTATED STOCK OPTION PLAN**

See attached.

**IBC ADVANCED ALLOYS CORP.
AMENDED AND RESTATED STOCK OPTION PLAN
2022**

1. PURPOSE

The purpose of the Stock Option Plan (the “**Plan**”) of **IBC ADVANCED ALLOYS CORP.**, a body corporate incorporated under the Business Corporations Act (British Columbia) (the “**Company**”), is to advance the interests of the Company by encouraging the directors, officers, employees, consultants and management company employees of the Company to acquire shares in the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of their affairs.

2. ADMINISTRATION AND GRANTING OF OPTIONS

The Plan shall be administered by the board of directors of the Company or, if appointed, by a special committee of directors appointed from time to time by the board of directors of the Company, subject to approval by the board of directors of the Company (such committee or, if no such committee is appointed, the board of directors of the Company, is hereinafter referred to as the “**Committee**”) pursuant to rules of procedure fixed by the board of directors.

The Committee may from time to time designate directors, officers, employees, consultants or management company employees of the Company (the “**Participants**”) to whom Options to purchase common shares of the Company may be granted and the number of common shares to be optioned to each, provided that the total number of common shares to be optioned shall not exceed the number provided in Clauses 3 and 4 hereof. Options will only be granted to Participants as employees, consultants or management company employees who are bona fide employees, consultants or management company employees.

3. SHARES SUBJECT TO PLAN

Subject to adjustment as provided in Clause 13 hereof, the shares to be offered under the Plan shall consist of shares of the Company’s authorized but unissued common shares. The aggregate number of shares to be delivered upon the exercise of all Options granted under the Plan shall not exceed the maximum number of shares permitted under the rules of any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum number of shares is presently determined from time to time as being equal to 10% of the issued shares of the Company at the time of any granting of Options (on a non-diluted basis). If any Option granted hereunder shall expire or terminate for any reason without having been exercised in full, the unpurchased shares subject thereto shall again be available for the purpose of this Plan.

4. NUMBER OF OPTIONED SHARES

The number of shares subject to an Option to a Participant, other than a Consultant (as defined in the policies of the TSX Venture Exchange) and Investor Relations Service Providers (as defined in the policies of TSX Venture Exchange) shall be determined by the Committee, but no Participant, where the Company is listed on any stock exchange, shall be granted an Option which exceeds the maximum number of shares permitted under any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum

number of shares is presently an amount equal to 5% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

The maximum number of shares subject to an Option to a Participant who is a Consultant is presently limited to an amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

The maximum number of shares subject to an Option to all Investor Relations Service Providers is presently limited to an aggregate amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

Notwithstanding the foregoing, the maximum number of shares granted pursuant to this Plan, together with all other security based compensation plans of the Company, to Insiders (as defined in the policies of the TSX Venture Exchange), as a group, shall not exceed an aggregate amount equal to 10% of the then issued and outstanding shares of the Company in any 12 month period (unless the Company has obtained the requisite disinterested shareholder approval pursuant to Clause 17).

Notwithstanding the foregoing, the maximum number of shares granted pursuant to this Plan, together with all other security based compensation plans of the Company, to Insiders, as a group, shall not exceed an aggregate amount equal to 10% of the then issued and outstanding shares of the Company at any point in time (unless the Company has obtained the requisite disinterested shareholder approval pursuant to Clause 17).

5. VESTING

The Committee may, in its sole discretion, determine the time during which Options shall vest and the method of vesting or that no vesting restriction shall exist.

Options granted to Investor Relations Service Providers shall vest in stages over a period of not less than 12 months such that:

- (a) no more than 1/4 of the Options vest no sooner than three months after the Options were granted;
- (b) no more than another 1/4 of the Options vest no sooner than six months after the Options were granted;
- (c) no more than another 1/4 of the Options vest no sooner than nine months after the Options were granted; and
- (d) the remainder of the Options vest no sooner than 12 months after the Options were granted.

6. MAINTENANCE OF SUFFICIENT CAPITAL

The Company shall at times during the term of the Plan reserve and keep available such numbers of shares as will be sufficient to satisfy the requirements of the Plan.

7. PARTICIPATION

The Committee shall determine to whom Options shall be granted, the terms and provisions of the respective Option agreements, the time or times at which such Options shall be granted and the number of shares to be subject to each Option. An individual who has been granted an Option may, if he is otherwise eligible, and if permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, be granted an additional Option or Options if the Committee shall so determine.

8. EXERCISE PRICE

The exercise price of the shares covered by each Option shall be determined by the Committee. The exercise price shall not be less than the price permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction.

9. DURATION OF OPTION

Each Option and all rights thereunder shall be expressed to expire on the date set out in the Option agreements and shall be subject to earlier termination as provided in Clauses 11 and 12.

10. OPTION PERIOD, CONSIDERATION AND PAYMENT

- (a) The Option Period shall be a period of time fixed by the Committee, not to exceed the maximum period permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum period is presently ten years from the date the Option is granted, provided that the Option Period shall be reduced with respect to any Option as provided in Clauses 11 and 12 covering cessation as a director, officer, employee or consultant of the Company or death of the Participant.
- (b) Except as set forth in Clauses 11 and 12, no Option may be exercised unless the Participant is, at the time of such exercise, a director, officer, employee or consultant of the Company.
- (c) The exercise of any Option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such shares with respect to which the Option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any shares subject to an Option under this Plan unless and until the certificates for such shares are issued to such persons under the terms of the Plan.
- (d) If the expiry date of an Option occurs during or within five (5) trading days following a trading black-out period imposed by the Company, the expiry date of the Option will be automatically extended to the date that is ten (10) trading days following the end of such black-out period (the "Extension Period"); provided that if an additional black-out period is subsequently imposed by the Company during the Extension Period, then such Extension Period will be deemed to commence following the end of such additional black-out period to enable the exercise of such Options within ten (10) trading days following the end of the last imposed black-out period.

11. CEASING TO BE A DIRECTOR, OFFICER, EMPLOYEE OR CONSULTANT

If a Participant shall cease to be a director or an officer, employee or consultant, as the case may be, of the Company for any reason (other than death), he may, for a reasonable period, not exceeding one year, from the date he ceases to be a director or an officer, exercise his Option to the extent he was entitled to exercise it at the date of such cessation. If a Participant shall cease to be an employee or consultant, as the case may be, of the Company for any reason (other than death), he may, for 90 days, from the date he ceases to be an employee or consultant, exercise his Option to the extent he was entitled to exercise it at the date of such cessation. In the case of an Investor Relations Service Provider, this period referenced herein shall be shortened to 30 days.

Nothing contained in the Plan, nor in any Option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate.

12. DEATH OF A PARTICIPANT

In the event of the death of a Participant, the Option previously granted to him shall be exercisable only within the 12 months next succeeding such death and then only:

- (a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that he was entitled to exercise the Option at the date of his death.

13. ADJUSTMENTS

Appropriate adjustments in the number of common shares optioned and in the Option price per share, as regards, Options granted or to be granted, shall be made to give effect to adjustments in the number of common shares of the Company resulting subsequent to the approval of the Plan by the Committee from subdivisions, consolidations or reclassification of the common shares of the Company, the payment of stock dividends by the Company or other relevant changes in the capital of the Company.

Any adjustment to Options granted or issued under the Plan, except in relation to a share consolidation or share split, is subject to the approval of the TSX Venture Exchange or any regulatory authority or stock exchange having jurisdiction over the securities of the Company.

14. TRANSFERABILITY

All benefits, rights and Options accruing to the Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of a Participant any benefits, rights and Options may only be exercised by the Participant.

15. AMENDMENT AND TERMINATION OF PLAN

The Committee may, at any time, suspend or terminate the Plan. The board of directors may, subject to such approvals as may be required under the rules of any stock exchange or which the common shares are then listed or other regulatory body having jurisdiction, also at any time

amend or revise the terms of the Plan, PROVIDED that no such amendment or revision shall alter the terms of any Options theretofore granted under the Plan.

16. NECESSARY APPROVALS

The ability of the Options to be exercised and the obligation of the Company to issue and deliver shares in accordance with the Plan is subject to any approvals which may be required from the shareholders of the Company, any regulatory authority or stock exchange having jurisdiction over the securities of the Company. If any shares cannot be issued to the Participant for whatever reason, the obligation of the Company to issue such shares shall terminate and any Option exercise price paid to the Company will be returned to the Participant.

17. DISINTERESTED SHAREHOLDER APPROVAL

The Company must obtain disinterested shareholder approval if:

- (a) the Stock Option Plan, together with all of the Company's previously established and outstanding Stock Option Plans or grants, could result at any time in:
 - (i) the number of shares reserved for issuance under stock options granted to Participants who are Insiders exceeding 10% of the issued shares;
 - (ii) the grant to Participants who are Insiders, as a group, within a 12-month period, of a number of options exceeding 10% of the issued shares;
 - (iii) the grant to Participants who are Insiders, as a group, at any point time, of a number of options exceeding 10% of the issued shares; or
 - (iv) the issuance to any one Optionee, within a 12-month period, of a number of shares exceeding 5% of the issued shares; or
- (b) the Company is decreasing the exercise price or extending the term of stock options previously granted to Participants who are Insiders.

18. EXCHANGE HOLD PERIOD AND RESALE RESTRICTIONS

- (a) If the Exchange Hold Period is applicable, the certificate representing the Options and any certificate representing shares issued upon the exercise of such Options (if exercised prior to the expiry of the Exchange Hold Period) will bear the following Exchange Hold Period legend:

"Without prior written approval of TSX Venture Exchange and compliance with all applicable securities legislation, the securities represented by this certificate may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until [*insert date that is four months and a day after the distribution date*]."

- (b) For the purposes of this Section 18:
 - (i) "**Exchange Hold Period**" means a four month resale restriction period imposed by the TSX Venture Exchange on:

- A. the shares issued upon the exercise of an Option held by an Insider; and
 - B. the Options granted under this Plan with an exercise price that is less than the applicable Market Price;
- (ii) “**Insider**” means (i) a director or senior officer of the Company, (ii) a director or senior officer of a company that is an Insider or subsidiary of the Company, (iii) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or (iv) the Company itself if it holds any of its own securities; and
- (iii) “**Market Price**” has the meaning ascribed to such term in the TSX Venture Exchange Corporate Finance Policies.

19. PRIOR PLANS

The Plan shall entirely replace and supersede any prior share option plans, if any, enacted by the board of directors of the Company or its predecessor corporations.

20. APPROVAL OF PLAN

The Plan is subject to annual approval from the shareholders and the TSX Venture Exchange.

