

# **AZTEC MINERALS CORP.**

Suite 1130 – 609 Granville Street  
Vancouver, British Columbia V7Y 1G5

## **INFORMATION CIRCULAR**

(containing information as at May 17, 2019 unless otherwise noted)

### **PERSONS MAKING THE SOLICITATION**

**This Information Circular is furnished in connection with the solicitation of proxies being made by the management of Aztec Minerals Corp. (the “Corporation”) for use at the Annual and Special Meeting of the Corporation’s shareholders (the “Meeting”) to be held on Tuesday, June 25, 2019 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.** While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation. All costs of this solicitation will be borne by the Corporation.

### **APPOINTMENT AND REVOCATION OF PROXIES**

The individuals named in the accompanying form of proxy are directors or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER’S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.**

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder’s attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer of or an attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc., of 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 by mail, fax or by following the procedure for internet or telephone voting provided in the accompanying form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time that the Meeting, or any adjournment(s) or postponement(s) thereof.

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Corporation, at Suite 910 – 800 West Pender Street, Vancouver, British Columbia, V6C 2V6, at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof, or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

## ADVICE TO BENEFICIAL SHAREHOLDERS

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shareholders who do not hold their common shares of the Corporation (the “Shares”) in their own name (referred to herein as “Beneficial Shareholders”) are advised that only proxies from shareholders of record can be recognized and voted at the Meeting.** Beneficial Shareholders who complete and return an instrument of proxy must indicate thereon the person (usually a brokerage house) who holds their Shares as a registered shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The instrument of proxy supplied to Beneficial Shareholders is often identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder.

If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in such shareholder’s name on the records of the Corporation. Such Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee and custodian for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Shares for their clients. The directors and officers of the Corporation do not know for whose benefit the Shares registered in the name of CDS & Co. are held.

In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Information Circular and the proxy to the clearing agencies and intermediaries for onward distribution to non-registered shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings unless the Beneficial Shareholders have waived their right to receive Meeting materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder. Should a non-registered shareholder receiving such a form wish to vote at the Meeting, the non-registered shareholder should strike out the names of the Management Proxyholders named in the form and insert the non-registered shareholder’s name in the blank space provided. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted.** All references to shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

The Corporation will not pay for intermediaries to deliver the Notice of Meeting, Information Circular and voting instruction form to objecting Beneficial Shareholders, and objecting Beneficial Shareholders will not receive the Meeting materials unless their intermediary assumes the cost of the delivery.

## EXERCISE OF DISCRETION

If the instructions in a proxy are certain, the Shares represented thereby will be voted on any poll by the persons named in the proxy and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the Shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

**Where no choice has been specified by the shareholder, such Shares will, on a poll, be voted in accordance with management’s recommendations set out herein.**

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Corporation knows of no such amendment, variation or other matter which may be presented to the Meeting.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Corporation has 28,291,016 fully paid and non-assessable common shares without par value issued and outstanding, each share carrying the right to one vote.

Any shareholder of record at the close of business on May 17, 2019 who either personally attends the Meeting or who has completed and delivered a proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such shareholder's Shares voted at the Meeting.

The Articles of the Corporation provide that a quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued Shares entitled to be voted at the Meeting.

To the best of the knowledge of the directors and executive officers of the Corporation, no persons, beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Corporation.

## ELECTION OF DIRECTORS

The Board of Directors (the "Board") of the Corporation presently consists of five (5) directors and it is intended to determine the number of directors at five (5) and to elect five (5) directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next Annual General Meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Corporation or within the provisions of the *Business Corporations Act* (British Columbia).

The following table sets out the names of the proposed nominees for election as directors, the province or state and country in which each is ordinarily resident, all offices of the Corporation now held by each of them, if any, their principal occupations or employments during the past five years if such nominee is not presently an elected director, the period of time each has been a director of the Corporation, and the number of Shares beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Province or State, Country of Residence, Position(s) with Corporation <sup>(1)</sup>	Principal Occupation and, if not at Present an Elected Director, Employment for Last Five Years <sup>(1)</sup>	Date(s) Served as a Director	Common Shares Held <sup>(1)</sup>
<b>Bradford Cooke</b> <sup>(3)(5)</sup> British Columbia, Canada Chairman and Director	Chairman of the Corporation; Chairman and Director of Canarc Resource Corp.; and Chief Executive Officer and Director of Endeavour Silver Corp.	July 6, 2007	1,884,083
<b>Patricio Varas</b> <sup>(2)(3)(4)(5)</sup> British Columbia, Canada Director	Director (since March 2017) and Chief Executive Officer (since April 2019) of Boreal Metals Corp.; Director of Western Potash Corp. from May 2008 to December 2016; Chief Executive Officer and President of Western Potash Corp. from September 2007 to December 2016	July 20, 2016	300,999

<b>Name, Province or State, Country of Residence, Position(s) with Corporation<sup>(1)</sup></b>	<b>Principal Occupation and, if not at Present an Elected Director, Employment for Last Five Years<sup>(1)</sup></b>	<b>Date(s) Served as a Director</b>	<b>Common Shares Held<sup>(1)</sup></b>
<b>Mark Rebagliati</b> <sup>(2)(4)(5)</sup> British Columbia, Canada Director	Executive Vice-President (Exploration) of Hunter Dickinson Inc. from October 2009 to December 2016; and President of Rebagliati Geological Consulting Ltd. from December 1982 to December 2016.	July 20, 2016	25,000
<b>James Schilling</b> <sup>(2)(4)</sup> Oregon, USA Director	Owner and Operator of West Coast Consulting from 1992 to 2015	November 21, 2016	804,666
<b>Stewart Lockwood</b> <sup>(3)</sup> British Columbia, Canada Director and Corporate Secretary	Lawyer with Bennett Jones LLP since 2018; Lawyer with McCullough O'Connor Irwin LLP (merged with Bennett Jones LLP in June 2018) from 2016 to 2018; and Partner with Vector Corporate Finance Lawyers from 2004 to 2016.	July 6, 2007	1,444,999

- (1) The information as to province or state and country of residence, principal occupation and number of Shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of management of the Corporation and has been furnished by the respective nominees.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Member of the Corporate Governance and Nominating Committee.
- (5) Member of the Technical Committee.

Shareholders can vote for all of the proposed nominees for directors of the Corporation, vote for some of the proposed nominees and withhold for others, or withhold from voting for all or any of the proposed nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Corporation.**

The Board does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying form of proxy intend to exercise discretionary authority to vote the Shares represented by proxy for the election of any other persons as directors.

No proposed director of the Corporation is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as set out below, no proposed director of the Corporation, or any personal holding company of the proposed directors:

- (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 or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 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 personal holding company of the proposed director.

No proposed director of the Corporation, or any personal holding company of the proposed directors, has been subject to:

- (a) 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
- (b) any other 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.

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

The Corporation has appointed a Compensation Committee comprised of three directors, a majority of whom are independent according to National Instrument 52-110 - *Audit Committees* ("NI 52-110"). The Corporation's Compensation Committee is comprised of Stewart Lockwood (Chair), Bradford Cooke and Patricio Varas. The principal duties and responsibilities of the Compensation Committee with respect to compensation are to make recommendations to the Board in respect of compensation policies and guidelines; management incentive and perquisite plans and any nonstandard remuneration plans; senior management, executive and officer compensation; and Board compensation matters.

##### *Base Salary*

Base salary is the principal component of executive compensation and the base salary for each executive officer is based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels for executives.

##### *Option-based Awards*

The Corporation believes that encouraging its officers and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Corporation's Stock Option Plan (the "Stock Option Plan"). Stock options will be granted to management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors.

The stock option component of compensation provided by the Corporation is intended to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation to acquire Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct

of its affairs. Grants under the Stock Option Plan are intended to provide long term awards linked directly to the market value performance of the Shares. The Board will review management's recommendations for the granting of stock options to management, directors, officers and other employees and consultants of the Corporation and its subsidiaries. Stock options are granted according to the specific level of responsibility of the particular executive. The number of outstanding stock options is also considered by the Board when determining the number of stock options to be granted in any particular year due to the limited number of stock options which are available for grant under the Stock Option Plan.

#### *Compensation Risk Assessment and Mitigation*

The Board has considered the implications of the risks associated with the Corporation's compensation policies and practices. The Board is responsible for setting and overseeing the Corporation's compensation policies and practices. The Board does not provide specific monitoring and oversight of compensation policies and practices, but does review, consider and adjust these matters annually. The Corporation does not use any specific practices to identify and mitigate compensation policies that could encourage a Named Executive Officer (as defined below) or individual at a principal business unit or division to take inappropriate or excessive risks. These matters are dealt with on a case-by-case basis. The Corporation currently believes that none of its policies encourage its Named Executive Officers to take such risks. The Corporation has not identified any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

There are no restrictions on Named Executive Officers or directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officers or directors. For the year ended December 31, 2018, no Named Executive Officer or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

#### **Named Executive Officers**

In this section, "Named Executive Officer" means (a) the Corporation's chief executive officer (the "CEO"), including an individual performing functions similar to a CEO, (b) the Corporation's chief financial officer (the "CFO"), including an individual performing functions similar to a CFO, (c) the most highly compensated executive officer of the Corporation, and its subsidiaries, 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, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a Named Executive Officer under (c) but for the fact that the individual was not an executive officer of the Corporation and was not acting in a similar capacity, at the end of that financial year.

During the Corporation's financial year ended December 31, 2018, the Corporation had the following two Named Executive Officers:

- (a) Joseph (Joey) Wilkins - appointed President and Chief Executive Officer of the Corporation effective August 30, 2016; and
- (b) Philip Yee - appointed Vice-President of Finance and Chief Financial Officer of the Corporation as of July 1, 2016.

The Corporation does not provide retirement or other benefits for any of its directors or officers and the Corporation does not have any plans, other than the Stock Option Plan, pursuant to which cash or non-cash compensation is paid or distributed to the Named Executive Officers.

Other than the Yee Agreement (as defined below), there are no arrangements for compensation with respect to the termination of Named Executive Officers, including in the event of a change of control.

**Director and Named Executive Officer Compensation, Excluding Compensation Securities**

**Table of Compensation Excluding Compensation Securities**

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to each Named Executive Officer and director of the Corporation during the financial years ended December 31, 2018 and 2017:

<b>Name and Position</b>	<b>Year</b>	<b>Salary, Consulting Fee, Retainer or Commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or Meeting Fees (\$)</b>	<b>Value of Perquisites (\$)</b>	<b>Value of all other Compensation (\$)<sup>(1)</sup></b>	<b>Total Compensation (\$)</b>
<b>Joseph (Joey) Wilkins</b> President and Chief Operating Officer	2018	\$259,217	Nil	Nil	Nil	Nil	\$259,217
	2017	\$267,426	Nil	Nil	Nil	Nil	\$267,426
<b>Philip Yee</b> Vice-President of Finance and Chief Financial Officer	2018	\$106,425	Nil	Nil	Nil	Nil	\$106,425
	2017	\$107,541	Nil	Nil	Nil	Nil	\$107,541
<b>Bradford J. Cooke</b> Director	2018	Nil	Nil	Nil	Nil	\$5,750	\$5,750
	2017	Nil	Nil	Nil	Nil	\$1,500	\$1,500
<b>Patricio Varas</b> Director	2018	Nil	Nil	Nil	Nil	\$6,750	\$6,750
	2017	Nil	Nil	Nil	Nil	\$1,875	\$1,875
<b>Mark Rebagliati</b> Director	2018	Nil	Nil	Nil	Nil	\$6,500	\$6,500
	2017	Nil	Nil	Nil	Nil	\$1,000	\$1,000
<b>James Schilling</b> Director	2018	Nil	Nil	Nil	Nil	\$2,00	\$2,000
	2017	Nil	Nil	Nil	Nil	\$875	\$875
<b>Stewart Lockwood</b> Director	2018	Nil	Nil	Nil	Nil	\$1,750	\$1,750
	2017	Nil	Nil	Nil	Nil	\$875	\$875

(1) The amounts in this category are annual fees given to the directors of the Corporation. See “*Director Compensation*” below for more information.

## Stock Options and Other Compensation Securities

### Table of Compensation Securities

The following table discloses all compensation securities granted or issued to each director and Named Executive Officer by the Corporation or one of its subsidiaries during the fiscal year ended December 31, 2018 for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying <sup>(1)</sup> Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
<b>Joseph (Joey) Wilkins<sup>(2)</sup></b> President and Chief Operating Officer	Nil	Nil	N/A	N/A	N/A	N/A	N/A
<b>Philip Yee<sup>(3)</sup></b> Vice-President of Finance and Chief Financial Officer	Nil	Nil	N/A	N/A	N/A	N/A	N/A
<b>Bradford J. Cooke<sup>(4)</sup></b> Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A
<b>Patricio Varas<sup>(5)</sup></b> Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A
<b>Mark Rebagliati<sup>(6)</sup></b> Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A
<b>James Schilling<sup>(7)</sup></b> Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A
<b>Stewart Lockwood<sup>(8)</sup></b> Director	Nil	Nil	N/A	N/A	N/A	N/A	N/A

(1) Each outstanding stock option of the Corporation entitles the holder thereof to acquire, upon exercise, one common share in the capital of the Corporation.

(2) As at December 31, 2018, Mr. Wilkins held 500,000 stock options of the Corporation entitling him to acquire, upon exercise, 500,000 common shares in the capital of the Corporation. 400,000 of these stock options were vested as at December 31, 2018.

(3) As at December 31, 2018, Mr. Yee held 350,000 stock options of the Corporation entitling him to acquire, upon exercise, 350,000 common shares in the capital of the Corporation. 280,000 of these stock options were vested as at December 31, 2018.

(4) As at December 31, 2018, Mr. Cooke held 500,000 stock options of the Corporation entitling him to acquire, upon exercise, 500,000 common shares in the capital of the Corporation. 400,000 of these stock options were vested as at December 31, 2018.

(5) As at December 31, 2018, Mr. Varas held 150,000 stock options of the Corporation entitling him to acquire, upon exercise, 150,000 common shares in the capital of the Corporation. 120,000 of these stock options were vested as at December 31, 2018.

(6) As at December 31, 2018, Mr. Rebagliati held 150,000 stock options of the Corporation entitling him to acquire, upon exercise, 150,000 common shares in the capital of the Corporation. 120,000 of these stock options were vested as at December 31, 2018.

(7) As at December 31, 2018, Mr. Schilling held 150,000 stock options of the Corporation entitling him to acquire, upon exercise, 150,000 common shares in the capital of the Corporation. 120,000 of these stock options were vested as at December 31, 2018.

(8) As at December 31, 2018, Mr. Lockwood held 150,000 stock options of the Corporation entitling him to acquire, upon exercise, 150,000 common shares in the capital of the Corporation. 120,000 of these stock options were vested as at December 31, 2018.

### Exercises of Compensation Securities by Named Executive Officers and Directors

No compensation securities were exercised by the directors and Named Executive Officers of the Corporation during the financial year ended December 31, 2018.



## **Stock Option Plans and Other Incentive Plans**

The Corporation has adopted a 10% rolling incentive stock option plan (the “Stock Option Plan”), in accordance with the policies of the TSX Venture Exchange (the “Exchange”), which provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non-transferable options (“Options”), which are exercisable for a period of up to ten years, to purchase up to 10% of the issued and outstanding Shares, except that prior to the Shares being listed for trading on the Exchange (or such other trading facility as the Shares may be listed on) the number of Shares which will be available for purchase pursuant to Options granted pursuant to the Stock Option Plan may exceed 10% of the number of Shares which are issued and outstanding on the particular date of grant of Options. In addition, the number of Shares reserved for issuance to any one person in a 12 month period shall not exceed 5% of the issued and outstanding Shares, the maximum number of Options which may be granted to any one consultant in a 12 month period will not exceed 2% of the issued and outstanding Shares and the maximum number of Options which may be granted to employees or consultants engaged in investor relations activities in a 12 month period will not exceed 2% of the issued and outstanding Shares and such Options granted to employees or consultants engaged in investor relations activities must vest in stages over 12 months with no more than 25% of the Options vesting in any three month period. The Board will determine the price per Common Share and the number of Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Options, subject to the rules of the Exchange, when such Options are granted. Options must be exercised within 30 days of termination of employment or cessation of the option holder’s position with the Corporation, subject to the expiry date of such Option and certain other provisions of the Stock Option Plan. The price per Common Share set by the Board, provided that the Shares are traded on an organized trading facility, shall not be less than the closing trading price of the Shares on the last day prior to the date on which such Option is granted, less the applicable discount permitted (if any) by such applicable exchange or market.

A copy of the Stock Option Plan is available upon request from the Corporation and will be available for review at the Meeting. See “*Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan*” for details on the annual ratification of the Plan.

### *Recent Significant Events that Affect Compensation*

There have been no significant events that have occurred during the financial year ended December 31, 2018 that have significantly affected compensation to a director or Named Executive Officer of the Corporation.

### *Recent Significant Changes to the Corporation’s Compensation Policies*

There have been no significant changes to the Corporation’s compensation policies during the financial year ended December 31, 2018 that could or will have an effect on director or Named Executive Officer compensation

## **Employment, Consulting and Management Agreements**

The Corporation is party to an employment agreement with Mr. Joseph (Joey) Wilkins, the President and Chief Executive Officer of the Corporation, (the “Wilkins Agreement”). Pursuant to the terms of the Wilkins Agreement, the Corporation will pay Mr. Wilkins annual remuneration of US\$200,000 (US\$16,667 per month) payable on a semi-monthly basis. Effective May 1, 2019, Mr. Wilkins’ annual remuneration was amended to be US\$100,000. Either party may terminate the Wilkins Agreement with 30-day advance written notice to the other party.

The Corporation is party to an employment agreement with Mr. Philip Yee, the Chief Financial Officer of the Corporation (the “Yee Agreement”). Pursuant to the terms of the Yee Agreement, effective January 1, 2017, Mr. Yee will devote 50% of his working time to the affairs of the Corporation, and the Corporation will pay Mr. Yee an annual remuneration of \$96,750 payable on a semi-monthly basis. Either party may terminate the Yee Agreement with 90-day advance written notice to the other party. The Yee Agreement provides that, upon termination without cause, Mr. Yee is entitled to receive approximately \$96,750 based on an amount equal to his estimated annual salary at the time of termination, plus the amount of the previous year’s annual bonus and any outstanding stock options will remain in good standing for 30 days. In the event of a resignation or termination within 6 months of a change in control, Mr. Yee is entitled to receive an amount equal to twice his estimated annual salary at the time of termination, plus the

amount which equals two times the amount of any annual bonus paid to Mr. Yee within the 12 month period prior to the time of termination. The Yee Agreement also contains non-competition and non-solicitation clauses effective during the term of employment.

### Pension Plan Benefits

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

### Termination and Change of Control Benefits

The Corporation has no compensatory plan, contract or arrangement in respect of compensation received or that may be received by the NEOs in the Corporation's most recently completed or current fiscal year to compensate such NEOs in the event of the termination of employment with the Corporation, a change of control of the Corporation or a change in responsibilities of NEOs following a change in control other than as disclosed for the executive compensation of Mr. Philip Yee pursuant to the Yee Agreement. See "Employment Agreements" above.

### Director Compensation

Commencing on July 24, 2017, directors of the Corporation are paid annual fees of \$1,000 for serving on the Board. Additionally, the lead director receives an annual fee of \$1,000, directors serving as the chair of any committee receive an annual fee of \$750 and directors serving on any committees, excluding the chair, receive an annual fee of \$500. Effective April 1, 2018, the Chairman of the Technical Committee was paid \$1,500 per quarter and other members of the Technical Committee were paid \$1,000 per quarter. During the fiscal year ended December 31, 2018, total fees paid were \$22,750.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### Equity Compensation Plan Information

The following table provides information regarding the number of securities authorized for issuance under the Stock Option Plan, as at the end of the Corporation's most recently completed financial year ended December 31, 2018:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> <b>(a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b> <b>(b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> <sup>(1)</sup> <b>(c)</b>
Equity compensation plans approved by securityholders	2,550,000	\$0.35	269,102
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
<b>Total</b>	<b>2,550,000</b>		<b>269,102</b>

(1) Based on the total number of common shares of the Corporation to be reserved and authorized for issuance as at December 31, 2018 pursuant to options granted under the Stock Option Plan being 10% of the issued and outstanding common shares from time to time.

See "Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans" for a summary of the Stock Option Plan.

## APPOINTMENT AND REMUNERATION OF AUDITOR

The persons named in the accompanying proxy intend to vote for the re-appointment of Smythe LLP, Chartered Professional Accountants, as auditor of the Corporation and to authorize the directors to fix their remuneration.

### AUDIT COMMITTEE

Pursuant to the provisions of Section 224 of the *Business Corporations Act* (British Columbia) and the policies of the Exchange, the Corporation is required to have an Audit Committee, which, at the present time, is comprised of Patricio Varas (Chair) (financially literate and an independent director), James Schilling (financially literate and an independent director), and Mark Rebagliati (financially literate and an independent director). James Schilling replaced Bradford Cooke on the Audit Committee effective June 29, 2018.

The Corporation must also, pursuant to the provisions of NI 52-110 have a written charter which sets out the duties and responsibilities of its audit committee.

#### The Audit Committee's Charter

The Corporation has a writing charter which sets out the duties and responsibilities of the Audit Committee. The text of the Audit Committee Charter is attached as Schedule "A" hereto.

#### Composition of the Audit Committee

The Audit Committee is composed of the following:

Patricio Varas (Chairman)	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
James Schilling	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Mark Rebagliati	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>

<sup>(1)</sup> A member of an audit committee is independent if, in addition to meeting other regulatory requirements, the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment pursuant to NI 52-110.

<sup>(2)</sup> An individual is financially literate if they have the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

As required by Policy 3.1 of the Exchange, the Audit Committee is comprised of at least three Directors, all of whom (being Messrs. Patricio Varas, James Schilling and Mark Rebagliati) are Independent members.

#### Relevant Education and Experience

Each member of the Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and provisions;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising individuals engaged in such activities; and

- (c) an understanding of internal controls and procedures for financial reporting.

*Patricio Varas* – Mr. Varas is a professional geologist with over 25 years’ experience in exploration, project development and corporate management. Mr. Varas has worked and collaborated with major, multinational and junior mining companies in exploration and development projects that span North and South America, Europe, Africa, Asia and Australia. Mr. Varas is a former Chief Executive Officer and a former director of Western Potash Corp. Currently he is the Executive Chairman, Chief Executive Officer, and a director of Boreal Metals Corp.

*James Schilling* – Mr. Schilling is currently an independent investor who brings over 30 years of experience in the Canadian and U.S. financial markets. Mr. Schilling held a Series 7 Securities License at a U.S. based brokerage firm for over 19 years (from 2004 to 2015), and is the founder of West Coast Consulting (from 1992 to 2015), and in both capacities has primarily focused on the natural resource industry. Mr. Schilling has held senior management positions in finance, business development, investor relations and strategic planning, and has served on the Board of Directors of public and private companies.

*Mark Rebagliati* – Mr. Rebagliati has a BSc in Geological Engineering. He has been directly involved in several significant mineral deposit discoveries and has managed worldwide exploration programs and quality control programs related to sampling and analyses for many exploration projects with the Hunter Dickenson group of companies.

#### **Audit Committee Oversight**

At no time since the commencement of the Corporation’s most recently completed financial year, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

#### **Reliance on Certain Exemptions**

At no time since January 1, 2018, the commencement of the Corporation’s most recently completed financial year ended December 31, 2018, has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

The Corporation is relying on the exemption in section 6.1 of NI 52-110, which exempts venture issuers, as defined in NI 52-110, from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

#### **Pre-Approval Policies and Procedures**

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

#### **External Auditor Service Fees (By Category)**

Set forth below are details of certain service fees paid to the Corporation’s external auditor in each of the last two fiscal years for audit services:

<b>Nature of Services</b>	<b>Fees Billed by the Auditor During the Period Ended December 31, 2018</b>	<b>Fees Billed by the Auditor During the Period Ended December 31, 2017</b>
Audit Fees <sup>(1)</sup>	\$22,000	\$25,000
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil

Nature of Services	Fees Billed by the Auditor During the Period Ended December 31, 2018	Fees Billed by the Auditor During the Period Ended December 31, 2017
All Other Fees <sup>(4)</sup>	\$3,000	\$3,000
<b>Total</b>	<b>\$25,000</b>	<b>\$28,000</b>

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

## CORPORATE GOVERNANCE

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 Corporation. In addition, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure, as it applies to the Corporation, is presented below.

### Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The independent members of the Board at present are Patricio Varas, James Schilling and Mark Rebagliati.

The non-independent members of the Board at present are Stewart Lockwood, the Corporate Secretary, and Bradford Cooke, the Chairman and former President.

The Board facilitates its independent supervision over management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

### Directorships

The following directors of the Corporation are also directors of other reporting issuers as set out below:

Name of Director	Name of Reporting Issuer
Bradford Cooke	Endeavour Silver Corp., Canarc Resource Corp. and Radius Gold Inc.
Patricio Varas	Boreal Metals Corp.

## **Orientation and Continuing Education**

The Board does not have a formal policy relating to the orientation of new directors and continuing education for directors. The appointment of a new director is a relatively infrequent event in the Corporation's affairs, and each situation is addressed on its merits on a case-by-case basis. The Corporation has a relatively restricted scope of operations, and most candidates for Board positions will likely have past experience in the mining industry; they will likely be familiar with the operations of a resource exploration company of the size and complexity of the Corporation. The Board, with the assistance of counsel, keeps itself apprised of changes in the duties and responsibilities of directors and deals with material changes of those duties and responsibilities as and when the circumstances warrant. The Board will implement an informal orientation program for new directors that suits their relative experiences. The Board will evaluate these positions, and if changes appear to be justified, formal policies will be developed and followed.

Board meetings are generally held at the Corporation's offices and, from time to time, are combined with presentations by the Corporation's management to give the directors additional insight into the Corporation's business. In addition, management of the Corporation makes itself available for discussion with the Board members.

## **Assessments**

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees.

## **Ethical Business Conduct**

The Board has adopted a code of ethics and business conduct (the "Code of Ethics and Business Conduct"), in addition to the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, to document the principles of conduct and ethics to be followed by all of the Corporation's employees, officers and directors. The objectives of the Code of Ethics and Business Conduct include providing guidelines for enhancing the Corporation's reputation for honesty, integrity and the faithful performance of undertakings and obligations. The Code of Ethics and Business Conduct address a variety of issues including conflicts of interest between personal and professional relationships, use of the Corporation's assets, promotion of fair dealing with the Corporation's stakeholders and compliance with all applicable governmental laws, rules and regulations. The Corporation's Corporate Governance and Nominating Committee will be responsible for reviewing and evaluating the Code of Ethics and Business Conduct at least annually and will recommend any necessary or appropriate changes to the Board for consideration.

The Corporation has also adopted a whistleblower policy which will complement the obligation of the Corporation's directors, officers and employees under the Code of Ethics and Business Conduct.

## **Committees of the Board**

The Board has appointed an Audit Committee, Compensation Committee, Corporate Governance and Nominating Committee, Technical Committee, and a Business and Technical Advisory Committee.

### *Corporate Governance and Nominating Committee*

The Corporation has appointed a Corporate Governance and Nominating Committee comprised of three directors, all of whom are independent as defined in NI 52-110. The Corporation's Corporate Governance and Nominating Committee consists of James Schilling (Chair), Mark Rebagliati and Patricio Varas. The principal duties and responsibilities of the Corporate Governance and Nominating Committee are to assist the Board in fulfilling its oversight responsibilities by:

- (a) assessing the effectiveness of the Board as a whole as well as discussing the contribution of individual members;

- (b) assessing and improving the Corporation's governance practices;
- (c) proposing new nominees for appointment to the Board;
- (d) orienting new Directors; and
- (e) reviewing and updating the Corporation's corporate governance policies.

In identifying new candidates for the Board, the Corporate Governance and Nominating Committee will consider what competencies and skills the Board, as a whole, should possess and assess what competencies and skills each existing director possesses, considering the Board as a group, and the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic. Moreover, the Corporate Governance and Nominating Committee is responsible for establishing an appropriate review selection process for new nominees to the Board and developing appropriate orientation and education programs for new members of the Board.

#### *Compensation Committee*

The Corporation has appointed a Compensation Committee comprised of three directors, a majority of whom are independent as defined in NI 52-110, and has adopted a Compensation Committee charter (the "Compensation Committee Charter"). The Corporation's Compensation Committee is comprised of Stewart Lockwood (Chair), Bradford Cooke and Patricio Varas. The principal duties and responsibilities of the Compensation Committee with respect to compensation are to make recommendations to the Board in respect of the following:

- (a) compensation policies and guidelines;
- (b) management incentive and perquisite plans and any nonstandard remuneration plans;
- (c) senior management, executive and officer compensation; and
- (d) Board compensation matters.

In carrying its responsibilities under the Compensation Committee Charter, the Compensation Committee will evaluate the performance of the CEO and all other senior executives in consideration of the respective performance goals and objectives for each such individual and recommend to the Board the amount of regular and incentive compensation to be paid to the CEO and all other senior executives; review and recommend to the Board the CEO's performance evaluations and recommendations for compensation of the senior officers and key employees (other than senior executives); review the compensation philosophy and make recommendations for changes, where appropriate; review and make recommendations to the Board with respect to incentive based compensation plans and equity based plans (including stock option plans); prepare or review the report on executive compensation and compensation discussion and analysis required to be included in the continuous disclosure documentation; and review and make periodic recommendations to the Board regarding the compensation of the Board.

#### *Technical Committee*

The Corporation has appointed a Technical Committee comprised of three directors and has adopted a Technical Committee charter (the "Technical Committee Charter"). The Corporation's Technical Committee is comprised of Mark Rebagliati (Chair), Bradford Cooke and Patricio Varas. The purpose of the Technical Committee is to provide to the Board technical expertise and related recommendations on the Corporation's properties and to identify and recommend mineral exploration and development opportunities for the Corporation. The Technical Committee will assist the Board in fulfilling its oversight responsibilities on specific technical matters which are beyond the scope or expertise of non-technical Board members, including, as requested, oversight, preparation or review of geological, drilling, engineering or development plans and budgets related to the Corporation's properties, technical due diligence on proposals to acquire new properties, and technical review on any Board review of existing properties, and all related matters.

### *Business and Technical Advisory Committee*

The Corporation has appointed a Business and Technical Advisory Committee (the “Advisory Committee”) and adopted a Technical and Business Advisory Committee Policy (the “Advisory Committee Policy”). The Advisory Committee is comprised of David Jones and Marc A. Prefontaine. The purpose of the Advisory Committee is to provide the management team and the Board with technical advice and business expertise with respect to the Corporation’s various business strategies and mineral properties. The Advisory Committee will assist the Corporation’s management and Board in fulfilling their oversight responsibilities on technical matters which may be beyond the scope or expertise of non-technical members of the management and Board, including the review of and advice on strategies, opportunities, challenges, proposals, programs and budgets for property acquisition, exploration, development and disposition. The Advisory Committee has the authority to retain arm’s length firms and individuals to assist them in their work, although any fees payable is subject to management or Board approval.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Except as disclosed below, since January 1, 2018, the beginning of the last completed financial year, no current or former director, executive officer, employee or proposed director of the Corporation or any associate of such persons, or of any of its subsidiaries, has been indebted to the Corporation or to any of its subsidiaries, nor have any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

### **MANAGEMENT CONTRACTS**

Management functions of the Corporation are substantially performed by directors or senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth elsewhere in this Information Circular, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation’s last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

### **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

#### **Ratification of Stock Option Plan**

At the annual and special meeting of shareholders held on June 29, 2018, the shareholders of the Corporation ratified, confirmed and approved the Stock Option Plan, which reserves a rolling maximum of 10% of the number of Shares issued and outstanding on the applicable date of grant.

The Exchange requires all Exchange-listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of Shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis. As at the date of this Information Circular, the Corporation had 28,291,016 Shares issued and outstanding so that a maximum of 2,829,102 Shares would be available for



issuance pursuant to the stock options granted under the Stock Option Plan. Currently there are 2,750,000 stock options outstanding under the Stock Option Plan, leaving 79,102 Shares available for grant of further options. Accordingly, the Corporation requests that the shareholders ratify, confirm and approve the Stock Option Plan.

The rules of the Exchange require that the annual shareholder ratification of the Stock Option Plan be approved by the affirmative vote of a majority of the votes of shareholders cast at the Meeting. Accordingly, the shareholders will be asked at the Meeting to pass the following ordinary resolution (the “Stock Option Plan Resolution”):

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the stock option plan, (the “Stock Option Plan”) of Aztec Minerals Corp. (the “Corporation”) approved by the board of directors of the Corporation (the “Board”) on January 20, 2017 and by the shareholders of the Corporation on June 29, 2018 is hereby ratified, confirmed and approved;
2. the Corporation is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Corporation as is equal to 10% of the number of common shares of the Corporation issued and outstanding on the applicable grant date; and
3. the Board or any committee created pursuant to the Stock Option Plan is authorized to make such amendments to the Stock Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Stock Option Plan, the shareholders.”

An ordinary resolution is a resolution passed by a majority of greater than 50% of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

A complete copy of the Stock Option Plan will be available for inspection at the Meeting. Shareholders may obtain a copy of the Stock Option Plan in advance of the Meeting upon request to the Corporation at 1130 – 609 Granville Street, Vancouver, British Columbia V7Y 1G5.

**Management of the Corporation recommends that Shareholders vote FOR the Stock Option Plan Resolution, and the persons named in the enclosed Form of Proxy intend to vote FOR the approval of the Stock Option Plan Resolution at the Meeting unless the Shareholder has specified that the Shares represented by such proxy are to be voted against such resolution.**

#### **OTHER BUSINESS**

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information concerning the Corporation is also provided in the Corporation’s accompanying comparative financial statements and management’s discussion and analysis for the most recently completed financial year ended December 31, 2018.

Shareholders may obtain a copy of the Corporation's financial statements and management's discussion and analysis upon request to the Corporation at 1130 – 609 Granville Street, Vancouver, BC V7Y 1G5, telephone: 604.685.9770 or facsimile: 604.685.9744.

DATED this 17th day of May, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Bradford J. Cooke” (signed)*

**Bradford J. Cooke**  
Chairman

## **SCHEDULE “A”**

### **AZTEC MINERALS CORP.** Audit Committee (the “Audit Committee”) of the Board of Directors

#### *A. Purpose*

The overall purpose of the Audit Committee is to ensure that the Issuer’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Issuer and to review the Issuer’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each member of the Audit Committee will obtain an understanding of the responsibilities of the Audit Committee membership as well as the Issuer’s business, its operations and related risks.

#### *B. Composition, Procedure, and Organization*

1. The Audit Committee shall consist of at least three members of the Board, the majority of whom are independent as defined in NI 52-110 or any successor policy.
2. All members of the Audit Committee shall be financially literate as defined in NI 52-110 or any successor policy.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Audit Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Audit Committee shall have access to such officers and employees of the Issuer and to the Issuer’s external auditors, and to such information respecting the Issuer, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Audit Committee shall be conducted as follows:
  - (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Audit Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
  - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

8. The external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Issuer as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

*C. Roles and Responsibilities*

1. The overall duties and responsibilities of the Audit Committee shall be as follows:
  - (a) to assist the Board in the discharge of its responsibilities relating to the Issuer's accounting principles, reporting practices and internal controls and its approval of the Issuer's annual and interim consolidated financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Issuer's external auditors and assess their performance;
  - (c) to ensure that the management of the Issuer has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:
  - (a) to recommend to the Board a firm of external auditors to be engaged by the Issuer, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to review with the external auditors, upon completion of their audit:
    - (i) contents of their report;
    - (ii) scope and quality of the audit work performed;
    - (iii) adequacy of the Issuer's financial and auditing personnel;
    - (iv) co-operation received from the Issuer's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Issuer;
    - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - (viii) the non-audit services provided by the external auditors;
  - (e) to discuss with the external auditors the quality and not just the acceptability of the Issuer's accounting principles; and

- (f) to implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Issuer are to:
- (a) review the appropriateness and effectiveness of the Issuer's policies and business practices which impact on the financial integrity of the Issuer, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Issuer's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Audit Committee may deem appropriate;
  - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Issuer; and
  - (d) periodically review the Issuer's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.
4. The Audit Committee is also charged with the responsibility to:
- (a) Review and approve the Issuer's annual and interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;
  - (b) review and approve the financial sections of any of the following disclosed documents prepared by the Issuer:
    - (i) the annual report to shareholders;
    - (ii) the annual information form;
    - (iii) annual MD&A;
    - (iv) prospectuses;
    - (v) news releases discussing financial results of the Issuer; and
    - (vi) other public reports of a financial nature requiring approval by the Board,and report to the Board with respect thereto;
  - (c) review regulatory filings and decisions as they relate to the Issuer's consolidated financial statements;
  - (d) review the appropriateness of the policies and procedures used in the preparation of the Issuer's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - (e) review and report on the integrity of the Issuer's consolidated financial statements;
  - (f) review the minutes of any audit committee meeting of subsidiary companies;

- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Issuer and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Issuer's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.