



**LUPAKA GOLD**

**LUPAKA GOLD CORP.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**and**

**MANAGEMENT INFORMATION CIRCULAR**

**Meeting to be held on May 22, 2019**

**DATED: April 17, 2019**



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**Meeting**”) of shareholders of LUPAKA GOLD CORP. (the “**Company**” or “**Lupaka**”) will be held at the offices of Weir Foulds, located at 66 Wellington Street West, Suite 4100, TD Bank Tower, Toronto, Ontario M5K 1B7, **on Wednesday May 22, 2019 at 1:30 p.m.** (Eastern Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2018 together with the report of the auditors thereon;
2. To set the number of directors for the ensuing year at six (6);
3. To elect the directors for the ensuing year;
4. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors;
5. To consider and, if thought fit, pass, with or without variation, an ordinary resolution re-approving the Company’s 2010 Incentive Stock Option Plan, as amended June 14, 2015; and
6. To transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

This notice is accompanied by a Management Information Circular (“Circular”) which 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 Meeting. The Company urges shareholders to review the Circular before voting.

The board of directors of the Company has by resolution fixed the close of business on April 4, 2019 as the record date being the date for the determination of the registered holders of common shares entitled to receive notice of and to vote at the Meeting and any adjournment thereof.

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and deliver the enclosed form of proxy to Computershare Investor Services Inc. (“Computershare”), Attention: Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, by 1:30 p.m. (Toronto Time) on May 17, 2019 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting at which the proxy is to be used. Any adjourned or postponed Meeting will be held at a time and place to be specified either by the Company before the Meeting or by the Chair at the Meeting to be adjourned or postponed.

Non-registered shareholders of the Company who have received this notice of 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 securities on your behalf (the “Intermediary”), are required to complete and return the materials in accordance with the instructions provided by the Intermediary.

**DATED** at Toronto, Ontario this 17<sup>th</sup> day of April 2019.

By Order of the Board of Directors

/s/ Gordon L. Ellis

Gordon L. Ellis

Chair of the Board



#1413 – 181 University Avenue  
Toronto, Ontario M5H 3M7

## INFORMATION CIRCULAR

(As at April 17 2019, except as otherwise indicated)

### THE MEETING

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies being undertaken by the management of Lupaka Gold Corp. (the “**Company**”, or “**Lupaka**”) for use at the Annual General Meeting of the Company’s shareholders (“**Shareholders**”) to be held on Wednesday May 22, 2019 at 1:30 pm (Eastern Time) (the “**Meeting**”) for the purposes set forth in the accompanying notice of meeting (“**Notice of Meeting**”) or any adjournment thereof, at the offices of Weir Foulds, located at 66 Wellington Street West, Suite 4100, TD Bank Tower, Toronto, Ontario M5K 1B7.

The information contained in this Circular is given as of April 17, 2019, unless otherwise indicated. No person is authorized to give any information or to make any representation not contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized.

The Notice of Meeting and accompanying form of proxy are being mailed on or about April 17, 2019. In this Circular, references to “the Company”, “Lupaka”, “we” and “our” refer to Lupaka Gold Corp. “**Common Shares**” means common shares without par value in the capital of the Company, “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that hold securities on behalf of Beneficial Shareholders. Unless otherwise indicated, all references to “\$” or “dollars” in this Circular mean Canadian dollars.

### VOTING INFORMATION

Lupaka’s management is using this Circular to solicit proxies from the Shareholders for use at the Meeting.

#### *Solicitation of Proxies*

The solicitation of proxies will be primarily by mail, but Lupaka’s directors, officers and regular employees may also solicit proxies personally or by telephone. Lupaka will bear all costs of the solicitation. Lupaka has arranged for Intermediaries to forward solicitation materials to beneficial owners of Common Shares held of record by those Intermediaries and Lupaka may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

### COMPLETION AND VOTING OF PROXIES

#### *Voting of Proxies*

The Common Shares represented by the accompanying form of proxy, if properly executed and received at the offices of Computershare Investor Services Inc., Attention: Proxy Department, 8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1, by no later than **1:30 p.m. (Eastern Time)** on May 17, 2019 or, if the Meeting is adjourned, then not less than 48 hours (excluding Saturdays, Sundays and holidays) before any such adjourned meeting, will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made. **In the absence of such a specification, the persons designated in the accompanying form of proxy will vote in favour of all matters to be acted on at the Meeting.**

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters set forth in the accompanying Notice of Meeting, or all other business or matters that may properly come before the Meeting. At the date hereof, management of the Company knows of no such amendments, variations or other business or matters to come before the Meeting.

### **Registered Holders**

Only Shareholders registered as shareholders in the Company's shareholder registry maintained by the Company's registrar and transfer agent ("**Registered Shareholders**") or duly appointed Proxyholders (except as discussed below under the heading "**Beneficial (Non-Registered) Shareholders**") are permitted to vote at the Meeting.

### **Beneficial (Non-Registered) Shareholders**

Shareholders who hold Common Shares through their brokers, intermediaries, trustees, or other nominees (such shareholders being collectively called "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the share register of the Company may be recognised and acted upon at the Meeting. If Common Shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the share register of the Company. Such shares will most likely be registered in the name of the broker or an agent of the broker. The vast majority of such shares will be registered in the name of "**CDS & Co.**", the registration name of The Canadian Depository for Securities Limited, which acts as nominee for many brokerage firms. Such shares can only be voted by brokers, agents, or nominees and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the Voting Instruction Form provided by their broker, agent or nominee along with this proxy Circular and ensure that they direct the voting of their shares in accordance with those instructions.**

Applicable regulatory policies require brokers and intermediaries to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Each broker or intermediary has its own mailing procedures and provides its own return instructions to clients. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by such shareholder's broker, agent or nominee is limited to instructing the registered holder on how to vote such shares on behalf of the Beneficial Shareholders. Most brokers in Canada now delegate responsibility to obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares voting instruction forms, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions with respect to the voting of such shares to the Company's registrar and transfer agent, Computershare Investor Services Inc. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote their shares at the Meeting. Instead the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such shares are voted.**

**Beneficial Shareholders should follow the instructions on the forms that they receive and contact their Intermediaries promptly if they need assistance.**

### **Notice and Access**

In February 2013, the Canadian Securities Administrators implemented regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to deliver proxy-related materials to Shareholders using the "notice-and-access" mechanism (as defined in National Instrument 54-101) by posting such materials on an easily accessible website, rather than mailing physical copies of the materials.

The Company will deliver the notice of Meeting, this Circular and the form of proxy (the "**Meeting Materials**") to Registered Shareholders and Beneficial Shareholders in Canada and the United States by posting the Meeting Materials on its website at <https://lupakagold.com/investors/financial-statements/>. The Meeting Materials will be available on the Company's website as of Thursday, July 5, 2018, and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR at [www.sedar.com](http://www.sedar.com) as of Monday April 22, 2019.

Those Shareholders residing outside of Canada or the United States will be receiving paper copies of the Meeting Materials.

Shareholders who reside in Canada and the United States that wish to receive paper copies of the Meeting Materials may request copies from the Company by calling toll-free in North America at 1-844-851-1260. The Company will send paper copies of the Meeting Materials to requesting Shareholders at no cost to them within three business days of their request, by prepaid mail, courier or the equivalent, if such requests are made before the Meeting. If such requests are made after the Meeting, the Meeting Materials will be sent within ten calendar days after receiving the request.

Beneficial Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “non-objecting beneficial owners” (“**NOBOs**”). Those Beneficial Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “objecting beneficial owners” (“**OBOs**”).

In accordance with applicable securities laws, the Company has elected to send the notice-and-access notification indirectly, through Intermediaries, to NOBOs and OBOs and directly to Registered Shareholders. The Intermediaries (or their service companies) are responsible for forwarding the notice and access notification and Meeting Materials to each OBO and NOBO, unless the OBO and NOBO has waived the right to receive them. The Company has elected to pay to distribute its Meeting Materials to the OBOs.

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

The persons named in the accompanying form of proxy are directors and officers of the Company. **Registered Shareholders have the right to appoint as their proxy some other person or company of their choice, provided that Registered Shareholders that are individuals must only appoint another Registered Shareholder as their proxy.**

**A Registered Shareholder, desiring to appoint some other person or company to represent them at the Meeting, may do so either by inserting the name of such person or company in the blank space provided in the accompanying form of proxy and striking out the names of the management nominees or by duly completing another proper form of proxy** and, in either case, depositing the completed proxy at the offices of the Company’s registrar and transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue Toronto, Ontario M5J 2Y1, before the specified time described in the previous section.

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it: (a) by attending the Meeting and voting the Registered Shareholder’s Common Shares, (b) by fully executing another form of proxy bearing a later date and duly depositing the same before the specified time, or (c) by executing a valid notice of revocation (where a new proxy is not also filed).

A later dated proxy or notice of revocation must be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, by an officer or attorney duly authorized, and delivered by fax to 1-866-249-7775, or by mail (via postage paid return envelope) to Computershare Investor Services Inc., attention: Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue Toronto, Ontario M5J 2Y1, or to the head office of the Company located at #1413 – 181 University Avenue, Toronto, Ontario M5H 3M7.

A later-dated proxy may be received at any time up to and including the business day before the Meeting, or if the Meeting is adjourned, at any time up to and including the last business day before any reconvening thereof at which the proxy is to be used, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof.

Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their Intermediaries to change the vote and, if necessary, revoke their proxy.

A revocation of proxy will not affect a matter on which a vote is taken before the revocation.

### **EXERCISE OF DISCRETION**

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. **In the absence of such direction, such shares will be voted at the discretion of the person named in the proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other**

**matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

## RECORD DATE AND QUORUM

The Record Date for determining persons entitled to receive notice of and vote at the Meeting is April 4, 2019. Only persons who were Registered Shareholders as of the close of business on April 4, 2019 are entitled to vote at the Meeting, or any adjournment or postponement thereof, in the manner and subject to the procedures described in this Circular. A quorum for the Meeting shall be 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.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company's authorized capital consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares (the "**Preferred Shares**") without par value. As at April 4, 2019, the Company has a total of 148,509,368 issued and outstanding Common Shares, each share carrying the right to one vote. The Company has no Preferred Shares issued and outstanding as at the date hereof. The outstanding Common Shares are listed for trading on the Venture Exchange of the Toronto Stock Exchange (the "**TSX.V**") under the symbol "LPK" and in Germany on the Frankfurt Stock Exchange under the symbol "LQP".

To the knowledge of the directors and executive officers of the Company, the only persons who, or corporations which, beneficially own, or control or direct, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company are:

Name	Number of Common Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Common Shares
Gordon L. Ellis	16,436,944 <sup>(1)</sup>	11%

Note:

- (1) This amount includes 5,005,071 Common Shares held directly by Mr. Gordon Ellis; 100,000 held by Loadxi Minerals Limited ("**Loadxi Minerals**"), a company wholly-owned by Mr. Ellis; 2,293,164 Common Shares held by Gordann Consultants Inc. ("**Gordann Consultants**"), a company in which Mr. Ellis holds a 51% interest and his spouse holds a 49% interest; 2,295,368 Common Shares held by ABE Industries (1980) Inc. ("**ABE Industries**"), a company that is wholly-owned by Gordann Consultants, and 6,743,341 Common Shares held by K-Rok Minerals Inc. ("**K-Rok Minerals**"), a company of which ABE Industries owns a 60% interest and Mr. Ellis through his majority ownership in Gordann Consultants controls voting and dispositive powers.

## NUMBER OF DIRECTORS

The board of directors of the Company (the "**Board**") is a variable board consisting of the greater of three and the most recent number of directors set by ordinary resolution. As at the last Annual General Meeting the size of the Board was set at six (6) directors. In May 2018, the Board accepted the resignation of Mr. Stephen Silbernagel as director and appointed Mr. Mario Stifano to fill the vacancy on the board created upon the departure of Mr. Silbernagel. Management of the Company is seeking Shareholder approval through an ordinary resolution to fix the number of directors of the Company at six (6) for the ensuing year.

## ELECTION OF DIRECTORS

The term of office of each of the current directors will end immediately before the election of directors at the Meeting. Management does not contemplate that any of the six nominees will be unable to serve as a director. Unless the director's office is earlier vacated in accordance with the *Business Corporations Act* (British Columbia) and the Articles of the Company, each director elected will hold office until the next Annual General Meeting or until his successor is appointed.

At the Meeting, the Company will ask Shareholders to vote for the election of each of the six nominees proposed by the Company as directors. Each holder of Common Shares will be entitled to cast their votes for, or withhold their votes from, the election of each director. **The management proxyholders named in the accompanying form of proxy as proxyholders intend to vote FOR the election of each nominee whose names are set forth in this Circular, unless instructed otherwise.**

**Majority Voting for the Election of Directors**

The Board is committed to the principle that thorough review and consideration should be undertaken if a nominee for director, in an uncontested election of directors, does not receive the affirmative vote of at least the majority of the votes cast at any meeting held for the election of directors at which a quorum has been confirmed. To that end, the Board has adopted a majority voting policy.

**Nominees**

The following table sets forth for each of the persons proposed to be nominated for election as directors their name, province/state and country of residence; their principal occupations within the five preceding years; a brief biographical description; the period during which they have served as directors of the Company; members who serve on the audit committee; and the number of securities of each class of voting securities of the Company or any of its subsidiaries, if any, beneficially owned, or controlled or directed, directly or indirectly as of the date of this Circular. For additional information regarding incumbent directors' compensation, options, equity ownership and current directorships, please refer to the sections of this Circular entitled "Statement of Executive Compensation", "Compensation of Directors" and "Statement of Corporate Governance Practices".

Nominees for Election as Directors	Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed <sup>(1)</sup>	Number of Warrants Beneficially Owned, Directly or Indirectly or Controlled or Directed <sup>(2)</sup>	Number of Options Held <sup>(3)</sup>
<b>Gordon L. Ellis</b>			
British Columbia, Canada	16,436,944 <sup>(4)</sup>	3,131,824	950,000
Director since: November 2000  Chair, Former President and Chief Executive Officer	Principal Occupation for the Past Five Years: Business Executive.  Mr. Ellis is a founder of the Company and has been the director and chair of the board since its incorporation in November 2000. Between October 2015 and September 2017, Mr. Ellis served as president and chief executive officer.  Since September 2005, Mr. Ellis has been a director of United States Commodity Funds, LLC, which is the general partner of each of United States Oil Fund, LP, United States Natural Gas Fund, LP, United States 12 Month Oil Fund, LP, United States Gasoline Fund, LP, United States Heating Oil Fund, LP, United States Short Oil Fund, LP, United States 12 Month Natural Gas Fund, LP, United States Brent Oil Fund, LP, United States Commodity Index Funds Trust and United States Commodity Funds Trust I, each a commodity pool listed on the NYSE Arca that invests primarily in futures contracts. Mr. Ellis obtained both his Bachelor of Science degree in May 1972 and his Master of Business Administration in May 1974 from the University of British Columbia, Vancouver, Canada and has been a member of the Professional Engineers and Geoscientists of British Columbia since February 1984.		

Nominees for Election as Directors	Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed <sup>(1)</sup>	Number of Warrants Beneficially Owned, Directly or Indirectly or Controlled or Directed <sup>(2)</sup>	Number of Options Held <sup>(3)</sup>
<b>William A. Ansley</b>			
Ontario, Canada	433,333	333,333	1,400,000
Director since: September 2017  President and Chief Executive Officer	Principal Occupation for the Past Five Years: Business Executive and Chartered Professional Accountant.  Mr. Ansley was the Director and President and Chief Operating Officer of Satori Resources Inc. from November 14, 2016 to September 2017, a mineral exploration company publicly listed on the TSX.V, between September 2012 to September 2015 he was the Chief Operating Officer of Mineral Streams Inc. a private royalty company, until it became a subsidiary of AuRico Metals Inc., from September 2008 to June 2012 Mr. Ansley was the VP Corporate Planning and Strategy for Lake Shore Gold Corp., a privately held exploration company acquired by Tahoe Resources Inc. in April 2016. Mr. Ansley has been a Chartered Professional Accountant in Ontario since November 1997 and obtained his Bachelor of Economics degree in May 1994 from Carleton University, Ottawa.		
<b>Norman B. Keevil</b>			
British Columbia, Canada	325,000 <sup>(5)</sup>	Nil	810,000
Director since: August 2010  Independent Member of the Board  Member of the Audit Committee	Principal Occupation for the Past Five Years: Engineer and Business Executive.  Since April 1998, Mr. Keevil has been a Director of Teck Resources Ltd. (formerly Teck Cominco), a Canadian mining, mineral processing and metallurgical company operating in Canada, the United States of America, Chile and Peru and publicly listed on the TSX and NYSE. Currently, Mr. Keevil is the President of Boydell Wastewater Technologies Inc., a private technology and equipment developer. From 2015 to 2016, Mr. Keevil was the Chief Operating Officer of Sunpump Solar Inc., a clean tech privately held company. From 2009 to 2015, Mr. Keevil was President of Poncho Wilcox Engineering Ltd., a private engineering company. In June 1987, Mr. Keevil obtained his Bachelor of Applied Science degree from the University of British Columbia, Vancouver, Canada and has been a member of the Professional Engineers and Geoscientists of British Columbia since January 1994.		
<b>Lucio D. Pareja</b>			
Lima, Peru	Nil	Nil	480,000
Director since: August 2016  Independent Member of the Board	Principal Occupation for the Past Five Years: Engineer and Business Executive.  Mr. Pareja has been involved in Mine Engineering since 1988. Mr. Pareja has been a Director of Mining Engineering for UTEC, a Peruvian engineering and technology university, since May 2016. UTEC is a university backed by a group of entrepreneurs committed to education, innovation research and economic development in Peru. From March 2013 to April 2016, Mr. Pareja was team leader of Mine Investment Management, an investment firm with private equity firms, focused on the Peruvian mining industry. From October 2010 to January 2013 Mr. Pareja was the Chief Executive Officer of Minsur, SA ("Minsur"), a publicly listed Peruvian mining company with operations in Peru and Brazil. Prior to that, Mr. Pareja served as the deputy Chief Executive Officer from 2007 to 2010, from 2001 to 2007 as the Engineering and Project Manager and from 1999 to 2001 as the Engineering and Planning Manager for Minsur. Mr. Pareja obtained his Bachelor of Science degree in June 1985 from National Engineering University, Lima, Peru. In May 1988, he attained a Master of Science degree and in May 2000, his Doctorate in Mining Engineering, both from Queens University, Ontario, Canada.		



Nominees for Election as Directors	Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed <sup>(1)</sup>	Number of Warrants Beneficially Owned, Directly or Indirectly or Controlled or Directed <sup>(2)</sup>	Number of Options Held <sup>(3)</sup>
<b>Luquman A. Shaheen</b>			
British Columbia, Canada	300,000	Nil	510,000
Director since: May 2013	Principal Occupation for the Past Five Years: Business Executive, Professional Engineer.		
Independent Member of the Board	Mr. Shaheen has been the President, Chief Executive Officer and a Director of Panoro Minerals Ltd. since April 2008, a mineral exploration company, publicly listed on the TSX.V. In June 1990, Mr. Shaheen obtained his Bachelor of Science degree in Civil Engineering from the University of British Columbia, Vancouver, Canada and in September 2004, his master's degree in Business Administration from Simon Fraser University, Burnaby, Canada. Mr. Shaheen is a registered professional engineer in the Province of British Columbia and the State of Alaska and holds an inactive professional engineers licence in the State of Washington. He has worked in the mining sector for over 22 years, and in Peru and Latin America for over 17 years.		
Member of the Audit Committee			
<b>Mario Stifano</b>			
Ontario, Canada	Nil	Nil	250,000
Director since: May 2018	Principal Occupation for the Past Five Years: Business Executive, Chartered Professional Accountant.		
Independent Member of the Board	Mr. Stifano has been the Chairman and Director of Dore Copper, a private development-stage mining company, since April 2019. From March 2014 to April 2019 Mr. Stifano was the Chief Executive Officer of Cordoba Minerals Corp., an exploration company publicly listed on the TSX.V. From September 2008 to September 2015 Mr. Stifano was the Chief Financial Officer of Lake Shore Gold Corp., a privately held exploration company acquired by Tahoe Resources Inc. in April 2016. From August 2009, Mr. Stifano was a Director of Mega Precious Metals Inc., until it was acquired by Yamana Gold Inc. in June 2015. Mr. Stifano has been a Chartered Accountant in Ontario since November 1996 and obtained his Bachelor of Commerce degree in May 1993 from the University of Toronto.		
Chair of the Audit Committee			

**Notes:**

- (1) The number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by the above nominees for directors is based on information furnished by the nominees themselves and from the insider reports available at [www.sedi.ca](http://www.sedi.ca). Unless otherwise indicated herein all Common Shares are held directly.
- (2) Number of warrants held by each director as a result of their participation in the Company's non-brokered private placements, shares-for-debt transactions, and/or bridge loans. The Company issued private placement units (the "Units"), with each Unit consisting of one common share in the capital of Lupaka and one transferable common share purchase warrant (the "Warrant"). Each Warrant entitles the holder to purchase one additional common share as set out in the Warrant certificate. The Company also converted outstanding debts with creditors for Units, with each Unit consisting of one common share in the capital of Lupaka and one transferable warrant. As a result of the bridge loan, the Company issued share purchase warrants, the number being equal to the amount of the Loan divided by the price of the warrant.
- (3) Number of stock options held in aggregate, directly by each director and issued under the Company's 2010 Incentive Stock Option Plan, as amended and re-approved by the Shareholders on August 15, 2018 (the "2010 Option Plan"). See "Particulars of Matters to be Acted Upon" below regarding the re-approval of the 2010 Option Plan pursuant to the TSX.V policies.
- (4) This amount includes 5,005,071 Common Shares held directly by Mr. Gordon Ellis; 100,000 held by Loadxi Minerals, a company wholly-owned by Mr. Ellis; 2,293,164 Common Shares held by Gordann Consultants, a company in which Mr. Ellis holds a 51% interest and his spouse holds a 49% interest; 2,295,368 Common Shares held by ABE Industries, a company that is wholly-owned by Gordann Consultants; and 6,743,341 Common Shares held by K-Rok Minerals, a company of which ABE Industries owns a 60% interest and Mr. Ellis through his majority ownership in Gordann Consultants controls voting and dispositive powers.
- (5) Number of Common Shares held by 0860904 BC Ltd., a company in which Mr. Keevil and his spouse each hold 50% interest, with equal voting and dispositive power.

As of April 17, 2019, the directors of the Company, as a group, beneficially owned, controlled or directed, directly or indirectly, an aggregate of 17,495,277 Common Shares or approximately 11.7% of the Common Shares issued and outstanding.

### ***Advance Notice for Additional Director Nominations***

On March 27, 2013, the Board adopted an advance notice policy (the “**Advance Notice Policy**”), which the Shareholders approved on May 16, 2013, for the purpose of providing shareholders, directors and management of the Company with a clear framework for nominating directors of the Company in connection with any annual or special meeting of shareholders.

A copy of the Company’s Advance Notice Policy is available on SEDAR at [www.sedar.com](http://www.sedar.com), attached as Schedule “C” to the 2013 Management Information Circular, filed on April 19, 2013.

### ***Corporate Cease Trade Orders or Bankruptcies***

Except as disclosed below, to the knowledge of the Company, no proposed director:

- a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,
  - (i) was subject, while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “**Order**”); or
  - (ii) was subject to an Order 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;
- b) is, as at the date of the Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- c) has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- 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.

## **AUDIT COMMITTEE**

### ***Audit Committee Charter***

The complete text of the Company’s Audit Committee Charter is attached as Schedule “A”.

### ***Composition of the Audit Committee***

The audit committee presently consists of Mario Stifano (Chair), Norman Keevil, and Luquman Shaheen.

The board of directors of Lupaka has determined, in accordance with National Instrument 52-110 – *Audit Committees*, that each member of the audit committee is both financially literate and independent.

### **Relevant Education and Experience**

The education and experience of each member of the audit committee that is relevant to the performance of his responsibilities as an audit committee member is described below:

Mario Stifano - Mr. Stifano is a Chartered Professional Accountant and was Chief Executive Officer of Cordoba Minerals Corp., an exploration company and has been the Chief Financial Officer of Lake Shore Gold Corp., also an exploration company. Mr. Stifano has over 15 years of financial and mining experience with exploration, development and production of gold and base metals mines.

Norman Keevil - Mr. Keevil is a Professional Engineer and is the president of Boydel Wastewater Technologies Inc., a private technology and equipment developer and sits on the board of Teck Resources (formerly Teck Cominco). Mr. Keevil was the President of Poncho Wilcox Engineering. He has founded and held senior roles in a number of technology companies, including President, Vice President and Chief Operating Officer roles, and has been a member and chair of numerous board committees.

Luquman Shaheen - Mr. Shaheen is a Professional Engineer and is the president, chief executive officer and director of Panoro Minerals Ltd., a mineral exploration company. He has worked in the mining sector for over 22 years, and in Peru and Latin America for over 17 years.

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

The audit committee must pre-approve all non-audit services to be provided to the Company by its external auditors. The audit committee may delegate that authority to any member of the committee, provided that a report on any such pre-approval is made to the committee at its next scheduled meeting.

### **External Auditor Service Fees**

The following table sets forth, by category, the fees billed by PricewaterhouseCoopers LLP, Lupaka's auditors, in the years ended December 31, 2018 and 2017.

	Fees Billed In	
	2018	2017
Audit fees <sup>(1)</sup>	\$39,055	\$67,500
Total	\$39,055	\$67,500

#### Notes:

- (1) The aggregate fees billed by PricewaterhouseCoopers LLP, the Company's Independent Registered Chartered Accountants, in the fiscal years ended December 31, 2018 and 2017 for professional services rendered by PricewaterhouseCoopers LLP for the audit of the Company's annual consolidated financial statements, and services that are normally provided by PricewaterhouseCoopers LLP in connection with statutory and regulatory filings or engagements for those years were \$39,055 and \$67,500, respectively.

## STATEMENT OF EXECUTIVE COMPENSATION

This section of the Circular explains how the Company's executive compensation program is designed and operated with respect to the Company's named executive officers ("**NEOs**") defined as follows:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

The Company had four Named Executive Officers during the most recently completed financial year ended December 31, 2018 as set out below:

William Ansley	President and Chief Executive Officer
Darryl F. Jones	Former Chief Financial Officer
Ryan Webster	Chief Financial Officer
Julio F. Castañeda	Former president of the following wholly-owned subsidiaries of the Company: <ul style="list-style-type: none"><li>• Lupaka Gold Peru S.A.C. ("<b>LGP</b>", formerly known as Minera Pacacorral S.A.C);</li><li>• Invicta Mining Corp. S.A.C. ("<b>Invicta Mining</b>").</li></ul>

### **Compensation Discussion and Analysis**

As of November 13, 2015, the Company dissolved the Compensation Committee and the Governance and Nominating Committee and revoked each of their charters, given reduced activity in the Company. The Board as a whole has assumed the responsibilities once conducted by these two Committees.

#### Compensation Philosophy

The Company's compensation program is designed to be competitive with other companies of similar market capitalization, number of employees, stage of development and places of operation. The Company's compensation program also reflects the financial resources of the Company.

Generally, the Company will be competitive in its total compensation package when compared to a benchmark group of similar companies. The Company has also adopted a policy to pay lower base salaries and higher incentive pay (cash bonuses and option awards), when compared to the benchmark group.

During 2012, the Company formalized its compensation policies and practices as set out in the Compensation Philosophy and Guidelines which was amended and approved by the Board on November 7, 2013 (the "**Compensation Philosophy and Guidelines**").

The Board has taken on the responsibility for establishing, implementing and continually monitoring adherence with the Company's compensation philosophy and guidelines.

#### Compensation Components

The Company's executive compensation is derived from a mix of a base salary, short term incentive compensation (cash bonuses), long-term incentive compensation (stock options and other non-cash awards) and Company-provided benefits/perquisites. Each year the Board reviews the aggregate amounts and cumulative mix of all of the components of compensation for Executive Management to ensure that the Company remains competitive while following its Compensation Philosophy and Guidelines.

Generally, the Company's compensation programs are intended to attract, motivate and retain highly talented individuals who are able to assist the Company in implementing its strategies and achieving its goals. As part of the process the Board receives from management updates on long-term strategies and goals for the Company that are designed to increase shareholder value and protect and grow the Company. The Board shall receive from management a range of short-term milestones that it believes must be achieved in order to implement and fulfill the Company's overall business strategy and ultimately improve shareholder value as well as milestones for each executive of the Executive Management for the achievement of the short and long-term Company strategies.

#### Base Salaries

Base salary compensates Executive Management for services rendered during the fiscal year and provides Executive Management with a base level of earnings. Each Executive's base salary is recognized to be only one component of the overall compensation, and other forms of compensation are awarded to ensure the Executive Management's total compensation is in line with industry standards and the Company's overall compensation philosophy.

Base salaries for each member of Executive Management are established on their experience, performance, knowledge and the scope of their responsibilities, taking into account competitive market compensation paid by other companies in Lupaka's industry for similar positions and the overall market demand for such executives.

Adjustments are considered annually based upon merit as well as consideration of changes reflected in the comparable benchmark group of companies. Additionally, the Company adjusts base salaries as warranted for promotions or changes in the scope and breadth of each Executive's role or responsibility. Salary adjustments are considered in the first calendar quarter of each year following approval of the corporate annual budget, operating plan and business objectives.

#### Short Term Incentive Plan ("STIP", Annual Cash Bonus)

STIP rewards excellent individual performance and the achievement of certain short-term Company objectives with cash bonuses.

Largely, the Board will review with the CEO the success of each member of Executive Management in meeting their objectives, as well as that individual's contribution toward implementing Company's strategies and achieving Company goals. Also, cash bonuses paid to the CEO are developed and considered by the Board. The amount of annual cash bonus awarded is dependent on the level of achievement of the individual and success of the Company in achieving its goals and will take into consideration any extraordinary performance during the preceding fiscal year, as well as the financial position of the Company at the time of the award.

#### Long Term Incentive Plan ("LTIP", Stock Options and Other Non-Cash Awards)

Stock options and other non-cash awards are granted as long-term incentive compensation for continuity and retention of Executive Management. The LTIP allows Executive Management to participate in any appreciation of the market value of the Common Shares over a longer period of time and reinforce a commitment to long-term growth and shareholder value. Goals of management should be aligned with the best interests of the Company. Individual stock options awards are developed by management and recommended to the Board for approval. The size of the option grants are dependent on, among other things, the individual's position, level of responsibility and contribution to the longer-term operating performance of the Company.

Typically, annual incentive stock option grants are determined in the fourth quarter of each calendar year, in accordance with the 2010 Option Plan. In November 2018, the Board determined and approved the LTIP for Executive Management and all other employees.

#### Perquisites

Executive Management may be eligible for other benefits and perquisites provided by the Company including the Company's employee health benefits program, health club membership, and others. There is currently no pension plan or disability benefits in place for directors or Executive Management.

### ***Compensation Oversight and Determinations***

In the absence of a Compensation Committee, the Board reviews the results achieved by the Company and discusses them with management. The Board determines an overall assessment for actual corporate performance relative to an expected level of performance. This overall corporate performance assessment as well as a review of the benchmark group of similar companies, and the Company's compensation philosophy to pay lower base salaries and higher incentive pay (cash bonuses and option awards), keeping in mind, the financial position of the Company, determines Executive Management's compensation.

### ***Compensation Risks***

The Board reviews the Company's compensation program for safeguards designed to mitigate compensation risks. The Compensation Committee determined that the risks associated with the remuneration of executives were determined to be:

- (a) attract and retain qualified people;
- (b) overcompensation;
- (c) inappropriate or excessive risk-taking.

The Company has not adopted a formal policy forbidding directors or officers from purchasing 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 directors or officers. The Company has, however, included in the Company's Insider Trading Policy that Lupaka considers it improper and inappropriate for any employee to engage in short-term or speculative transactions in Lupaka's securities. Moreover, employees are prohibited from engaging in short sales and other speculative transactions involving Lupaka's securities, whether directly or indirectly, except in cases where shares are sold short in connection with a concurrent exercise of stock options. The Company is not aware of any directors or officers having entered into this type of transaction.

### ***Pension Plan Benefits***

The Company does not have a pension plan.

### ***Other Compensation***

Executive Management receive other benefits that the Company believes are reasonable and consistent with its overall executive compensation program. These benefits, which are based on competitive market practices, support the attraction and retention of Executive Management and consists of medical, life insurance, extended health and dental coverage, the level of which is consistent with industry practice and generally available to all employees.

### ***Director Compensation***

No cash compensation was paid to any director of the Company in his capacity as a director, during the most recently completed financial year ended December 31, 2018. The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services as directors except for the granting of incentive stock options from time to time in accordance with the 2010 Option Plan and the reimbursement of reasonable expenditures incurred in performing their duties as directors.

### ***Retirement Policy for Directors***

The Company does not have a retirement policy for its directors.

## DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

### *Table of Executive and Director Compensation Excluding Compensation Securities*

The following table sets out compensation awarded, earned, paid, payable, or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company, to each NEO and director, in any capacity, for each of the financial years ended December 31, 2018 and 2017:

Name and Position	Year	Salary, consulting fee, retainer or commission <sup>(1)</sup> (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of other compensation (\$)	Total compensation (\$)
William A. Ansley, <sup>(2)</sup> President, Chief Executive Officer, Director	2018	169,042	Nil	Nil	Nil	Nil	169,042
	2017	15,000	Nil	Nil	Nil	Nil	15,000
Darryl F. Jones, <sup>(3)</sup> Former Chief Financial Officer, Director	2018	49,500	Nil	Nil	Nil	Nil	49,500
	2017	9,375	Nil	Nil	Nil	Nil	9,375
Ryan Webster, <sup>(4)</sup> Chief Financial Officer	2018	87,500	Nil	Nil	Nil	Nil	87,500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Julio F. Castañeda, <sup>(5)</sup> Former President of LGP and Invicta Mining	2018	132,580	Nil	Nil	Nil	Nil	132,580
	2017	195,600	Nil	Nil	Nil	Nil	195,600
Gordon L. Ellis, <sup>(6)</sup> Director and Former President, Chief Executive Officer	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Norman B. Keevil, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Lucio D. Pareja, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Luquman A. Shaheen, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Mario Stifano, Director <sup>(7)</sup>	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Stephen H. Silbernagel, Director <sup>(8)</sup>	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Eric H. Edwards, <sup>(9)</sup> Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil

**Notes:**

- (1) This column includes the dollar value of cash and non-cash base salary paid or earned (accrued) during the financial year to each NEO or director.
- (2) Mr. Ansley became a director and was appointed as President and Chief Executive Officer in September 2017.
- (3) Mr. Jones was appointed Chief Financial Officer in October 2010 and retired from office on June 1, 2018.
- (4) Mr. Webster was appointed Chief Financial Officer on June 1, 2018.
- (5) Mr. Castañeda was appointed President of LGP and Invicta Mining in April 2013 and departed from the Company on October 24, 2018. Mr. Castañeda was paid in Peruvian New Soles which have been converted to Canadian dollars using the average foreign exchange rate for 2018 of 0.3943.
- (6) Mr. Ellis, Director and Board Chair, served as President and Chief Executive Officer between October 2015 and September 2017.
- (7) Mr. Stifano was appointed as a director on May 23, 2018.
- (8) Mr. Silbernagel resigned as a director in May 2018.
- (9) Mr. Edwards' term as a director ended at the annual and general meeting of shareholders held in September 2017.

### External Management Companies

The Company entered into a consulting agreement dated February 1, 2015 with Gordann Consultants Ltd. (the “Consultant”), as amended February 1, 2017, a consulting company controlled by Mr. Gordon Ellis. Pursuant to the amended agreement, Gordann Consultants agreed that Mr. Ellis would provide services as Chair, President and Chief Executive Officer of the Company until the end of the term, being May 31, 2018, unless terminated earlier. Pursuant to the terms of the consulting agreement no compensation is to be paid but the Consultant is eligible and will be considered for an annual bonus and stock options to be determined at the sole discretion of the Company’s directors. Mr. Ellis is entitled to participate in the Company’s benefit plans.

### Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries in the financial year ended December 31, 2018 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries and the total amount of compensation securities held as at the Company’s financial year of December 31, 2018.

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and % 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	Total amount of compensation securities held as at December 31, 2018 (#)
William A. Ansley President, Chief Executive Officer, Director	Option	300,000	November 21, 2018	0.120	0.120	0.090	November 21, 2023	1,400,000
Darryl F. Jones, Former Chief Financial Officer, Director	Option	-	-	-	-	-	-	670,000
Ryan Webster, Chief Financial Officer	Option	750,000 225,000	May 23, 2018 November 21, 2018	0.23 0.12	0.23 0.12	0.09 0.09	May 23, 2023 November 21, 2023	975,000
Julio F. Castañeda, Former President of LGP and Invicta Mining	Option	-	-	-	-	-	-	-
Gordon L. Ellis Former President, Chief Executive Officer, Director	Option	150,000	November 21, 2018	0.120	0.120	0.090	November 21, 2023	950,000
Norman B. Keevil, Director	Option	150,000	November 21, 2018	0.120	0.120	0.090	November 21, 2023	810,000
Lucio D. Pareja Director	Option	150,000	November 21, 2018	0.120	0.120	0.090	November 21, 2023	480,000
Luqman A. Shaheen, Director	Option	150,000	November 21, 2018	0.120	0.120	0.090	November 21, 2023	510,000
Mario Stifano, Director	Option	100,000 150,000	May 23, 2018 November 21, 2018	0.23 0.12	0.23 0.12	0.09 0.09	May 23, 2023 November 21, 2023	250,000
Stephen H. Silbernagel, Director	Option	-	-	-	-	-	-	660,000



Eric H. Edwards, Director	Option	-	-	-	-	-	-	-
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**Notes:**

- (1) No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.
- (2) Generally, all options vest as to 25% on the day of grant and 25% each six-month period thereafter.

**Exercise of Compensation Securities by Directors and NEOs**

The following table sets out each exercise of compensation securities by each NEO and director by the Company or one of its subsidiaries in the financial year ended December 31, 2018.

Name and position	Type of compensation security	Number of underlying securities exercised (#)	Exercise price (\$)	Date of exercise	Closing price of security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Luquman A. Shaheen, Director	Option	300,000	0.060	February 22, 2018	0.240	0.180	54,000.00

**Employment, Consulting, Management Agreements**

As at December 31, 2018, the Company had the following Management and Consulting Agreements under which compensation was provided to its NEOs. During 2018, certain Executive Management and employees of the Company voluntarily agreed to a deferral of each of their salaries.

Agreement	Terms of Agreement
William A. Ansley President & Chief Executive Officer Employment Agreement Dated September 21, 2017	On September 21, 2017 the Company entered into an employment agreement with William Ansley. Mr. Ansley has been employed as President and Chief Executive Officer of the Company for an indefinite term. Pursuant to the terms of the employment agreement, Mr. Ansley receives an incremental salary dependent upon the achievement of certain Company milestones and received a grant of 1,000,000 incentive stock options. Mr. Ansley's starting salary began in mid-November 2017 at \$120,000 per annum, then upon accomplishing certain milestones based upon the Company's immediate business plans, as set out in the employment agreement, his salary will increase from \$120,000 to \$175,000, to \$200,000 and lastly to \$250,000 per annum. As at December 31, 2018 Mr. Ansley's salary was \$175,000. He is eligible and will be considered for an annual bonus and stock options to be determined at the sole discretion of the Company's directors. Under his employment agreement, Mr. Ansley is entitled to participate in the Company's benefit plans.
Ryan M. Webster Chief Financial Officer Consulting Agreement Dated June 1, 2018	On June 1, 2018, the Company entered into a consulting agreement with Webster Management Consultants Inc. ("WMC"), a company owned by Mr. Webster. Under the terms of the consulting agreement, WMC will provide the services of Mr. Webster to the Company as Chief Financial Officer. WMC receives an annual consulting fee of \$150,000 and received a grant of 750,000 incentive stock options. WMC is eligible and will be considered for an annual bonus and stock options to be determined at the sole discretion of the Company's directors. Under the consulting agreement, Mr. Webster is entitled to participate in the Company's benefit plans.

### **Termination and Change of Control Benefits**

Except as set out below, the Company has not entered into any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company, or a change in responsibilities of the director or officer following a change in control.

A "change of control" is defined as an acquisition by any person or group of persons acting jointly or in concert of direct or indirect beneficial ownership of securities representing 50% or more of the Company's voting securities; completion of a business combination which results in the Company's shareholders holding less than 50% of the voting securities of the resulting or successor corporation; or the current directors of the Company ceasing to represent a majority of the members of the Board as a result of a proxy solicitation other than by management.

Pursuant to the terms of the employment agreement between the Company and Mr. Ansley, Mr. Ansley is entitled to terminate his employment agreement upon 30 days' written notice to the Company. In the event the Company terminates his employment agreement for any reason other than cause and Mr. Ansley is entitled, at the time of termination, an amount equal the greater of (i) one time his salary if the Company's market capitalization is greater than \$10 million and less than \$25 million, or (ii) two times his salary if the market capitalization is greater than \$25 million, moreover, the Company's net cash position must be positive and additionally, an amount equal to 12 months of group health insurance and other benefit plan costs.

In the event of a "change of control" of the Company, Mr. Ansley is entitled to terminate his employment agreement upon 60 days' written notice to the Company. In the event the Company terminates his employment agreement for any reason other than cause, Mr. Ansley is entitled to an amount equal to two times his salary at the time of such termination; plus an amount equal to either (i) the aggregate of bonus received for each of the two most recent fiscal years completed prior to the termination, (ii) if a bonus has only been paid once, then two times that bonus, or (iii) if no bonus has been paid then 25% of his salary at the time of termination; and additionally, an amount equal to 12 months of group health insurance and other benefit plan costs; moreover all stock options shall vest at the date of termination and become exercisable until their natural expiry or in accordance with the 2010 Option Plan.

Pursuant to the terms of the Consulting agreement between LGP and WMC for the services of Ryan Webster as Chief Financial Officer, WMC is entitled to terminate its consulting agreement upon 30 days' written notice to LGP. LGP may terminate the consulting agreement for any reason other than cause, upon 30 days' written notice to WMC. WMC is entitled to a termination fee of \$50,000.

In the event of a "change of control" of the Company, if WMC's consulting agreement is terminated within 90 days of the change of control, it is entitled to receive one times the annual consulting fee. If WMC terminates the consulting agreement for any reason within 90 days following a change of control, it is entitled to receive this termination payment.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Company adopted the 2010 Option Plan to permit the Company to grant incentive stock options up to 10% of the issued and outstanding Common Shares to bona fide directors, officers, employees and consultants of the Company or its subsidiaries as represented by the Board (the "**Optionees**"). The 2010 Option Plan was originally approved by the Shareholders on September 20, 2010 and last approved on August 15, 2018 as required under the policies of the TSX.V., whereby the Company requires shareholder approval each year. See "*Particulars of Matters to be Acted Upon*" below regarding the re-approval of the 2010 Option Plan pursuant to the TSX.V policies.

The following table sets forth as at the year ended December 31, 2018 the number of securities authorized for issuance under the 2010 Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	10,162,500	\$0.15	2,038,486
Equity compensation plans not approved by security holders	Nil	Nil	Nil
<b>Total</b>	<b>10,162,500</b>	<b>\$0.14</b>	<b>2,038,486</b>

Note:

As at December 31, 2018, there were 10,162,500 options issued and outstanding under the 2010 Option Plan, representing 8.3% of the Company's issued and outstanding capital as of December 31, 2018.

**Stock Option Grant Process**

Grants of stock options are made pursuant to the Company's 2010 Option Plan. The Company's directors are responsible for reviewing and approving all individual stock option grants, which are typically made upon the commencement of employment by a new Optionee and annually thereafter.

The following is a summary of the material terms of the Plan and is qualified in its entirety by the full text of the amended and restated Plan attached as Schedule "C" to the 2015 Management Information Circular, filed on April 29, 2015 and available at [www.sedar.com](http://www.sedar.com) or may be obtained upon request from the Company at 1413 – 181 University Avenue, Toronto, ON M5H 3M7. The 2010 Option Plan authorizes the Board to grant stock options to the Optionees on the following terms:

1. The maximum number of Common Shares of the Company which may be issued pursuant to stock options granted under the 2010 Option Plan, unless otherwise approved by Shareholders, is 10% of the issued and outstanding Common Shares at the time of the grant. Any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the 2010 Option Plan, and any exercises of stock options will make new grants available under the 2010 Option Plan.
2. The aggregate number of issued and outstanding Common Shares reserved for issuance pursuant to all options granted to any one Optionee shall not exceed 5% of the number of issued and outstanding Common Shares outstanding on a non-diluted basis at the time of such grant. In addition, the issuance to any one insider and such insider's associates, within a one-year period, of issued and outstanding Common Shares on the exercise of options may not exceed 5% of the issued and outstanding Common Shares, and the number of issued and outstanding Common Shares which may be reserved for issuance under the 2010 Option Plan and under any other security based compensation arrangements of the Company to all insiders and insiders' associates shall not exceed 10% of the issued and outstanding Common Shares. Notwithstanding any other provision of the 2010 Option Plan, the number of issued and outstanding Common Shares which may be issued within any one-year period pursuant to the 2010 Option Plan and all other security-based compensation arrangements of the Company to insiders of the Company, or such insiders' affiliates shall not exceed 10% of the issued and outstanding Common Shares.

Furthermore, any one consultant within a one-year period shall not exceed 2% of the issued and outstanding Common Shares at the time of grant and the number of Common Shares which may be reserved for issuance under the Plan and under any other security based compensation arrangements of the Company to any one Consultant shall not exceed 2% of the issued and outstanding Common Shares; and all Optionees performing investor relations activities within a one-year period, may not in the aggregate exceed 2% of the issued and outstanding Common Shares, and the number of Common Shares which may be reserved for issuance under the Plan and under any other security based compensation arrangements of the Company shall not exceed, in the aggregate, 2% of the issued and outstanding Common Shares.

3. The Board shall fix the option price per Common Share which shall not be less than the closing market price of the Common Shares on the TSX.V one trading day prior to the effective date on which the option is granted by the Board

and if there is no sale on such trading day, then the last closing market price on the TSX.V prior to the effective date on which the option is granted.

4. The term of an option shall not be less than one year and not more than ten years from the date of grant, subject to the other terms of the 2010 Option Plan.
5. The Board shall determine at the time of granting an option to an Optionee pursuant to the Plan the maximum number of Common Shares that may be exercised by such Optionee in each year during the term of the option. Subject, however, to the restriction that any options granted to an Optionee performing investor relations activities shall vest over a minimum of a one-year period and no more than one-quarter (1/4) of such options may vest in any three (3) month period. Notwithstanding the foregoing, any unvested options shall vest immediately on the date that is one business day prior to the date on which the Sale provided for in such agreement is completed, or, in the case of a Take-over Bid (as defined in the *Securities Act* (British Columbia)) having been made, one business day prior to the date on which the Common Shares shall have been taken up by the offeror, or in either case on such other date as may be set by resolution of the Board. "**Sale**" means the sale of all or substantially all of the assets of the Company as an entirety or substantially as an entirety to any person or entity (other than a wholly-owned subsidiary of the Company) under circumstances such that, following the completion of such sale, the Company will cease to carry on an active business, either directly or indirectly through one or more subsidiaries.
6. Where an option expires during a Black-Out Period or during the ten business days following the end of the Black-Out Period, the term of such option shall be extended to the date that is the tenth business day following the end of such Black-Out Period. "**Black-Out Period**" means the period during which designated employees of the Company cannot trade the Common Shares pursuant to the Company's policy respecting restrictions on employee trading which is in effect at that time (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Company or in respect of an insider, that insider, is subject).
7. In the event of the death of an Optionee while in the employment, or as a director or officer, of the Company or a subsidiary of the Company prior to 5:00 p.m. (Vancouver time) on the expiry date of the option (the "**Expiry Date**"), the option may be exercised by the legal representatives of such Optionee at any time up to and including, but not after, 5:00 p.m. (Vancouver time) on the date which is the first anniversary of the date of death of such Optionee or the Expiry Date, whichever is the earlier, after which the option shall in all respects cease and terminate and be of no further force or effect whatsoever.
8. In the event of: (i) the removal of an Optionee as a director of the Company or a subsidiary of the Company other than in the event of death of the Optionee, such that the Optionee is no longer an Eligible Participant; or (ii) the discharge of an Optionee as an officer or employee of the Company or a subsidiary of the Company for Cause (as such term is defined in the 2010 Option Plan), in each such case all options granted to such Optionee under the 2010 Option Plan shall in all respects forthwith cease and terminate and be of no further force or effect whatsoever, upon notice of such removal or discharge being given by the Company or subsidiary of the Company to such Optionee. "**Eligible Participants**" means such bona fide directors, officers, employees and consultants of the Company or its subsidiaries as represented by the Board, which shall from time to time be determined in its sole discretion.
9. In the event of termination of employment of an Optionee by the Company or a subsidiary of the Company other than in the circumstances referred in paragraphs (7) and (8), above, such that the Optionee is no longer an Eligible Participant, such Optionee may exercise each vested option then held by such Optionee under the 2010 Option Plan to the extent that such Optionee was entitled to do so at the time of such termination of employment, at any time up to and including, but not after, 5:00 p.m. (Pacific time) on the ninetieth (90) day (or such later day as the Board in its sole discretion may determine) following the effective date of termination of employment, or the Expiry Date, whichever is earlier, after which the option shall in all respects cease and terminate and be of no further force or effect whatsoever.
10. Each option granted under the 2010 Option Plan is non-assignable and non-transferable by the Optionee.

As at April 17, 2019, there were 10,333,750 options issued and outstanding under the 2010 Option Plan representing 7.0% of the Company's issued and outstanding Common Shares.

Based upon the Company's issued and outstanding Common Shares and the number of outstanding stock options as at April 17, 2019, the Company can issue stock options exercisable to purchase an additional 4,688,436 Common Shares under the 2010

Option Plan, representing 3.0% of the Company's issued and outstanding share capital as at April 17, 2019. Additional options may be granted as additional Common Shares are issued by the Company.

Under the 2010 Option Plan, the CEO makes recommendations to the Board regarding individual stock option awards for all recipients including grants that are awarded outside the annual compensation deliberation process for such things as promotions or new hires. The Board reviews the appropriateness of the stock option grant recommended by the CEO. The CEO does not engage in discussions with the Board regarding his own stock option grants.

#### **Plan Amendments**

The Board may amend, vary or discontinue the 2010 Option Plan, provided that any such amendment, variance or discontinuance will not become effective unless and until approved by the Shareholders as required by applicable regulatory authorities. The Board shall have the power and authority to approve amendments relating to the 2010 Option Plan without further approval of the Shareholders, to the extent that such amendments relate to, among other things:

- (a) the provisions of a "housekeeping" or "clerical" nature;
- (b) the vesting provisions of the 2010 Option Plan or any option under the 2010 Option Plan;
- (c) the early termination provisions of the 2010 Option Plan or any option granted under the 2010 Option Plan (provided that the change does not entail an extension beyond the original expiry date of such option);
- (d) any adjustments in event of change in structure of capital/change of control;
- (e) any addition to or deletion or alteration of the provisions of the 2010 Option Plan that are reasonably necessary to allow participants to receive fair and favourable tax treatment under relevant tax legislation;
- (f) the mechanics of exercise of the options, such as changing the form to be used to give notice of exercise and the person to whom the notice of exercise is to be directed; and
- (g) any other amendment, whether fundamental or otherwise, not requiring Shareholder approval under applicable laws.

Pursuant to the policies of the TSX.V, listed companies must obtain approval of both the TSX.V and a majority of its Shareholders to adopt or renew a stock option plan and moreover, disinterested Shareholder approval for: (i) a reduction in the exercise price or an extension of the term of any option issued under the 2010 Option Plan benefiting an insider of the Company; (ii) any amendment to remove or to exceed the insider or individual participation limit under the 2010 Option Plan; (iii) an increase to the maximum number of options issuable, either as a fixed number or a fixed percentage of the Company's outstanding Common Shares; and (iv) any amendments to the amending provisions of the 2010 Option Plan.

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

As at the date of this Circular, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals 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 Company or any of its subsidiaries.

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

Except as set forth below, no director, senior officer or associate of a director or senior officer nor, to the best knowledge of the directors or senior officers of the Company after having made reasonable inquiry, any person or Corporation who beneficially owns, directly or indirectly, voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company outstanding at the date hereof, or any associate or affiliate thereof, has any interest in any material contracts to which the Company is a party.

The following material transactions occurred with informed persons during the fiscal year ended December 31, 2018. All related party transactions are detailed in the Company's Management Discussion & Analysis for the year ended December 31, 2018, which has been filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

- (a) On June 1, 2018 the Company entered into a consulting agreement with Webster management Consultants Inc. a company owned by Ryan Webster to provide the services of Mr. Webster as Chief Financial Officer of the Company.
- (b) Pursuant to the October 2015 employment termination of a former President and Chief Executive Officer, the Company entered into a settlement agreement with Mr. Edwards, a former director, of which \$275,000 was paid in April 2018 and an addition \$275,000 was to be paid in April 2019. Subsequent to December 31, 2018 the Company restructured the settlement agreement to a cash payment of \$27,500 to be paid in April 2019 and a \$247,500 long-term note, conditionally payable based on achieving future production thresholds at the Invicta Gold Project.
- (c) As at December 31, 2018, \$62,000 was payable to an officer, director and a company controlled by a related party for services rendered during the year.
- (d) During the year ended December 31, 2018, the Company paid certain officers and directors and/or companies controlled by them or a related party, \$32,400 in fiscal 2018 interest payments related to the Company's bridge loans, and a further \$32,400 was payable as at December 31, 2018. The Company's directors' and officers' bridge loan holdings comprise all \$90,000 of Bridge Loan #2 and all \$450,000 of Bridge Loan #3.
- (e) During the year ended December 31, 2018 the Company paid companies controlled by Gordon Ellis, \$61,000 (including \$4,900 of interest) as full and complete payment of advances made in 2017.

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

No person who was a director or senior officer of the Company at any time since the beginning of the Company's last completed financial year, no person who is a proposed nominee for election as a director of the Company and no associate or affiliate of any such director, senior officer or proposed nominee has any material interest, direct or indirect, in any matter to be acted upon at the Meeting other than the election of directors.

#### **CORPORATE GOVERNANCE DISCLOSURE**

The Board, as a whole, is responsible for reviewing the overall governance principles of the Company and is responsible for any governance issues that may arise. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* requires each reporting Issuer to disclose its corporate governance practices on an annual basis. See attached Schedule "B" - "*Statement of Corporate Governance Practices*".

#### **APPOINTMENT AND REMUNERATION OF AUDITOR**

Shareholders will be asked to approve the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor of the Company to hold office until the next annual general meeting of the shareholders at remuneration to be fixed by the directors. Each holder of Common Shares will be entitled to cast their votes for, or withhold their votes from, the appointment of the PricewaterhouseCoopers. **The persons named in the enclosed form of proxy will vote FOR the appointment of PricewaterhouseCoopers LLP., Chartered Professional Accountants, of 18 York Street, Suite 2600, Toronto, Ontario, M5J 0B2, as the Company's auditor to hold office until the next annual general meeting of the Shareholders, at a remuneration to be fixed by the directors.**

PricewaterhouseCoopers LLP, has served as the Company' auditor since 2010.

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

##### ***Re-Approval of the 2010 Incentive Stock Option Plan, as amended June 14, 2015***

The 2010 Option Plan was originally approved by the Shareholders on September 20, 2010 and last approved on September 12, 2017. As set out under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans*" the maximum number of Common Shares that may be reserved for issuance under the 2010 Option Plan at any point in time is 10% of the total number of issued and outstanding Common Shares of the Company at the time the Common Shares are reserved for issuance pursuant to a grant of options under the 2010 Option Plan. As at June 18, 2018 there were options outstanding to purchase an aggregate of 10,280,000 Common Shares, representing approximately 8.4% of the current issued and outstanding Common Shares.

The policies of the TSXV requires that the 2010 Option Plan be submitted to Shareholders for re-approval every year. Effective February 17, 2015 the Company's Common Shares delisted from the Toronto Stock Exchange and commenced trading on the TSX.V February 18, 2015. As a result, the Company incorporated significant changes to the 2010 Option Plan which was approved by the Company's Shareholders at the 2015 annual general meeting. Hence, the 2010 Option plan remains the same and no further modifications have been made to the plan since that 2015 annual general meeting.

The 2010 Option Plan is described in more detail above under the heading "*Securities Authorized for Issuance Under Equity Compensation Plans*".

If the 2010 Option Plan is not approved at the Meeting, the Company will not be able to grant further options and all previously granted options will not be available for re-allocation if the options are cancelled prior to exercise. All previously allocated options will continue unaffected.

Accordingly, at the Meeting, Shareholders will be asked to consider, and if thought fit, approve with or without variation, an ordinary resolution in substantially the following form.

**UPON MOTION IT WAS RESOLVED THAT:**

1. the 2010 Option Plan, as amended on June 14, 2015, subject to review and acceptance by the TSX Venture Exchange, is hereby approved;
2. any director or officer of the Company be and is hereby authorized to do such things and to sign, execute and deliver all documents that such director and officer may, in their discretion, determine to be necessary in order to give full effect to the intent and purpose of this resolution.

**The Board unanimously recommends that Shareholders vote in favour of the above resolution re-approving 2010 Option Plan, as amended June 14, 2015. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the 2010 Option Plan, as amended June 14, 2015.**

**ADDITIONAL INFORMATION**

Additional information relating to the Company is on the SEDAR website at [www.sedar.com](http://www.sedar.com) under Lupaka's profile. Financial information is provided in the Company's audited consolidated financial statements and related management's discussion and analysis for its most recently completed financial year are filed and available on SEDAR or on the Company's website at [www.lupakagold.com](http://www.lupakagold.com).

Shareholders may request copies of the Company's audited consolidated financial statements and management's discussion and analysis by contacting the Company at 416-862-5257 or by emailing [info@lupakagold.com](mailto:info@lupakagold.com).

## **OTHER MATTERS**

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter with the best judgement of the person or persons voting the proxy.

## **APPROVAL AND SIGNATURE**

The contents of this Circular and the sending of it to each shareholder entitled to receive the Notice of Meeting, to each director of the Company, to the auditor of the Company, and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Company.

### **ON BEHALF OF THE BOARD**

/s/ Gordon L. Ellis  
Gordon L. Ellis  
Chair of the Board



**LUPAKA GOLD CORP.**  
**AUDIT COMMITTEE CHARTER**

I. Purpose

The purpose of the Audit Committee (the "Committee") is to assist the Board of Directors of the Company (the "Board") in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to the shareholders and others, identifying and monitoring the management of the principal risks that could impact the financial reports of the Company, reviewing the systems of corporate controls which management and the Board have established, and monitoring auditor independence and the audit process. The Committee is directly responsible for overseeing the work of the external auditors. The Committee also provides an avenue of communication among the external auditor, management and the Board.

More specifically the purpose of the Committee is to satisfy itself that:

- A. The Company's annual consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company and are suitable to recommend to the Board for its approval.
- B. The financial information contained in the Company's quarterly financial statements, Annual Report and other financial publications such as Management's Discussion and Analysis, the Annual Information Form and financial information contained in any other material disclosure document, is fairly presented in all material respects and is suitable to recommend to the Board for its approval.
- C. The Company has appropriate systems of internal control over the safeguarding of assets and financial reporting to ensure compliance with legal and regulatory requirements. This would include appropriate disclosure controls and procedures that enable financial information to be recorded, processed, summarized and reported within the time periods required by law.
- D. The external auditor is independent and qualified; the external audit function has been effectively carried out; and, any matter which the external auditors wish to bring to the attention of the Board has been addressed. The Committee will also recommend to the Board the re-appointment or appointment of auditors and their remuneration.

II. Composition and Terms of Office

- A. Following each annual meeting of shareholders of the Company, the Board shall appoint not less than two members and if there are three or more independent directors then at least three members to the Committee. Each member of the Committee shall be independent<sup>1</sup>.
- B. All members shall be financially literate, (as defined by applicable legislation). At least one member shall have accounting or related financial management expertise and, if required by applicable legislation, at least one member shall be a financial expert.
- C. The Committee Chair shall be appointed by the Board.

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<sup>1</sup> A director is **independent** if he or she would be independent for the purposes of (i) Canadian Securities Administrators Multilateral Instrument 52-110 – Audit Committees; and (ii) any other applicable legislation or policy.

- D. Any Committee member may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Company. Each member shall hold office until the close of the next annual meeting of shareholders of the Company or until the member resigns or is replaced, whichever first occurs.
- E. The Committee Chair shall, in consultation with the Committee members, determine the schedule and frequency of meetings, provided that the Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any Committee member, the Board or by the external auditors.
- F. A quorum for the transaction of business at all meetings of the Committee shall be a majority of the appointed members. Resolutions arising at any meeting shall be passed by a majority of votes of the members present, and in case of an equality of votes the Chair does not have a second or casting vote.
- G. The Committee may invite any person it sees fit to attend meetings and assist in the discussion and consideration of the business of the Committee, but without voting rights.
- H. The Committee may retain, at the Company's expense, outside consultants or advisors to assist the Committee in the performance of its duties when it considers this action necessary or advisable.
- I. The Committee will meet regularly with management and the external auditors in separate sessions.
- J. The Committee shall meet in camera, without management present, at the end of each regularly scheduled Committee meeting.
- K. The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in the books kept for that purpose, and shall report on its activities to the Board at such times as the Board may require, but no later than the next meeting of the Board.
- L. Information reviewed by the Committee will be available for examination by any director upon request to the Corporate Secretary of the Company.

### III. Duties and Responsibilities

#### A. Audit Committee Charter

The Committee shall review and assess the adequacy of its Audit Committee Charter at least annually and submit any changes to the Board for approval.

#### B. Financial Reporting Control Systems

The Committee shall:

- (i) satisfy itself that the Company's disclosure controls and internal controls are adequate, and that the related CEO and CFO certifications, including discussion of any significant changes or deficiencies in such controls, are appropriately given;
- (ii) review the management letter of the external auditors and the Company's responses to suggestions made;
- (iii) review (prior to hiring in the case of the CFO or the Controller) any new appointments to senior positions with financial reporting responsibilities; and
- (iv) review, in consultation with management, significant financial risks and the steps management has taken to monitor, control, and report such risks and review any significant recommendations prepared by the external auditors, together with management's responses.

#### C. Interim Financial Statements

The Committee shall:

- (i) review interim financial statements with Company officers prior to their release and recommend their approval to the Board; this will include a detailed review of quarterly and year-to-date results and management's discussion and analysis; and
- (ii) review narrative comments and associated press releases accompanying interim financial statements.

D. Annual Financial Statements and Other Financial Information

The Committee shall:

- (i) review any changes in accounting policies or financial reporting requirements that may affect the current year's financial statements;
- (ii) obtain summaries of significant issues regarding accounting principles, practices and significant management estimates and judgments, and other potentially difficult matters whose treatment in the annual financial statements merits advance consideration;
- (iii) obtain draft annual financial statements in advance of the Committee meeting and assess, on a preliminary basis, the reasonableness of the financial statements in light of information provided by the Company officers;
- (iv) review and discuss reports from external auditors on:
  - (a) all critical accounting policies and practices to be used;
  - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
  - (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences; and
  - (d) the external auditors attestation of management's internal control report if required by applicable law.
- (v) review disclosures made to the Committee by the CEO and CFO during their certification process for any statutory documents about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls;
- (vi) review with management, including the CEO and CFO, management's internal control report required to be included in any statutory document;
- (vii) review and investigate complaints and confidential submissions to the Company or the Committee regarding internal controls or questionable accounting or auditing matters;
- (viii) review a summary provided by the Company's legal counsel of the status of any material pending or threatened litigation, claims and assessments;
- (ix) review and discuss the annual financial statements and the auditors' report thereon with the Company's officers and the auditors;
- (x) review financial information contained in the Annual Report and other public information documents and any related press releases, prior to their release;
- (xi) provide to the Board a recommendation as to whether the annual financial statements should be approved;
- (xii) ensure that appropriate disclosure controls and procedures are in place and annually assess the adequacy of such procedures; and

- (xiii) review the Company's various sources of risk and management's plans to mitigate such risk including insurance, hedging, etc.

E. External Audit Terms of Reference, Reports, Planning and Appointment

The external auditor shall report directly to the Committee. The Committee shall:

- (i) review the audit plan with the external auditors and oversee the work of the external auditors in preparing and issuing the auditors' report and performing other audit, review or attest services for the Company;
- (ii) annually review and discuss with the external auditors all significant relationships they have with the Company that could impair the external auditors' independence;
- (iii) discuss with the external auditors, without management present, matters affecting the conduct of their audit and other corporate matters;
- (iv) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles;
- (v) recommend to the Board each year the retention or replacement of the external auditors; if there is a plan to change auditors, review all issues related to the change and the steps planned for an orderly transition;
- (vi) annually review and recommend for approval to the Board the terms of engagement and the remuneration of the external auditors;
- (vii) pre-approve all non-audit services to be performed by the external auditors that are not prohibited by law (unless such approval is not required by applicable law);
- (viii) ensure the rotation of the lead or coordinating audit partner having primary responsibility for the audit as required by law; and
- (ix) review the Company's hiring policies regarding employees and former employees of the Company's present and former external auditors who may be hired by the Company to perform financial functions.

F. Whistleblower Policy

The Committee shall establish procedures for:

- (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters; and
- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding fraudulent or dishonest use of the Company's resources or questionable accounting or auditing matters.

G. Material Disclosure Documents

The Committee shall review any financial information within any prospectus, information circular or other material disclosure documents prior to their release and recommend to the Board whether these materials should be approved.

H. Other

The Committee shall:

- (i) keep themselves current with industry trends and developments in accounting practices.
- (ii) have such other powers and duties as delegated to it by the Board.

Reviewed by the Audit Committee on the 6<sup>th</sup> day of November, 2014.  
Approved by the Board of Directors on the 6<sup>th</sup> Day of November, 2014.

LUPAKA GOLD CORP.  
STATEMENT OF CORPORATE GOVERNANCE PRACTICES  
April 17, 2019

**General**

The Board is responsible for managing or supervising the management of the business and affairs of the Company. Executive Management is responsible for the day-to-day conduct of the business. The Board's objective is to preserve and enhance corporate value. In performing its functions, the Board will act honestly and in good faith with a view to the best interests of the Company.

The Board believes that effective corporate governance contributes to improved corporate performance and enhanced shareholder value. The Company's corporate governance practices are reviewed by the Board. Given the reduced activity of the Company, on November 13, 2015 the Company dissolved the Governance and Nominating Committee and the Compensation Committee and revoked each of their charters. The Board as a whole has resumed responsibility once conducted by these two Committees. The Board has the responsibility of identifying, recruiting and appointing directors to the Board. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") requires the Company to disclose its corporate governance practices on an annual basis by providing in the information circular the disclosure required by Form 58-101F2. The following describes the Company's current corporate governance practices.

**Board of Directors**

The Board is currently comprised of six (6) directors, the majority of whom are "independent" directors within the meaning of NI 58-101. A director is "independent" if he is independent of management and has no direct or indirect material relationship with the Company which could, in the view of the Board, be reasonably expected to interfere with the exercise of the member's independent judgment.

The Board has considered the relationship of each director to the Company. At the date of this Circular, two of the Company's directors are not considered to be independent for the purposes of NI 58-101. Messrs. Ellis and Ansley are not considered to be independent because of their current or previous management positions with the Company. Messrs. Keevil, Shaheen, Pareja and Stifano are all independent directors.

Effective October 2015, the position of the Chair and the Chief Executive Officer were held by the same individual, being Mr. Gordon Ellis. Consequently, in November 2015 the independent directors appointed Norman Keevil as the lead independent director ("Lead Director") to facilitate the functions of the Board of Directors independently of management and provide Board effectiveness. In September 2017, Mr. Ansley was appointed as Chief Executive Officer, therefore the Board no longer felt a lead director was necessary, hence Mr. Keevil resigned.

Although Messrs. Ellis and Ansley are not considered to be independent within the meaning of NI 58-101, the Board has instituted a practice, whereby at the conclusion of each regularly scheduled board or committee meeting, the Company's independent directors, at their discretion hold an in-camera session at which non-independent directors and management are not in attendance.

**Other Directorships**

In addition to their positions on the Board, the following directors also serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Reporting Issuer(s) or Equivalent(s)
Gordon L. Ellis	United States Commodity Funds, LLC <sup>(1) (2)</sup>
Norman B. Keevil	Teck Resources Limited <sup>(1) (3)</sup>
Luquman A. Shaheen	Panoro Minerals Ltd. <sup>(4)</sup>

**Notes:**

- (1) Listed on the New York Stock Exchange.
- (2) United States Commodity Funds, LLC is the general partner of each of United States Oil Fund, LP, United States Natural Gas Fund, LP, United States 12 Month Oil Fund, LP, United States Gasoline Fund, LP, United States Heating Oil Fund, LP, United States Short Oil Fund, LP, United States 12 Month Natural Gas Fund, LP, United States Brent Oil Fund, LP, United States Commodity Index Funds Trust and United States Commodity Funds Trust I, which are all listed on the New York Stock Exchange.
- (3) Listed on the TSX.
- (4) Listed on the TSX.V.

**Orientation and Continuing Education**

New directors are provided with details of the Company’s organizational structure, the structure of the Board, compliance requirements for directors, company policies, the Articles of the Company, technical reports, strategic objectives and the Company’s budget so as to familiarize themselves with the Company and its subsidiaries. They also meet with the directors and Executive Management to learn of the operations and activities of the Company.

On an ongoing basis, presentations are made to the Board on various aspects of the Company’s operations. Board members are encouraged to communicate with Executive Management, the auditors and legal counsel. Directors can also access financial information, management and engage technical experts and consultants. The Audit Committee Charter mandates the members to keep themselves current with industry trends and developments, and to attend related industry seminars. Directors attend conferences and seminars relevant to their particular professional expertise.

**Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation, the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interest of the Company.

If a director or executive officer has an interest in any transaction or agreement before the Board, the interested directors or executive officers must abstain from voting on such issues and the discussion of such topics. Each director must disclose all actual or potential conflicts of interest to the Board or the Audit Committee

The Board has adopted a written Code of Conduct (the “Code”) for its directors, officers and employees (permanent or temporary), agents, contractors and consultants. The Board requires each officer and director to certify their agreement and compliance with the Code on an annual basis. A copy of the Code may be obtained by written request to the Company’s offices located at 1413 – 181 University Ave., Toronto, Ontario V5H 3M7 or can be viewed either on the Company’s website at [www.lupakagold.com](http://www.lupakagold.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board has instructed management to bring any breaches of the Code to the attention of the Audit Committee and the Board. The Company has adopted a Whistleblower Policy which allows its directors, officers and employees who feel that a violation of the Code has occurred, or who have concerns regarding financial statements disclosure issues, accounting, or internal controls, to report such violations or concerns on a confidential and anonymous basis directly to the attention of the chair of the Audit Committee either by mail c/o the Company or by email directly to the chair of the Audit Committee.

The Board has also adopted the Company’s disclosure policy that covers the accurate and timely communication of all material information.

### ***Nominations of Directors***

The Board as a whole are responsible for proposing new nominees to the Board. The Candidate may be identified by management, directors, or through the retention of advisors or other referral sources. This Board is responsible for identifying required competencies, skills, time commitment and resources of potential directors and in making such recommendations, shall consider the diversity, skills, experience, background, gender and geographic representation of the members, as a whole.

### ***Compensation***

For the Compensation of directors, the Company does not have any arrangements, standard or otherwise, for their services as directors except for the granting of incentive stock options from time to time in accordance with the 2010 Option Plan. For a discussion of the process by which the Board determines the compensation of its Named Executive Officers see "*Compensation Discussion and Analysis*" above.

### ***Policies Regarding the Representation of Women on the Board***

The Board has not adopted a written policy relating to the identification and nomination of women directors or executive officers or set specific minimum targets for board or executive officer composition at this time. The Board believes that each potential nominee should be evaluated based on his or her individual merits and experience, taking in to account the needs of the Company and the current composition of the Board and management team, including the current level of representation of women in such position. There are currently no female directors, one officer of the Company is female.

### ***Assessments***

The Board conducts informal internal annual assessments of the Board's effectiveness, including the Audit Committee and individual directors. As part of these assessments, the Board and the Audit Committee compare their performance to their role and responsibilities as set out in their respective mandate or charter. From time to time, the Board and Audit Committee review and assess their performance using a written questionnaire.

### ***Director Term Limits and Other Mechanisms***

The Board as a whole reviews each director's continuation on the Board annually and periodically considers whether term limits should be established for directors. The board believes that the imposition of term limits for directors discounts the value of experience and continuity on our board. Although the notional objective of term limits is to encourage board renewal and introduce new perspectives and skill sets, the board believes that it can achieve the right balance of these goals and board continuity without mandated term limits.

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