

# **Gitennes** Exploration Inc.

## **Notice of Annual General Meeting of Shareholders & Management Information Circular**

to be held on September 17<sup>th</sup>, 2021 at 2:00 PM (Vancouver Time)

Meeting to be held at 1170 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1

August 13<sup>th</sup>, 2021



**GITENNES EXPLORATION INC.**  
**NOTICE OF ANNUAL GENERAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of shareholders of Gitennes Exploration Inc. (the “**Company**”) will be held at 1170 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1, on September 17<sup>th</sup>, 2021, at the hour of 2:00 PM (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2020, and the accompanying report of the auditors;
2. to set the number of directors of the Company at four (4);
3. to elect the directors of the Company;
4. to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as the auditors of the Company for the fiscal year ending December 31, 2021 and to authorize the directors of the Company to fix their remuneration;
5. to consider and, if thought fit, to pass an ordinary resolution to approve the Company’s stock option plan; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

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

The Company’s Board of Directors has fixed August 13<sup>th</sup>, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying information circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., in accordance with the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and 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 (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 13<sup>th</sup> day of August 2021.

By Order of the Board of Directors of  
GITENNES EXPLORATION INC.

“Ken Booth”

President & Chief Executive Officer

## Solicitation of Proxies

**THIS INFORMATION CIRCULAR (THE "CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF GITENNES EXPLORATION INC. (THE "CORPORATION") OF PROXIES TO BE USED AT THE ANNUAL GENERAL MEETING (THE "MEETING") OF SHAREHOLDERS OF THE CORPORATION TO BE HELD AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ENCLOSED NOTICE OF MEETING.** It is expected that the solicitation will be primarily by mail but proxies may also be solicited personally by regular employees of the Corporation at nominal cost. The cost of solicitation by management will be borne directly by the Corporation.

## Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are either officers or directors of the Corporation. **A shareholder desiring to appoint some other person to represent him at the Meeting may do so either by inserting such person's name in the blank space provided in that form of proxy or by completing another proper form of proxy.** An instrument of proxy will only be valid if it is completed and delivered to the office of the registrar and transfer agent indicated on the enclosed envelope not later than 2:00 PM (Vancouver time) on September 15, 2021 (excluding Saturdays and holidays) or, if the Meeting is adjourned, not later than 11:00 a.m. (Vancouver time) on the second business day preceding the date of the adjourned Meeting or delivered to the Chairman of the Meeting on the day of the Meeting or adjournment thereof.

A proxy given pursuant to this solicitation may be revoked by instrument in writing, including another proxy bearing a later date, executed by the shareholder or by his attorney authorized in writing, and deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of such Meeting on the day of the Meeting, or adjournment thereof.

## Voting of Proxies

Shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy will be voted for each of the matters to be voted on by shareholders as described herein or withheld from voting or voted against if so indicated on the form of 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, or other matters which may properly come before the Meeting.** At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

## Voting By Non-Registered Shareholders

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares (as hereinafter defined) owned by a person (a "non-registered owner") are registered either (a) in the name of an intermediary (an "Intermediary") that the non-registered owner deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Circular and the accompanying notice of Meeting together with the form of proxy (collectively, the "Meeting Materials") (i) directly to non-registered owners who have advised their Intermediary that they do not object to the Intermediary providing their ownership information to issuers whose securities they beneficially own ("Non-Objecting Beneficial Owners" or "NOBOs"), and (ii) to the clearing agencies and Intermediaries for onward distribution to non-registered owners who have advised their Intermediary that they object to the Intermediary providing their ownership information ("Objecting Beneficial Owners" or "OBOs").

The Corporation is not relying on the notice and access delivery procedures outlined in National Instrument 54-101 to distribute copies of the Meeting Materials in connection with the Meeting.

Intermediaries are required to forward the Meeting Materials to OBOs unless an OBO has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to OBOs. The Corporation will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive the Meeting Materials) copies of the Meeting Materials. Accordingly, an OBO will not receive copies of the Meeting Material unless the OBO's Intermediary assumes the costs of delivery. Generally, OBOs who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the Objecting Beneficial Owner but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered owner when submitting the proxy. In this case, the Objecting Beneficial Owner who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified; or
- (b) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Objecting Beneficial Owner and returned to the Intermediary or its service company, will constitute voting instructions (often called a "Voting Instruction Form") which the Intermediary must follow. Typically, the non-registered owner will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the non-registered owner must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its services company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered owners to direct the voting of the Common Shares they beneficially own. Should a non-registered owner who receives either form of proxy wish to vote at the Meeting in person, the non-registered owner should strike out the persons named in the form of proxy and insert the non-registered owner's name in the blank space provided. Non-registered owners should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.

#### **Distribution of Securityholder Materials to Non-Objecting Beneficial Owners**

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

#### **Voting Securities and Principal Holders Thereof**

The authorized capital of the Corporation consists of an unlimited number of common shares ("Common Shares"). As of August 13, 2021, the Corporation had **41,836,289** issued and outstanding Common Shares. The Corporation shall make a list of all persons who are registered holders of Common Shares as of August 13, 2021 (the "Record Date") and the number of Common Shares registered in the name of each person on that date. Each shareholder, or his duly appointed proxy, is entitled to one vote for each Common Share registered in his name as it appears on the list except to the extent that such shareholder has transferred any of his shares after the Record Date and the transferee of those shares produces properly endorsed share certificates or otherwise establishes that he owns the shares and demands, not later than ten days before the Meeting, that his name be included in the list. In such case the transferee is entitled to vote his shares at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, as of the date hereof, there is no person who beneficially owns, directly or indirectly, or exercises control or direction over securities carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Corporation entitled to be voted at the Meeting.

#### Interest of Certain Persons in Matters to be Acted Upon

No person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year or any associate of any such director or executive officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as disclosed in the Circular.

#### MATTERS TO BE ACTED UPON

##### Election of Directors

At the Meeting, shareholders will be asked to elect four directors. The following table provides the names of the four persons (the "Nominees") nominated by management for election as directors and information concerning them. The persons named in the enclosed form of proxy intend to vote for the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director. Each director elected will hold office until his successor is elected at the next annual meeting of the Corporation, or until his successor is elected or appointed unless his office is earlier vacated in accordance with the by-laws of the Corporation.

Name & Municipality of Residence	Office	Director Since	Present Occupation if Different from Office Held	Shares Beneficially Owned or Over Which Control is Exercised <sup>(1)</sup>
Stuart Ross <sup>(2)(3)</sup> Nanaimo, BC	Director	2012	Businessman	Nil
Ken Booth <sup>(2)</sup> Halifax, NS	President and Director	2000	Financial Consultant	1,183,950
G. Robert Matthews <sup>(2)(3)</sup> Vancouver, BC	Director	2012	Businessman	59,800
Jesse Grady Takatna, Alaska	Director	2017	Geologist	1,000

(1) The information as to shares beneficially owned or over which they exercise control or direction not being within the knowledge of the Corporation has been furnished by the respective nominees individually.

(2) Member of the Audit Committee.

(3) Member of the Compensation Committee

Each of the Nominees has been previously elected as a director of the Corporation at a meeting of shareholders. If any of the above Nominees is for any reason unavailable to serve as a director, proxies in favour of management will be voted for another nominee in their discretion unless the shareholder has specified in the proxy that his shares are to be withheld from voting in the election of directors.

To the knowledge of the Corporation, no director of the Corporation is, or has been in the last 10 years, (a) a director, chief executive officer or chief financial officer of a company that (i) while that person was acting in that capacity, was the subject of a cease trade order or similar order (including a management cease trade order) or an order that denied the issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days, or (ii) after that person ceased to act in that capacity, was subject of a cease trade or similar order or an order that denied the issuer access to any exemption under Canadian securities legislation, for a period of more than 30 consecutive days which resulted from an event that occurred while that person acted in such capacity, or (b) a director or executive officer of a company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to

or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) 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 its assets.

Ken Booth is a director of Angkor Resources Corp., Heliostar Metals Ltd., San Lorenzo Gold Corp. and Lithium Chile Inc.

Stu Ross is a director of New Energy Metals Corp, Cirrus Gold Corp., Cobra Venture Corporation, and Canadian Spirit Resource Inc.

### **Appointment of Auditors**

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of PricewaterhouseCoopers LLP, Chartered Accountants and its predecessors as auditors of the Corporation for the 2019 fiscal year and to authorize the directors to fix their remuneration. PricewaterhouseCoopers LLP and its predecessors have been the auditors of the Corporation since 1993.

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

The Corporation originally adopted a stock option plan (the "Stock Option Plan") in 1998. The Stock Option Plan has been amended periodically. On May 12, 2008, the directors of the Corporation approved an amendment of the Stock Option Plan to remove the fixed maximum number of Common Shares issuable under the Stock Option Plan, and to provide for a "rolling" maximum such that a maximum of 10% of the issued Common Shares of the Corporation at the time of the grant may be reserved for issuance pursuant to the Stock Option Plan. This amendment was ratified and approved by the shareholders of the Corporation on June 26, 2008. Pursuant to the rules of the TSX Venture Exchange, the Stock Option Plan is required to be ratified on an annual basis at each annual meeting of shareholders.

The material provisions of the Stock Option Plan are as follows:

- (a) the persons who are eligible to be granted options under the Stock Option Plan are "service providers", which means (i) any employee or insider of the Corporation or any of its subsidiaries, and (ii) any other person or company (a "Consultant") engaged to provide ongoing management or consulting services for the Corporation or any entity controlled by the Corporation. In accordance with the rules of the TSX Venture Exchange, a Consultant may only be granted options under the Stock Option Plan if the Consultant (A) provides the services under a written contract between the Consultant and the Corporation and/or its affiliate(s), (B) spends or will spend a significant amount of time and attention on the affairs of the Corporation or its affiliate(s), and (C) has a relationship with the Corporation or its affiliate(s) that enables the Consultant to be knowledgeable about the business and affairs of the Corporation;
- (b) the Stock Option Plan provides for a "rolling" maximum such that a maximum of 10% of the issued Common Shares of the Corporation at the time of the grant may be reserved for issuance pursuant to the Stock Option Plan;
- (c) based on the **41,836,289** Common Shares which are outstanding as of the date hereof, the maximum number of Common Shares which could be made issuable under the Stock Option Plan as of this date is **4,183,628**; as of the date hereof, options in respect of an aggregate of **2,610,000** Common Shares had been granted and were outstanding under the Stock Option Plan, such that options in respect of an additional **1,573,629** Common Shares could be issued. Note - on July 15, 2020, the Company consolidated its common shares on the basis of one post-consolidation share for each ten pre-consolidation shares. All information and per-share amounts in respect of issued and outstanding shares and stock options have been presented on a post-consolidation basis;
- (d) the maximum number of Common Shares which may be made issuable under the Stock Option Plan to any one person and that person's associates, together with any other previously established or proposed share compensation arrangements in favour of such person and his or her associates, shall be 5% of the number of Common Shares outstanding at the date of grant;

- (e) the exercise price for the Common Shares under each option granted under the Stock Option Plan is determined by the Board, or by a committee appointed for this purpose by the board, on the basis of the market price at the time of granting of each option, where "market price" means the prior trading day closing price of the shares of the Corporation, or where there is no such closing price, the average of the most recent bid and ask of the shares of the Corporation on any stock exchange or market on which the Common Shares are listed or quoted;
- (f) options granted under the Stock Option Plan may, at the discretion of the Board or committee, provide that the number of shares which may be acquired pursuant to the option shall not exceed a specified number or percentage each year (or other specified period) during the term of the option (a "vesting restriction"); however, all options become immediately exercisable upon the occurrence of an "Acceleration Event" as defined in the Stock Option Plan, which includes a take-over of the Corporation, a merger of the Corporation where the Corporation is not the continuing or surviving corporation, the sale of all or substantially all of the assets of the Corporation, or the liquidation or dissolution of the Corporation;
- (g) options may be granted under the Stock Option Plan for a term not exceeding ten years;
- (h) if a holder of an option ceases to be a service provider to the Corporation (other than as a result of the death of such holder), such holder's options terminate on the earlier of (i) the date which is 90 days following cessation of services, and (ii) the original expiry date of the option;
- (i) if a holder of an option dies while he or she is a service provider, such holder's options terminate on the earlier of (i) one year after the date of death of the holder, and (ii) the original expiry date of the option;
- (j) options may not be assigned or transferred, except by will or by the laws of descent and distribution; and
- (k) the Board of the Corporation may amend or terminate the Stock Option Plan, provided that approval of the shareholders of the Corporation is required for any of the following matters: (i) the maximum number of Common Shares reserved for issuance under the Stock Option Plan; (ii) a reduction in the exercise price for options held by insiders of the Corporation (which shall require the approval of disinterested shareholders); (iii) an extension to the term of any options held by insiders of the Corporation; and (iv) an increase in any limit on grants of options to insiders set out in the Stock Option Plan.

At the Meeting, shareholders will be asked to ratify and approve the Stock Option Plan. A simple majority of the votes cast on the matter is required for approval, exclusive of votes attaching to shares held by insiders eligible to participate in the Stock Option Plan or their associates. To the knowledge of the Corporation, an aggregate of 537,850 Common Shares are held by insiders eligible to participate in the Stock Option Plan and their associates.

#### **Other Business**

Approval of such other business as may properly come before the meeting or any adjournment thereof.

Save for the matters referred to herein, management knows of no other matters intended to be brought before the Meeting. However, if any matters which are not now known to management shall properly come before the Meeting, the Proxy given pursuant to this solicitation by Management will be voted on such matters in accordance with the best judgement of the person voting the Proxy, in the event such discretionary authority is provided in the Proxy.

## STATEMENT OF EXECUTIVE COMPENSATION

## SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years in respect of the Company's NEOs.

## Summary Compensation Table

Name and principal position	Year	Management fees (\$)	Share-based awards (\$)	Option-based awards <sup>(3)</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual Incentive plans	Long-term incentive plans			
Kenneth Booth CEO	2020	80,000	N/A	50,712	N/A	N/A	N/A	Nil	130,712
	2019	60,000	N/A	Nil	N/A	N/A	N/A	Nil	60,000
	2018	60,000	N/A	24,473	N/A	N/A	N/A	Nil	84,473
Kerry Spong <sup>(2)</sup> CFO	2020	50,000	N/A	28,979	N/A	N/A	N/A	Nil	78,979
	2019	42,000	N/A	Nil	N/A	N/A	N/A	Nil	42,000
	2018	42,000	N/A	14,276	N/A	N/A	N/A	Nil	56,276

Notes:

- (1) Mr. Booth received a monthly management fee of \$5,000 to August 31, 2020 and \$10,000 from September 1, 2020.
- (2) Mr. Spong received a monthly management fee of \$3,500 to August 31, 2020 and \$5,500 from September 1, 2020.
- (3) The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions:

	<u>2020</u>	<u>2019</u>	<u>2018</u>
Risk-free interest rate:	0.35%	N/A	2.18%
Expected dividend yield:	0.00%	N/A	0.00%
Expected volatility:	150%	N/A	150%
Expected forfeiture rate:	0.00%	N/A	0.00%
Expected life of option:	5 years	N/A	5 years

The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company's financial statements.

## Narrative Discussion

The Company currently pays or accrues a management fee of \$10,000 per month in respect of Mr. Booth's management, administrative, and geological services provided to the Company.

The Company currently pays or accrues a management fee of \$5,500 per month in respect of Mr. Spong's management, administrative, and accounting services provided to the Company.

The Company has not signed an employment agreement or a management contract with either of Mr. Booth or Mr. Spong. Mr. Booth and Mr. Spong currently fulfil all management, administrative, and accounting functions of the Company. Mr. Booth also provides certain geological services and corporate development services; Mr. Spong provides certain corporate secretary services.

**INCENTIVE PLAN AWARDS****Outstanding Share-Based Awards and Option-Based Awards**

The following table sets forth the outstanding option-based awards held by the NEOs of the Company at the end of the most recently completed financial year. The Company does not have any share-based awards held by an NEO.

**Outstanding Option-Based Awards**

Name	Option-Based Awards			
	Number of securities underlying unexercised options (#) <sup>(2)</sup>	Option exercise price (\$) <sup>(2)</sup>	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1) (2)</sup>
<b>Ken Booth</b> <i>CEO</i>	95,000	0.50	October 28, 2021	Nil
	25,000	0.50	February 15, 2022	Nil
	60,000	0.50	August 21, 2023	Nil
	350,000	0.165	October 14, 2025	Nil
<b>Kerry Spong</b> <i>CFO</i>	55,000	0.50	October 28, 2021	Nil
	25,000	0.50	February 15, 2022	Nil
	35,000	0.50	August 21, 2023	Nil
	200,000	0.165	October 14, 2025	Nil

Note:

- (1) "In-the-Money Options" means the excess of the market value of the Company's shares on December 31, 2020 over the exercise price of the options. The market price for the Company's common shares on December 31, 2020 was \$0.095.
- (2) On July 15, 2020, the Company consolidated its common shares on the basis of one post-consolidation share for each ten pre-consolidation shares. All information and per-share amounts in respect of issued and outstanding shares and stock options is presented on a post-consolidation basis.

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
<b>Ken Booth - CEO</b>	Nil	N/A	N/A
<b>Kerry Spong - CFO</b>	Nil	N/A	N/A

**Narrative Discussion**

The following information is intended as a brief description of the Company's stock option plan (the "Stock Option Plan") and is qualified in its entirety by the full text of the Stock Option Plan.

1. The maximum aggregate number of shares that may be issued upon the exercise of stock options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which shall not be less than the Discounted Market Price (as defined in the policies of the TSX Venture Exchange (the "Exchange")), provided that the price shall not be less than \$0.05.

2. The Board shall not grant options to any one person in any 12-month period, unless the requisite disinterested shareholder approval has been received, which will, when exercised, exceed 5% of the issued and outstanding shares of the Company or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding shares of the Company.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date exceeding ten years from the date on which the Board grants and announces the granting of the option.
4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire 90 days from the date on which the option holder ceases to be a director, office, employee or consultant, unless otherwise specified in the grant, provided that no option shall continue in effect for more than 12 months following the date on which such persons ceases to be in that role.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three-month period.

#### **PENSION BENEFITS**

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

#### **TERMINATION AND CHANGE OF CONTROL BENEFITS**

The services of Mr. Booth and Mr. Spong can be terminated at any time. The Company has not entered into any contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company, or a change in an NEOs responsibilities.

#### **DIRECTOR COMPENSATION**

Other than compensation paid to the NEOs, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Company's most recently completed financial year.

Set out below is a summary of compensation paid or accrued during the Company's most recently completed financial year in respect of the Company's directors, other than the NEOs previously disclosed:

**Director Compensation Table**

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Robert Matthews	Nil	N/A	28,979	N/A	N/A	Nil	28,979
Stuart Ross	Nil	N/A	28,979	N/A	N/A	Nil	28,979
Jesse Grady	Nil	N/A	28,979	N/A	N/A	Nil	28,979

The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions:

Risk-free interest rate:	0.35%
Expected dividend yield:	0.00%
Expected volatility:	150%
Expected forfeiture rate	0.00%
Expected life of option:	5 years

**Narrative Discussion**

Directors are compensated through the grant of stock options and receive no director or committee fees.

**INCENTIVE PLAN AWARDS****Outstanding Option-Based Awards and Share-Based Awards**

The Company does not have any share-based awards held by a director. The following table sets forth details of all awards granted to directors of the Company, other than the NEO's previously disclosed, which are outstanding at the end of the most recently completed financial year.

**Outstanding Option-Based Awards**

Name	Option-based Awards			
	Number of securities underlying unexercised options (#) <sup>(2)</sup>	Option exercise price (\$) <sup>(2)</sup>	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1) (2)</sup>
Robert Matthews	45,000	0.50	October 28, 2021	Nil
	25,000	0.50	February 15, 2022	Nil
	25,000	0.50	August 21, 2023	Nil
	200,000	0.165	October 14, 2025	Nil
Stuart Ross	45,000	0.50	October 28, 2021	Nil
	25,000	0.50	February 15, 2022	Nil
	25,000	0.50	August 21, 2023	Nil
	200,000	0.165	October 14, 2025	Nil
Jesse Grady	50,000	0.50	February 15, 2022	Nil
	200,000	0.165	October 14, 2025	Nil

Note:

- (1) "In-the-Money Options" means the excess of the market value of the Company's shares on December 31, 2020 over the exercise price of the options. The market price for the Company's common shares on December 31, 2020 was \$0.095.
- (2) On July 15, 2020, the Company consolidated its common shares on the basis of one post-consolidation share for each ten pre-consolidation shares. All information and per-share amounts in respect of issued and outstanding shares and stock options is presented on a post-consolidation basis.

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each director, other than the NEO's previously disclosed:

**Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year**

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Robert Matthews	Nil	N/A	N/A
Stuart Ross	Nil	N/A	N/A
Jesse Grady	Nil	N/A	N/A

The following table provides information as of December 31, 2020, concerning options outstanding pursuant to the Corporation's existing stock option plan, which has been approved by the shareholders of the Corporation and which is the only compensation plan of the Corporation under which equity securities of the Corporation are authorized for issuance:

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options <sup>(1)</sup>	Weighted-average exercise price of outstanding options <sup>(1)</sup>	Number of Common Shares remaining available for future issuance under the stock option plan <sup>(1)</sup>
Stock Option Plan	2,610,000	\$0.26	1,573,629

Note:

(1) On July 15, 2020, the Company consolidated its common shares on the basis of one post-consolidation share for each ten pre-consolidation shares. All information and per-share amounts in respect of issued and outstanding shares and stock options is presented on a post-consolidation basis.

#### Indebtedness of Officers and Directors to the Corporation

No officer or director of the Corporation was indebted to the Corporation at any time during its last completed financial year.

#### Interest of Insiders in Material Transactions

Except as otherwise disclosed herein, no insider of the Corporation has any interest in material transactions involving the Corporation during the year ended December 31, 2020 or in any proposed transaction which has materially affected or would materially affect the Corporation.

#### Audit Committee Disclosure

The Corporation is required to have an audit committee. The following directors are currently members of the Corporation's Audit Committee: Ken Booth, G. Robert Matthews and Stuart Ross. Each of Messrs. Booth, Matthews and Ross are "financially literate" and Messrs. Matthews and Ross are "independent" within the meaning of National Instrument 52-110 – Audit Committees ("NI 52-110").

#### External Auditor's Fees

Set forth below are details of certain service fees paid to the Company's external auditor, PricewaterhouseCoopers LLP, in each of the last two fiscal years:

Financial Year End	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees(4)
December 31, 2020	\$15,397	\$128	\$1,001	\$Nil
December 31, 2019	\$14,175	\$128	\$1,001	\$Nil

Notes:

(1) "Audit fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements; fees for review of tax provisions; accounting consultations on matters reflected in the financial statements; and, audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audited related fees" include services that are traditionally performed by the auditor such as employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation. Also includes fees paid on behalf of Canadian Public Accountability Board.

(3) "Tax fees" includes fees for all tax services other than those included in "Audit fees" and "Audit related fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All other fees" include all other non-audit services.

#### Corporate Governance Disclosure

In accordance with National Instrument 58-101 – Disclosure of Corporate Governance Practices, information on the Corporation's corporate governance practices is set out in Schedule "A" of the Circular.

**Additional Information**

Copies of this Management Information Circular, the comparative audited financial statements of the Corporation for the year ended December 31, 2020, interim financial statements subsequent to those annual financial statements, and Management's Discussion and Analysis for the year ended December 31, 2019 may be obtained on the SEDAR website at [www.sedar.com](http://www.sedar.com) or free of charge upon request from the President of the Corporation at 410-325 Howe Street, Vancouver, BC V6C 1Z7

**Board Approval**

The contents and sending of this Circular have been approved by the directors of the Corporation.

**DATED** as of the 13<sup>th</sup> day of August 2021.

*(signed)*      *Ken Booth, President & CEO*

**SCHEDULE A TO THE MANAGEMENT INFORMATION CIRCULAR  
OF GITENNES EXPLORATION INC. DATED •, 2021**

**CORPORATE GOVERNANCE DISCLOSURE**

***Board of Directors***

The Board is currently comprised of four directors. Three of the four directors are considered by the Board to be independent. A director is considered to be independent if the Board determines that the director has no direct or indirect material relationship with the Corporation. A material relationship is a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. Ken Booth is not an independent director. Mr. Booth is President of the Corporation

Two of the four directors are currently directors of other issuers that are reporting issuers in a Canadian jurisdiction. Ken Booth is on the board of Angkor Resources Corp., Heliostar Metals Ltd., San Lorenzo Gold Corp. and Lithium Chile Inc.. Stu Ross is a director of New Energy Metals Corp, Cirrus Gold Corp., Cobra Venture Corporation, and Canadian Spirit Resource Inc.

The Corporation has not appointed a Chairman. The independent directors of the Board are encouraged by the President and Secretary to hold private sessions as such independent directors deem necessary in the circumstances. In the 2020 fiscal year, the independent directors did not deem it necessary to hold any such private sessions; however, informal discussions among the independent directors did take place from time to time.

The Board held four meetings during the period commencing January 1, 2020 and ending December 31, 2020. All directors attended all the meetings of the Board.

***Board Mandate***

On April 27, 2006, the Board adopted a "Board of Directors Mandate". The Board has the responsibility to manage or supervise the management of the business and affairs of the Corporation. It is the Board's primary responsibility to foster the long-term success of the Corporation and to build long-term value for the Corporation's shareholders, in a manner consistent with the Board's fiduciary duties.

To assist the Board in the implementation of its mandate, it delegates some of its responsibility to committees. The Board reviews and approves the structure, mandate and composition of its committees. It also receives and reviews periodic reports of the activities and findings of those committees.

The Board selects and appoints the Corporation's President and, through him, other officers and senior management to whom the Board delegates certain of its power of management. The Board approves strategy, sets targets, performance standards and policies to guide them; monitors and advises management; sets their compensation and, if necessary, replaces them.

Throughout the year, the Board reviews management's and the Corporation's performance against approved business plans and policies. The Board also reviews and approves specific proposals for all major capital expenditures, checking for consistency with budgets and strategic plans, and deals with a large number of individual issues and situations requiring decision by the Corporation, such as acquisitions, investments and divestitures.

The Board ensures that an appropriate risk assessment process is in place to identify, assess and manage the principal risks of the Corporation's business. Management reports regularly to the Board in relation to principal risks which potentially affect the Corporation's business activities.

The Board regularly reviews management succession plans and, where necessary, initiates and supervises searches for replacement candidates. It also sets objectives for, and reviews the performance of, the senior officers of the Corporation and approves their appointments and compensation.

The Board reviews and approves, for release to shareholders, quarterly and annual reports on the performance of the Corporation. It reviews material public communications and seeks to ensure that the Corporation communicates

effectively with its shareholders and other stakeholders. The Board has procedures in place to ensure effective communication between the Corporation, its shareholders, respective investors and the public, including the dissemination of information on a regular and timely basis. The President has dedicated a portion of his time to communicate with shareholders and prospective investors. Through its officers, the Corporation responds to questions and provides information to individual shareholders, institutional investors, financial analysts and the media.

The Board ensures that mechanisms are in place to guide the organization in its activities. The Board reviews and approves a broad range of internal control and management systems, including expenditure approvals and financial controls. Management is required by the Board to comply with legal and regulatory requirements with respect to all of the Corporation's activities.

***Position Descriptions***

The Board has not appointed a Chairman to the Board due to the size of the Corporation. The President of the Corporation currently fulfills the roles of both the Chairman to the Board and that of the Chief Executive Officer. The Board has not developed a written position description for the President of the Corporation in connection with these roles.

The President is currently responsible for overseeing the Board processes, to ensure the Board operates efficiently and effectively in carrying out its duties and to act as a liaison between the Board and management. The President is responsible and accountable for pursuing the strategic goals of the Corporation which are considered and adopted by the Board. Management is required to seek the Board's approval for any major transaction. The Board would be required to give prior approval to any action that would lead to a material change in the nature of the business and affairs of the Corporation.

The Board has not developed written position descriptions for the Chairman of the Audit Committee or the Compensation Committee. The Board is responsible for appointing the chair of each committee and has developed an Audit Committee Charter and Compensation Committee Charter which details the responsibilities of each committee. The chairs of the Audit Committee and Compensation Committee are responsible for ensuring that each committee functions in accordance with its charter.

***Orientation and Continuing Education***

New directors are provided with comprehensive information on the Corporation and its management and will be fully briefed by senior management on the corporate organization and key current issues. Visits to key operations may also be arranged for new directors.

Ongoing training and development of directors consists of similar components, including periodic updates of written corporate information and site visits. Individual directors may engage outside advisors with the authorization of the Board. The Board is responsible for overseeing and implementing continuing education programs to assist directors in maintaining the skill and knowledge necessary to meet their obligations as directors, to ensure that their knowledge and understanding of the Corporation's business remains current, and to ensure their knowledge of legal, regulatory and ethical responsibilities remains up to date.

***Ethical Business Conduct***

The Corporation is committed to conducting its business with the highest standards of business ethics and in accordance with applicable laws, rules and regulations. The Corporation adopted a written Code of Ethics and Business Conduct (the "Code") that applies to all directors, officers and employees of the Corporation and sets out specific policies to guide these individuals in the performance of their duties. The Code sets out in detail the core values and the principles by which the Corporation is governed and addresses topics such as: honest and ethical conduct; conflicts of interest; compliance with applicable laws, rules and regulations and Corporation policies and procedures; confidential information; public disclosures; and protection and proper use of company assets.

The management of the Corporation is committed to fostering and maintaining a culture of high ethical standards and compliance, and ensuring a work environment that encourages employees to raise concerns to the attention of management and promptly addressing any employee compliance concerns. The Corporation will maintain appropriate records evidencing compliance with the Code. It is ultimately the Board's responsibility for monitoring compliance with the Code. The Board will review the Code periodically; review management's monitoring of compliance with the Code, and if it were necessary, consult with members of the Corporation's senior management team and Audit Committee, as appropriate, to resolve any reported violations of the Corporation's Code. A copy of the Corporation's Code has been filed on and is accessible through SEDAR at [www.sedar.com](http://www.sedar.com).

#### ***Nomination of Directors***

The Corporation has not established a nominating committee. The Board is currently responsible for proposing new candidates for Board nomination. The Board will select individuals with the desired background and qualifications, taking into account the needs of the Board at the time. A majority of the independent directors on the Board must approve such new candidates to encourage an objective nomination process.

#### ***Compensation***

The Compensation Committee is composed of two independent directors, namely, G. Robert Matthews and Stuart Ross. The Charter of the Compensation Committee was adopted by the Committee on April 27, 2006. The Compensation Committee establishes and reviews the compensation policies of the Corporation. All future decisions relating to the President will be voted on by the Compensation Committee to ensure the committee follows an objective process for determining compensation. Decisions involving senior executive appointments, remuneration reviews and bonus allocations are recommended by the President, but must be approved by the Compensation Committee members.

On an annual basis, the Compensation Committee will approve and recommend to the Board the Corporation's compensation policies generally, proposed salary ranges, bonuses, granting of stock options and any other forms of compensation. In reviewing such compensation policies and recommendations by the President, the Compensation Committee may consider the recruitment, development, promotion, retention and compensation of executives and other employees of the Corporation and any other factors that it deems appropriate. The Compensation Committee is also responsible for reviewing any amendments proposed amendments to the Corporation's stock option plan or proposing any new plans involving compensation and benefits.

The Compensation Committee will review the adequacy and form of director compensation annually. The Committee shall periodically review such compensation, taking into consideration such factors as time commitment, compensation at comparable public corporations, and responsibilities, to ensure such compensation is reasonable, competitive, aligns the interests of directors with those of shareholders.

In addition, the Compensation Committee will approve and recommend to the Board all forms of compensation to be provided to the President and other key executive officers of the Corporation. In reviewing such compensation for recommendation, the Compensation Committee, among other things, evaluates executive officer achievement against corporate goals and objectives, the Corporation's overall performance, shareholder returns, the value of similar incentive awards relative to such targets at comparable companies, awards given in past years, and such other factors as the Compensation Committee deems appropriate and in the best interests of the Corporation.

For information regarding how the Board determines the compensation for the Corporation's directors and officers please see "Report on Executive Compensation" and "Compensation of Directors".

During fiscal year 2020 no compensation consultant or advisor was retained by the Corporation.

#### ***Assessments***

The Board assesses its members and its committees with respect to effectiveness and contribution on an ongoing basis. This assessment process is informal. If an individual Board member is unable to contribute due to ability, lack of time or commitment, the individual would either resign or not be nominated for re-election.

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