



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of holders of common shares of **Pure Energy Minerals Limited** (the "Company") will be held at **Suite 323 – 409 Granville Street, Vancouver, BC V6C 1T2** on **January 14, 2021 at 10:00 a.m. (Pacific time)**.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy, however, the board of directors is requesting that due to the current COVID-19 pandemic that all Shareholders vote their shares by proxy and not attend in person. The Meeting will be held virtually via Zoom Meeting at:

<https://us02web.zoom.us/j/82873373067?pwd=OEo1OWpCcitWVjE4U0hLM0FNSIFyUT09>

[Meeting ID: 811 4720 3071](#)

At the Meeting, the shareholders will consider resolutions for the following purposes:

1. Receive the audited financial statements of the Company for its financial year ended June 30, 2020, together with the auditor's report thereon;
2. To set the number of directors of the Company at six (6);
3. To elect the directors of the Company for the ensuing year;
4. To appoint Baker Tilly WM LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. To ratify and approve by ordinary resolution, the Company's 2020 stock option plan, as more particularly described in the accompany information Circular;
6. Transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

Accompanying this Notice of Meeting is an Information Circular and Instrument of Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Instrument of Proxy must be signed by the registered shareholder or by his or her attorney authorized in writing, or, if the registered shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of Odyssey Trust Company at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

The Company will be using the notice and access model ("Notice and Access") provided for under National Instrument 51-102 and National Instrument 54-101 ("Notice-and-Access Provisions") for the delivery of the Circular, the Financial Statements and related Management's Discussion and Analysis (collectively, the "Meeting Materials") to Pure Energy Shareholders for the Meeting. Notice-and-Access Provisions are a set of rules developed by the

Canadian Securities Administrators that allow a company to reduce the volume of materials to be physically mailed to shareholders by posting the Circular and any additional meeting materials online. Pure Energy's Shareholders are receiving this Notice of Annual General Meeting and a form of proxy and may choose to receive a hard copy of the Circular. The Company will not use a procedure known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Pure Energy Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

The Company urges shareholders to review the Information Circular before voting.

Requesting Printed Meeting Materials and Where to Access Materials on-line

The Notice of Annual General Meeting, Circular and Proxy (together "the Proxy Materials"), are available on the website of Odyssey Trust Company at <http://odysseytrust.com/pure-energy-minerals-ltd/> and under the Company's profile on SEDAR. Pure Energy Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR. Shareholders wishing to obtain printed copies of the Meeting Materials *prior to the Meeting* must do so no later than December 31, 2020. Pure Energy Shareholders may make their request by calling toll free within North America at 1-888-290-1175; or direct from outside North America at 1-587-885-0960. A Pure Energy Shareholder may also use the toll-free number noted to obtain additional information about the Notice-and-Access Provisions.

All Pure Energy Shareholders are entitled to attend and vote at the Meeting in person or by proxy however, the board of directors is requesting that due to the current COVID-19 pandemic that all Shareholders vote their shares by proxy and not attend in person.

The board of directors requests all Pure Energy Shareholders who will not be attending the Meeting in person to read, date and sign the accompanying proxy and deliver it to Odyssey Trust Company. If a Pure Energy Shareholder does not deliver a proxy to Odyssey Trust Company, Attention: Proxy Department, Suite 323, 409 Granville Street, Vancouver, BC V6C 1T2 by 10:00 a.m. (Vancouver, British Columbia time) on January 12, 2021 then the Pure Energy Shareholder will not be entitled to vote at the Meeting by proxy. Only Pure Energy Shareholders of record at the close of business on November 16, 2020 will be entitled to vote at the Meeting.

DATED this 11th day of December, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Mary L. Little"

Mary L. Little, Director



PURE ENERGY
MINERALS

11th Floor, 1111 Melville Street, Vancouver, B.C. V6E 3V6

INFORMATION CIRCULAR

as at November 16, 2020 (unless indicated otherwise)

SOLICITATION OF PROXIES

This Information Circular is furnished to you in connection with the solicitation of proxies by management of Pure Energy Minerals Limited (“we”, “us” or the “Company”) for use at the Annual General Meeting (the “Meeting”) of shareholders of the Company to be held on **Thursday, January 14, 2021** and at any adjournment of the Meeting. The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

To proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to shareholders, the Company’s employees, communities and other stakeholders, and based on government recommendations and mandates to avoid large gatherings, the Meeting will be held virtually via Zoom Meeting. Shareholders attending via teleconference will be afforded the opportunity to ask questions of management at the conclusion of the meeting.

Any person who is experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing or has travelled outside of Canada in the 14 days prior to the Meeting will not be permitted entry into the Meeting. The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak.

Instructions to attend the Meeting via Zoom Meeting are included in the Notice of Availability of Proxy Materials, which has been distributed to Shareholders.

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

The Company will be using the notice and access model (“Notice and Access”) provided for under National Instrument 51-102 and National Instrument 54-101 (“Notice-and-Access Provisions”) for the delivery of the Notice of Meeting, Information Circular and Proxy, Financial Statements and related Management’s Discussion and Analysis to Pure Energy Shareholders for the Meeting. The Company has adopted this

alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

The Notice of Meeting, Information Circular and Proxy (together “the **“Meeting Materials”**”), are available on the website of Odyssey Trust Company at <https://odysseytrust.com/client/pure-energy-minerals-ltd/> and under the Company’s profile on SEDAR at www.sedar.com. Under the Notice-and-Access Provisions, shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR. Pure Energy Shareholders wishing to obtain printed copies of the Meeting Materials *prior to the Meeting* or who wish to receive more information on the Notice-and-Access system must do so no later than December 31, 2020. Pure Energy Shareholders may make their request by calling toll free within North America at 1-888-290-1175; or direct from outside of North America at 1-587-885-0960.

Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a company to reduce the volume of materials to be physically mailed to shareholders by posting the Information Circular and any additional meeting materials online. Pure Energy’s Shareholders are receiving Notification of Availability of Meeting Materials and a form of proxy (collectively, the **“Proxy Materials”**) and may choose to receive a hard copy of the Meeting Materials. The Company will not use a procedure known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Pure Energy Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

VOTING BY PROXY

The persons named in the accompanying form of proxy will vote or withhold from voting the shares represented by the proxy in accordance with your instructions, provided your instructions are clear. If you have specified a choice on any matter to be acted on at the Meeting, your shares will be voted or withheld from voting accordingly. If you do not specify a choice or where you specify both choices for any matter to be acted on, your shares will be voted in favour of all matters.

The enclosed form of proxy gives the persons named as proxy holders discretionary authority regarding amendments or variations to matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting. As of the date of this Information Circular, our management is not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any amendment, variation or other matter properly comes before the Meeting, the persons named in the form of proxy intend to vote on such other business in accordance with their judgement.

You may indicate the manner in which the persons named in the enclosed proxy are to vote on any matter by marking an “X” in the appropriate space. If you wish to give the persons named in the proxy a discretionary authority on any matter described in the proxy, then you should leave the space blank. In

that case, the proxy holders nominated by management will vote the shares represented by your proxy in accordance with their judgement.

A Proxy will not be valid unless the completed Proxy is received by Odyssey Trust Company, Attention: Proxy Dept., Suite 323, 409 Granville Street, Vancouver, BC no later than 10:00 a.m. (Pacific Time) on January 12, 2021.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors or officers of the Company. A Pure Energy Shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names in the proxy and inserting the desired person's name in the blank space provided.

The proxy may be revoked by:

- (a) signing the appropriate form of proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it at the time and to the place noted above; or
- (c) attending the Meeting or any adjournment thereof and registering with the scrutineer as a Pure Energy Shareholder.

Provisions Relating to Voting of Proxies

The Pure Energy shares represented by the proxy in the enclosed form will be voted by the designated holder in accordance with the direction of the shareholder appointing him. If there is no direction by the shareholder, or if both choices are specified, those shares will be voted for all proposals set out in the proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the date of this Circular, management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Non-Registered Holders

Only registered Pure Energy shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Pure Energy shareholders are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. A person is not a registered shareholder (a "Non-Registered Holder") in respect of shares which are held either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited), of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Proxy Materials to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward the Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them.

Intermediaries will frequently use service companies to forward the Materials to the Non-Registered Holders. Generally, a Non-Registered Holder who has not waived the right to receive 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 of shares beneficially owned by the Non-Registered Holder and must be completed, but not signed, by the Non-Registered Holder and deposited with Odyssey Trust Company; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

There are two kinds of beneficial shareholders: Objecting Beneficial Owners (“OBOs”) which object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners (“NOBOs”) who do not object to the issuers of the securities they own knowing who they are.

The Proxy Materials are being sent to both registered and non-registered (beneficial) owners of the shares of the Company. If you are a non-registered (beneficial) owner, and if the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their common shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your common shares on your behalf. Broadridge will be delegated responsibility for obtaining instructions from clients. Broadridge mails a voting instruction form (“VIF”) in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your common shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your Common share at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common share to be represented at the Meeting and the appointment of any shareholder’s representative. If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your common share voted or to have an alternate representative duly appointed to attend the Meeting and vote your common share at the Meeting.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy or proxy authorization form is to be delivered.

The Company will be delivering Proxy Materials to NOBOS directly. The Company will not pay for the delivery of Proxy Materials to OBOs.

RETURN OF PROXY

You must deliver the completed form of proxy to the office of the Company's registrar and transfer agent, Odyssey Trust Company, no later than 10:00 a.m. (Pacific time) on January 12, 2021.

The Meeting will be held online only to mitigate risks associated with Covid-19 and to comply with orders from the Government of Canada and the Province of British Columbia.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the adoption of the Company's stock option plan, approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the Company's stock option plan, and accordingly have an interest in its approval. See "Particulars of Matters to be Acted Upon".

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Company is authorized to issue an unlimited number of common shares without par value. On November 23, 2020 the Company's common shares were consolidated on the basis of one (1) new share for every six (6) shares currently held. Effective November 23, 2020, there were 32,043,419 common shares issued and outstanding. Unless otherwise noted, all references to outstanding share capital, as well as shares and incentive stock options held by individuals herein, have been adjusted accordingly.

Persons who are registered shareholders at the close of business on November 16, 2020 will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each share. In order to approve a motion proposed at the Meeting, a majority of at least 50% plus one vote of the votes cast will be required to pass an ordinary resolution, and a majority of at least 66⅔% of the votes cast will be required to pass a special resolution.

To the knowledge of the directors and executive officers of the Company, the only persons who, or corporation which, beneficially owns, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all shares of the Company as at November 23, 2020 is:

Shareholder	Number of Shares	Percentage of Issued and Outstanding Shares
NNEL Holding Corp. ⁽¹⁾	3,934,935	12.28%
Schlumberger Technology Corporation	6,324,241	19.75%

⁽¹⁾ NNEL Holding Corp. is a wholly owned subsidiary of NextView New Energy Lion Hong Kong Limited.

ELECTION OF DIRECTORS

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at six for the next year, subject to any increases permitted by Pure Energy’s Notice of Articles and Articles.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If, prior to the Meeting any of the nominations below becomes vacant, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as directors of the Company. The Board recommends a vote **FOR** the appointment of each of the following nominees as director.

The information concerning the proposed nominees has been furnished by each of them.

Name, Municipality of Residence and Position	Principal Occupation During Past Five Years	Director or Executive Officer Since	Common Shares of the Company Owned, Controlled or Directed, Directly or Indirectly (4)
Mary Little ^{(1) (2)} Colorado, USA <i>Director</i>	Ms. Little has been an independent geological consultant since 2014. Director, Sandstorm Gold Ltd since 2014; Director, Tinka Resources since 2016, Director, Capella Minerals since 2018, and founder and former CEO, Mirasol Resources. She holds a MSc - Earth Sciences and MBA degrees.	Director since March 2015	95,083
Michael Dake ⁽²⁾ British Columbia, Canada <i>Director</i>	Since 1999, Mr. Dake has provided financing, investor relations and corporate communication services for a number of publicly traded early stage companies.	Director since March 2012	37,500
Tyler Durham ⁽¹⁾ Texas, USA <i>Director</i>	Mr. Durham has been a Principal of Schlumberger Ventures since 2017. Previously, Mr. Durham was Transformation Manager and Sales and Operational Planning Manager – Middle East Area at Schlumberger Limited. He holds B.Eng and MBA degrees.	Director since May 2019	Nil

Name, Municipality of Residence and Position	Principal Occupation During Past Five Years	Director or Executive Officer Since	Common Shares of the Company Owned, Controlled or Directed, Directly or Indirectly (4)
Frank Wells ^{(1) (2)} New York, NY <i>Director</i>	Former Interim CFO from Oct 31, 2018 to Jan 31, 2020; Since June 2009, Mr. Wells has been the sole proprietor of Lilburn & Associates LLC, a consultancy specializing in the mining industry and has served as the CFO and Finance Director of Central Asia Metals Ltd.	Director since May, 2018	Nil
Joseph Mullin New York, NY <i>Director</i>	Director, Pure Energy Minerals Limited since October, 2020; Partner and Director, Mount Arvon Partners LLC since October 2020; CEO, QuestEx Gold & Copper Ltd. since August 2019; Director, QuestEx Gold & Copper Ltd. since December 2019; Director, Industrial Metals Inc. since June 2017; Director, FireFox Gold Corp. since June 2017. Mr. Mullin holds a BA from Harvard University	Director since October, 2020	Nil
Hua Huang British Columbia, Canada <i>Nominee as Director</i>	Director, Lithium X Energy Corp. since July, 2020; Consultant to Tibet Summit (ZhuFeng) Industry Co. Ltd., Shanghai, Sept 2019 to June 2020; Online Marketing Director, Kingdom Beauty Supplies, Vancouver Oct 2017 to Oct 2019; Strategic Planning Group Financing Intern, Far East Horizon, Shanghai, July 2016 to Aug 2016. Mrs. Huang holds a BA (Mathematics/Economics) from the University of British Columbia.	Nominee as Director	Nil

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

Except as set forth below, to the knowledge of the Company's management, no proposed director of the Company:

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

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

Between August 2010 and August 2012, Joseph E. Mullin, a director of the Company, served as an independent director of KIT digital, Inc. a NASDAQ Listed Company. Subsequently, on April 25, 2013, KIT filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code in the Bankruptcy Court, which action is captioned *In re KIT Digital, Inc.*, Case No. 13-11298 (REG) (the "Bankruptcy Proceeding"). On August 7, 2013, the Bankruptcy Court approved KIT's Plan of Reorganization. The reorganized KIT was renamed Pikel, Inc., and currently operates under that name.

EXECUTIVE COMPENSATION

For purposes of this Statement of Executive Compensation, "named executive officer" of the Company means an individual (each, an "NEO") who, at any time during the year, was:

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers as at the end of the most recently completed financial year and whose total compensation exceeded \$150,000; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

As at June 30, 2020 the Company had one NEO: Ann Fehr, the Company's Interim Chief Financial Officer.

Compensation Discussion and Analysis

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are:

- To attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- To motivate the Company's management team to meet or exceed targets;
- To recognize the contribution of the Company's executive directors to the overall success and strategic growth of the Company; and
- To align the interests of management and the Company's shareholders by providing performance-based compensation in addition to salary.

The Company's Board determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company. The Board did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last financial year, the Board does not believe that there is significant compensation risk that would be likely to have a material adverse effect on the Company.

The Company's management is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by management.

Option-Based Awards

See "Particulars of Matters to be Acted Upon" for a description of the Company's stock option plan and the process the Company uses to grant options-based awards.

Compensation Governance

The Company's Board determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives, while taking into account the financial and other resources of the Company.

The Company's Compensation Committee determines the allocation and terms of any stock option grants. When granting stock options, the Compensation Committee considers the amount of past options that have been granted.

The Company has a Compensation Committee which is currently comprised of Frank Wells, Mary Little and Mike Dake. All tasks related to developing and monitoring the Company's approach to the

compensation of its officers, consultants and directors are performed by the Compensation Committee. Officers and consultants that are also directors of the Company are involved in discussions relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation. The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objective of creating long-term value for the shareholders. The compensation program is intended to reward officers, consultants and directors on the basis of individual performance and achievement of corporate objectives, including the advancement of the acquisition and exploration goals of the Company. The Company's current compensation program is comprised of two components: base salary or fees and long term incentives such as stock options. The Board believes that the granting of options is an effective way to support the achievement of the Company's long-term performance objectives, ensure officer, consultant and Board commitment to the longer term interests of the Company and its shareholders and provide compensation opportunities to attract, retain and motivate employees critical to the success to the Company. In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees primarily reward recent performance, and incentive stock options encourage officers, consultants and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each officer and consultant, as applicable, is determined by the Board, based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. Each individual's performance and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officer during the financial years ended June 30, 2020 and 2019:

Name and position	Year Ended June 30	Salary, consulting fee, retainer or Commission (\$)	Bonus (\$)	Committee or meeting Fees (\$)	Value of Prerequisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Frank Wells ⁽¹⁾ <i>Interim Chief Financial Officer</i>	2020	67,136	Nil	Nil	Nil	Nil	67,136
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Ann Fehr ⁽²⁾ <i>Interim Chief Financial Officer</i>	2020	25,000	Nil	Nil	Nil	Nil	25,000
	2019	N/A	Nil	Nil	Nil	Nil	N/A

⁽¹⁾ Mr. Wells served as Interim Chief Financial Officer from October 31, 2018 to January 31, 2020.

⁽²⁾ Ms. Fehr has served as Interim Chief Financial Officer since February 1, 2020.

Stock Options and Other Compensation Securities

The following table sets out compensation securities granted or issued to each NEO and directors of the Company in the two most recently completed financial years for services provided to the Company.

Name and position	Type of Compensation security	Number of compensation securities, number of underlying ⁽¹⁾ securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$) ⁽²⁾	Closing price of security or underlying security on date of grant (\$) ⁽²⁾	Closing price of security or underlying security at year end (\$) ⁽³⁾	Expiry date
Michael Dake <i>Director</i>	Stock Options	41,667 11.6%	July 11, 2017	3.42	3.42	0.41	July 11, 2022
		50,000 8.1%	Feb 26, 2018	2.22	2.22	0.045	Feb 26, 2023
		83,333 11.6%	June 8, 2020	0.30	0.30	0.085	June 8, 2025
Mary Little <i>Director</i>	Stock Options	41,667 11.6%	July 11, 2017	3.42	3.42	0.41	July 11, 2022
		41,667 8.1%	Feb 26, 2018	2.22	2.22	0.045	Feb 26, 2023
		83,333 11.6%	June 8, 2020	0.30	0.30	0.085	June 8, 2025
Frank Wells <i>Director</i>	Stock Options	41,666 100%	May 21, 2018	1.62	1.62	0.045	May 21, 2023
		83,333 11.6%	June 8, 2020	0.30	0.30	0.085	June 8, 2025
Ann Fehr <i>Interim CFO</i>	Stock Options	41,667 ⁽⁴⁾ 6.76%	Feb 26, 2018	2.22	2.22	0.045	Feb 26, 2023
		66,667 9.3%	June 8, 2020	0.30	0.30	0.085	June 8, 2025
		41,667 ⁽⁴⁾ 5.81%	June 8, 2020	0.30	0.30	0.085	June 8, 2025

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

⁽²⁾ Post-consolidation.

⁽³⁾ Pre-consolidation.

⁽⁴⁾ Granted in the name of Fehr & Associates Inc., a private accounting firm controlled by Ann Fehr, the Interim Chief Financial Officer.

The following pre-consolidated stock options, granted to NEOs and directors, were outstanding at June 30, 2020:

Name of Director	Number of Options	Exercise Price	Expiry Date
Michael Dake <i>Director</i>	150,000	0.67	Oct 23, 2020
	250,000	0.57	July 11, 2022
	300,000	0.37	Feb 26, 2023

	500,000	0.05	June 8, 2025
Mary Little <i>Director</i>	150,000	0.67	Oct 23, 2020
	250,000	0.57	July 11, 2022
	300,000	0.37	Feb 26, 2023
	500,000	0.05	June 8, 2025
Frank Wells <i>Director</i>	250,000	0.27	May 21, 2023
	500,000	0.05	June 8, 2025
Ann Fehr <i>Interim CFO</i>	250,000 ⁽¹⁾	0.37	Feb 26, 2023
	400,000	0.05	June 8, 2025
	250,000 ⁽¹⁾	0.05	June 8, 2025

(1) Granted in the name of Fehr & Associates Inc., a private accounting firm controlled by Ann Fehr, the Interim Chief Financial Officer.

Exercise of Compensation Securities by Named Executive Officers and Directors

No incentive stock options were exercised by NEOs and directors in the two most recently completed financial years.

Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

The Company does not have any plan or arrangement to pay or otherwise compensate any Named Executive Officer, if his employment is terminated as a result of resignation, retirement, change of control, etc. or if his responsibilities change following a change of control.

Compensation of Directors

As at June 30, 2020, the Company had five directors, none of whom was also an NEO. For a description of the compensation paid to the NEO of the Company who was also as a director, see "Summary Compensation Table".

There was no other compensation granted to our directors (other than those who were also NEOs) during the financial year ended June 30, 2020, other than as set out herein.

The Company currently does not pay directors who are not employees or officers of the Company for attending directors' meetings or for serving on committees. The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments, during the most recent financial year ended June 30, 2020, other than as set out above. None of the Company's directors have received any cash compensation for services provided in their capacity as directors, during the financial year ended June 30, 2020.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company’s directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the TSXV limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The TSXV also requires annual approval of rolling stock option plans by shareholders. The Company will propose that a new form of rolling stock option plan be approved by shareholders at the Meeting. See below under “Particulars of Matters to be Acted On - Approval of New Incentive Stock Option Plan”.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans as at June 30, 2020:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽²⁾
Equity compensation plans approved by security holders	9,125,000	0.27	10,047,313
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	9,125,000	0.27	10,047,313

⁽¹⁾ Pre-consolidated stock options outstanding which have been granted pursuant to the Company’s Stock Option Plan.

⁽²⁾ The Company has a rolling stock option plan. The aggregate number of Shares reserved for issuance is a maximum of 10% of the issued and outstanding share capital of the Company at the date of grant. As at June 30, 2020, 10,047,313 pre-consolidated stock options were available for issuance.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the financial year ended June 30, 2020, and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of our subsidiaries, other than as disclosed under the heading “Particulars of Matters to be Acted On”.

An “informed person” means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

AUDIT COMMITTEE

As at the date hereof, the Audit Committee is composed of Frank Wells, Mary Little and Tyler Durham. Ms. Little and Mr. Durham are not currently, and have not for the past three years, been an executive officer or employee of the Company and are therefore independent. Mr. Wells has served as the Interim Chief Financial Officer in the past three years and therefore, is not considered to be independent. All of the members of the Audit Committee are “financially literate” as that term is defined in National Instrument 52-110 Audit Committees (“NI 52-110”).

Relevant Education and Experience of Audit Committee Members

Each audit committee member has gained financial literacy through their years of experience serving as directors of several mining and mineral exploration companies and other private companies. In these positions, each member would be responsible for receiving financial information relating to their company and obtaining an understanding of the balance sheet, income statement and statement of cash flows and how these statements are integral in assessing the financial position of the company and its operating results. Each member has significant understanding of the mineral exploration business in which the Company engages and has an appreciation of the relevant accounting principles for that business.

Name of Audit Committee Member	Independent ⁽¹⁾	Financially Literate ⁽¹⁾	Other Reporting Issuer Experience
Mary Little	Yes	Yes	Sandstorm Gold Ltd. Tinka Resources Ltd. Capella Minerals Ltd.

Name of Audit Committee Member	Independent ⁽¹⁾	Financially Literate ⁽¹⁾	Other Reporting Issuer Experience
Tyler Durham	Yes	Yes	N/A
Frank Wells	No	Yes	Central Asia Metals Ltd.

⁽¹⁾ As such terms are defined in NI 52-110.

Audit Committee Charter

The full text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Audit Fees and Audit-Related Fees

The aggregate fees unbilled/billed by the Company's external auditor for the financial year ended June 30, 2020 for audit and assurance and related services were approximately \$26,137.44 (2019: \$28,012.00).

Tax Fees

The aggregate fees unbilled/billed for tax compliance, tax advice and tax planning services by the Company's external auditor for the financial year ended June 30, 2020 were \$10,156.25 (2019, \$3,792.50).

All Other Fees

The aggregate fees billed by the Company's external auditor for the financial year ended June 30, 2020 for review of unaudited interim financial statements, compilation of consolidated financial statements and related services were Nil (2019: Nil).

The Company is relying on the exemption in section 6.1 of NI 52-110, which exempts issuers whose shares are listed on the TSXV from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations).

APPOINTMENT OF AUDITOR

The Company recommends that Baker Tilly WM LLP (formerly known as Wolrige Mahon LP), Chartered Accountants, of Vancouver, British Columbia, be appointed as auditors of the Company for the ensuing year until the next annual meeting of shareholders. Wolrige Mahon was first appointed auditors of the Company on September 18, 2014 by the Board of Directors, upon the recommendation of the Audit Committee of the Company.

The management designees, if named as proxy, intend to vote the common shares represented by any such proxy FOR the appointment of Baker Tilly WM LLP as auditors of the Company, at a remuneration to be fixed by the Board, unless a shareholder has specified in his or her proxy that his or her common shares are to be withheld from voting on the appointment of auditors.

CORPORATE GOVERNANCE

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

1. Board of Directors

The Board of Directors (the “**Board**”) facilitates its independent supervision over management through regular meetings of the Board. The non-management directors of the Board do not hold regularly scheduled meetings at which non-independent directors are not in attendance. However, the size of the Board and the nature of the Company’s operations ensure that open and candid discussion among the independent directors is possible.

The independent members of the Board of Directors are Mary Little, Michael Dake, Tyler Durham, Joseph Mullin and Hua Huang, all of whom shall stand or re-election or election, as the case may be, at the Meeting. The non-independent director standing for re-election at the Meeting is Frank Wells, the former Interim CFO.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees.

2. Directorships

Certain of the directors of the Company are also directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Mary Little	Tinka Resources Ltd. Sandstorm Gold Ltd. New Dimension Resources Ltd.
Michael Dake	Cricket Resources Ltd. Portofino Resources Corp. Trinity Valley Energy Corp.
Frank Wells	Central Asia Metals Ltd.

3. Orientation and Continuing Education

The Board of Directors is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

4. Ethical Business Conduct

The Board of Directors relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board of Directors has found that these, combined with 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.

5. Nomination of Directors

The Board of Directors considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders. The Board takes into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

6. Compensation

The Board of Directors and Compensation Committee are responsible for determining all forms of compensation, including long-term incentives in the form of stock options, to be granted to the CEO of the Company and the directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. Please refer to "Executive Compensation – "Compensation Governance" above for further details.

7. Other Board Committees

In addition to the Compensation Committee, the Board has an Audit Committee, the members of which are Frank Wells, Mary Little and Tyler Durham. A copy of the Audit Committee Charter is attached as Schedule "A" to this Information Circular.

8. Assessments

The Board annually reviews its own performance and effectiveness as well as reviews the Audit Committee Charter and recommends revisions as necessary. Neither the Company nor the Board has adopted formal procedures to regularly assess the Board, the Audit Committee or the individual directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board of Directors monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practice allows the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

MANAGEMENT CONTRACTS

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

PARTICULARS OF MATTERS TO BE ACTED UPON

Incentive Stock Option Plan

Shareholders will be asked to confirm approval of the Company's Stock Option Plan which was last approved by shareholders at the Company's annual general meeting held on May 28, 2019 (the "Plan"). There have been no changes to the Plan since it was last approved by shareholders. The Plan is subject to annual re-approval by shareholders and annual filing with the TSX Venture Exchange.

Terms of the Plan

A full copy of the Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Plan from the Company prior to the Meeting on written request. The following is a summary of the material terms of Plan:

Number of Shares Reserved. The number of common shares reserved for issuance under the Plan is 10% of the number of common shares outstanding at any given time.

Administration. The Plan is to be administered by the Board of Directors of the Company or by a committee to which such authority is delegated by the Board from time to time.

Eligible Persons. The Plan provides that stock options may be issued only to directors, officers, employees and consultants of the Company or of any of its affiliates or subsidiaries, and to employees of consultant companies providing management or administrative services to the Company, and to consultant companies themselves. Such persons and entities are referred to herein as "Eligible Persons".

Board Discretion. The Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or any committee to which such authority is delegated by the Board from time to time.

Maximum Term of Options. Options granted under the Plan will be for a term not exceeding ten years from the date of grant.

Maximum Options per Person. The number of shares reserved for issuance to any one option holder pursuant to options granted under the Plan during any twelve month period may not exceed 5% (or, in the case of a Consultant, 2%) of the outstanding shares of the Company at the time of grant. The number

of shares reserved for issuance to Consultants and Employees who are engaged in investor relations activities is limited to an aggregate of 2% of the outstanding shares of the Company at the time of grant.

No Assignment. The options may not be assigned or transferred.

Termination Prior to Expiry. Generally, Options must expire and terminate on a date stipulated by the Board at the time of grant and, in any event, must terminate within a reasonable period following the date on which the option holder ceases to be an Eligible Person. If an option holder dies, the options of the deceased option holder will be exercisable by his or her estate for a period not exceeding 12 months or the balance of the term of the options, whichever is shorter.

Exercise Price. Options granted under the terms of the Plan will be exercisable at a price which is not less than the Discounted Market Price, as that term is defined in the TSXV policy manual as of the date hereof, or such other minimum price as is permitted by the TSXV in accordance with its policies from time to time.

Full Payment for Shares. The Company will not issue shares pursuant to options granted under the Plan unless and until the shares have been fully paid for. The Company will not provide financial assistance to option holders to assist them in exercising their options.

Reduction of Exercise Price. The exercise price of stock options granted to Insiders (as that term is defined in the Plan) may not be decreased without disinterested shareholder approval.

Termination of Plan. The Plan will terminate pursuant to a resolution of the Board or the Company's shareholders.

At the Meeting, shareholders will be asked to pass an ordinary resolution to re-approve the Plan in the following form:

"BE IT RESOLVED that the Company's Stock Option Plan pursuant to which directors may from time to time reserve for issuance and issue up to 10% of the then issued and outstanding common shares of the Company pursuant to incentive stock options granted to directors, officers, employees and consultants of the Company and its subsidiaries, as more particularly described in the Company's Information Circular dated November 16, 2020, is approved, ratified and confirmed, subject to regulatory approval.

The foregoing resolution must be approved by a simple majority of the votes cast at the Meeting by the holders of common shares. If the Plan is not re-approved by the shareholders, the Company will have to consider other methods of compensating and providing incentives to directors, officers and consultants.

The Directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the Plan.

ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its financial years ended June 30, 2020 and June 30, 2019. Financial information for the years ended June 30, 2020 and June 30, 2019 has been filed on SEDAR. Shareholders may contact the Company to request copies of the financial statements and Management's Discussion and Analysis by writing to the Corporate Secretary, Pure Energy Minerals Ltd., 11th Floor, 1111 Melville Street, Vancouver, BC V6E 3V6, or by email to: d.szigety@pureenergyminerals.com.

OTHER MATERIAL FACTS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DATED at Vancouver, British Columbia, on the 11th day of December, 2020.

BY ORDER OF THE BOARD

PURE ENERGY MINERALS LIMITED

"Mary Little"

Mary Little, Director

AUDIT COMMITTEE'S CHARTER

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the “**Board**”) to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee’s primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor;
- (e) review the Company’s financial statements, MD&A and annual and interim earnings press releases, before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

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