



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual general and special meeting of Shareholders of **Kincora Copper Limited** (the “Company”) will be held at 400-837 West Hastings Street, Vancouver, BC V6C 3N6 on Tuesday, November 24, 2020 at 5:00 PM., local time (PST), (the “Meeting”) for the following purposes:

1. To receive and consider the Financial Statements for the financial year ended December 31, 2019 and the report of the auditor thereon;
2. To set the number of directors at five (5);
3. To elect directors of the Company for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton Labonte LLP, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the compensation for the auditors;
5. To re-approve the Company’s 10% rolling stock option plan;
6. To consider and, if deemed advisable, pass a special resolution to consolidate the issued and outstanding common shares of the Company (the "Consolidation") on the basis of three (3) pre-Consolidation common shares for every one (1) post-Consolidation common share, and to further authorize the Company's board of directors to determine when and if to effect such Consolidation, as more particularly described in the accompanying Management Information Circular;
7. To consider and, if deemed advisable, pass a special resolution to amend the Company's Articles to add a new Article 27 which will provide that in the event of a conflict between the Articles of the Company and the Listing Rules of the Australian Stock Exchange, the Listing Rules will prevail, as more particularly described in the accompanying Management Information Circular.
8. To transact such other business as may properly come before the Meeting.

The Board of Directors has fixed October 20<sup>th</sup>, 2020 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting. Shareholders unable to attend the meeting in person are requested to read the enclosed Information Circular and Proxy (or Voting Instruction Form, a “VIF”) and then complete and deposit the Proxy or VIF in accordance with its instructions. Unregistered shareholders must deliver their complete Proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government orders restricting gatherings which may be in effect at the time of the Meeting, the Corporation is requesting that shareholders not attend the Meeting in person.

Shareholders are strongly encouraged to vote in advance of the Meeting in accordance with the instructions provided in this Management Information Circular, and shareholders are encouraged NOT to attend the Meeting in person. The ability of shareholders to attend the Meeting in person is also subject to any governmental orders applicable at the time of the Meeting which might prevent or restrict shareholders from attending in person.

The Corporation is monitoring developments regarding COVID-19. In the event the Corporation decides any change to the date, time, location or format of the Meeting, including remote access particulars, is necessary or appropriate due to difficulties arising from COVID-19, the Corporation will promptly notify shareholders of the change by issuing a news release, a copy of which will be available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Suite 400, 837 West Hastings Street, Vancouver, B.C. V6C 3N6**

**DATED** at Vancouver, British Columbia, this 20<sup>th</sup> day of October, 2020.

**BY ORDER OF THE BOARD**

**Jonathan (Sam) Spring**  
**President & Chief Executive Officer**



## MANAGEMENT INFORMATION CIRCULAR

(as at October 20, 2020 and in Canadian dollars, except where indicated)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of KINCORA COPPER LIMITED (the “Company” or “Kincora”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on November 24, 2020 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

In this Information Circular, references to “the Company”, “we” and “our” refer to Kincora Copper Limited. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

**The Company intends to hold the Meeting in person. However, due to the COVID-19 pandemic, to mitigate risk to the health and safety of our communities, shareholders and employees, the Company requests that shareholders not attend the Meeting in person. The Company encourages shareholders to instead vote their shares in advance of the Meeting via mail, facsimile or online. No management presentation will be made at the Meeting.**

**If any shareholder does wish to attend the Meeting in person, please contact Sam Spring through email [sam.spring@kincoracopper.com](mailto:sam.spring@kincoracopper.com) in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. The Meeting can accommodate no shareholders in person. Attendance will be on a first come, first served basis. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person. The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.**

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

## **Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

## **Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.**

## **Registered Shareholders**

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. A registered shareholder may submit a proxy using one of the following methods:

- (a) complete, date and sign the Proxy and return it to the Company’s transfer agent, Computershare Trust Company of Canada (“Computershare”), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder’s account number and the proxy access number; or
- (c) log on to Computershare’s website at, [www.investorvote.com](http://www.investorvote.com). Registered shareholders must follow the instructions provided and refer to the enclosed proxy form for the holder’s account number and the proxy access number.

Whatever method a registered shareholder uses to submit their proxy, they must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof.

## Beneficial Shareholders

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("OBOs") 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 Company is taking advantage of the provisions of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101") that permit the Company to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from our transfer agent, Computershare Investor Services, Inc. ("Computershare"). The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These security holder materials are being sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a beneficial owner, and 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 securities on your behalf.

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

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. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a 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 Shares 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 Shares 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 Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it using one of the following methods:

- (a) execute a proxy bearing a later date or execute a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the office of the Company at 1199 West Hastings Street, Suite 800, Vancouver, British Columbia, V6E 3T5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) attend the Meeting in person and vote the registered shareholder's Common Shares.

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

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any 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 election of directors and as may be set out herein.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The board of directors (the "Board") of the Company has fixed **October 20, 2020** as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete,

sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of October 20, 2020, there were **208,161,047** Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at October 20, 2020 are:

<b>Shareholder Name</b>	<b>Number of Common Shares Held</b>	<b>Percentage of Issued Common Shares</b>
LIM Asia Special Situations Master Fund Limited.	36,629,821	17.60%
New Prospect Capital Management, on behalf of Century Development Limited.	21,150,000	10.20%

Notes:

(1) The above information was supplied to the Company by the shareholders and from the insider reports available at [www.sedi.ca](http://www.sedi.ca).

The following documents filed with the securities commissions or similar regulatory authority in British Columbia, Alberta and Ontario are specifically incorporated by reference into, and form an integral part of, this information circular:

- The audited annual financial statements of the Company for the financial year ended December 31, 2019, together with the report of the auditor thereon and the related management discussion and analysis, to be filed on SEDAR prior to the date of the meeting.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Company, at Suite 400 – 837 West Hastings Street, Vancouver BC V6C 3N6. These documents are also available through the Internet on SEDAR, which can be accessed at [www.sedar.com](http://www.sedar.com).

## **ELECTION OF DIRECTORS**

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) ("BCA"), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following disclosure sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction,;

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment <sup>(1)</sup>	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled as of Record Date <sup>(1)</sup>
<b>JONATHAN (SAM) SPRING</b> <sup>(2,4)</sup> Director Australia	President and Chief Executive Officer of the Company from April 23, 2013. VP of Corporate Development from August 27, 2012.	Since July 23, 2014	4,105,520 (direct) 689,890 (indirect)
<b>RAY NADARAJAH</b> <sup>(2,3)</sup> Director Hong Kong	Principal of Global Infrastructure Partners, formerly managing director of TPG Capital and General Manager of Rio Tinto.	Since May 9, 2018	1,149,325
<b>JOHN HOLLIDAY</b> <sup>(4)</sup> Director Australia	Principal of Holliday Geoscience consultancy (2010 to present). Prior to his current position, he was a Chief Geoscientist, General Manager Property Generation for Newcrest Mining Limited.	Since February 1, 2017	1,659,280
<b>LEWIS MARKS</b> <sup>(2)</sup> Director Mongolia	A registered New York lawyer, commodities trader, former director of CBH Resources Limited and Advisor to LIM Advisors.	Since July 30, 2018	484,715
<b>CAMERON MCRAE</b> <sup>(3)</sup> Director Australia	Executive Director of Tarva Investment and Advisory LLC, Chairman of SES Resources LLC, non-executive director of Erdene Resource Development and Vice Chairman of the Business Council of Mongolia	Since August 13, 2018	1,687,261 (direct) 1,869,698 (indirect)

Notes:

1. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
2. Denotes member of the Audit Committee.
3. Denotes member of the Remuneration Committee.
4. Denotes member of the Technical Committee in addition to Senior VP of Exploration, Peter Leaman.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;



- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) 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 has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

#### **APPOINTMENT OF AUDITOR**

Dale Matheson Carr-Hilton LaBonte LLP, of 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1 will be nominated at the Meeting for appointment as auditor of the Company. They were first appointed as auditors effective March 16, 2016. The Company's previous auditor was Davidson & Company, who had been auditors of the Company since January 2010.

#### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 "Audit Committees" ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below.

##### **The Audit Committee's Charter**

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule "A" hereto.

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

The members of the Audit Committee are Messrs Lewis Marks, Sam Spring and Ray Nadarajah, Mr. Nadarajah as chair. Mr. Marks and Mr. Nadarajah are independent members of the Audit Committee. Mr. Spring is the Chief Executive Officer of the Company and therefore is not considered independent. All members of the Audit Committee are considered to be financially literate.

##### **Relevant Education and Experience**

**Ray Nadarajah**, chairman of the audit and remuneration committees, is currently a Principal of Global Infrastructure Partners, and was most recently a Managing Director of TPG Capital where he was responsible for infrastructure investments across emerging markets. Prior to this he worked at Rio Tinto

where he held a number of senior strategic and commercial roles, including Head of the Office of the CEO, General Manager of Corporate Development, Director of Business Development for China and Head of Business Development for Oyu Tolgoi in Mongolia. He began his career as an investment banker across Sydney, Hong Kong and Beijing with Citi and Goldman Sachs where he advised on M&A and capital market transactions across the natural resources, infrastructure, diversified industrials and telecom sectors. Ray is a non-executive director of New Frontier Exploration and holds a double degree in actuarial studies and finance from the Australian National University and has undertaken executive education from the Harvard Business School.

**Sam Spring** is formerly a Senior Mining Analyst with over 10 years financial services experience across various disciplines within the Goldman Sachs Group and Ocean Equities Ltd (the later now Pareto Securities). Prior to joining Kincora in August 2012, he had 5 years as a metals and mining research analyst covering, and providing advisory services, to the junior-mid cap sector, and was involved in the formation and funding of Kincora in mid 2011. In 2009, he won the Association of Mining Analysts (AMA - UK) Equity Mining Analyst of the Year. Mr. Spring is Vice Chair of the Business Counsel of Mongolia's (BCM) Resources and Environment Working Group, and a member of the International Advisory Panel (IAP) to the Minister of Mining and Heavy Industry of Mongolia. Mr. Spring has a commerce degree from the University of Melbourne, is a Chartered Accountant (ICAA) and CFA Charterholder.

**Lewis Marks** is a former practising and currently registered New York lawyer. Mr. Marks has lived and worked in Asia for over 40 years, with a residence and business operations in Mongolia for most of the last 20 years. Since 2002, Mr. Marks has served as member of the board of directors of the LIM Japan Fund and been managing member of MIC Global Partners LLC. Until recently, Lewis was a longstanding board member of CBH Resources Ltd., which has mining and exploration interests in New South Wales, Australia. From 1980 to 1993, he was with Marc Rich & Co. AG (purchased by Glencore International AG in 1993) and remained with Glencore until 2000, where part of his responsibilities included selling Mongolian copper into China, which first brought him to Mongolia in 1991. Mr. Marks earned his Bachelor of Science in foreign service at the School of Foreign Service, Georgetown University, in Washington and his Juris doctor from the School of Law, State University of New York at Buffalo.

### **Audit Committee Oversight**

The Audit Committee has made recommendations to the Board to nominate Dale Matheson Carr-Hilton LaBonte LLP.

### **Reliance on Certain Exemptions**

The Company's current auditor, Dale Matheson Carr-Hilton LaBonte LLP, has not provided any material non-audit services. The Company's previous auditor, Davidson & Company LLP, has not provided any material non-audit services.

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

The Audit Committee has adopted specific policies and procedures for engagement of non-audit services as described in the Audit Committee Charter set out in Schedule "A" to this Information Circular.

## External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Dale Matheson Carr-Hilton LaBonte LLP to the Company to ensure auditor independence. Fees incurred with Davidson & Company LLP, the previous auditor, for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2019	Fees Paid to Auditor in Year Ended December 31, 2018
Audit Fees <sup>(1)</sup>	\$35,427	\$26,300
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	\$2,300	\$2,150
All Other Fees <sup>(4)</sup>	Nil	Nil
Total	\$37,727	\$28,450

### Notes:

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

## Exemption

Pursuant to section 6.1 of NI 52-110, the Company is a "venture issuer" and is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

## CORPORATE GOVERNANCE

### General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

### Board of Directors

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

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent members of the Board are John Holliday, Ray Nadarajah, Cameron McRae, and Lewis Marks. LIM Advisors and New Prospect Capital have the right to board representation, with Mr. Marks being LIM's nominee.

The non-independent director is Sam Spring.

### **Directorships**

The directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

<b>Name of Director</b>	<b>Name of Reporting Issuer</b>	<b>Exchange Listed</b>
Cameron McRae	Erdene Resource Development	TSX

### **Orientation and Continuing Education**

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations and papers by the Company's management and employees to give the directors additional insight into the Company's business and industry.

### **Ethical Business Conduct**

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

### **Nomination of Directors**

The Board 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, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

### **Compensation**

The Board, acting through the Remuneration Committee, evaluates the performance of the CEO in conjunction with the Company's goals and objectives and, acting through the Remuneration Committee, approves the compensation level of the CEO, Chairman, Committee members and Board.

## **Other Board Committees**

The Board has no committees other than the Audit Committee, Remuneration Committee and the Technical Committees.

The Technical Committee is responsible for the Company exploration strategy and plans, and provides a strong oversight to on-going operations.

## **Assessments**

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

## **STATEMENT OF EXECUTIVE COMPENSATION**

Unless otherwise noted the following information is for the Corporation's last completed financial year (which ended December 31, 2019).

### **A. Named Executive Officers**

For the purposes of this Circular, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

- (a) the chief executive officer ("CEO") of the Company;
- (b) the chief financial officer ("CFO") of the Company;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

### **B. Compensation Discussion and Analysis**

The Company's board of directors (the "Board"), acting through recommendations of the Remuneration Committee, evaluates the performance of the CEO in conjunction with the Company's goals and objectives and, approves the compensation level of the CEO and of the Company's executive officers. The Board seeks to ensure that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy.

The Board, acting through recommendations of the Remuneration Committee, is also responsible for recommending compensation for the directors and granting stock options to the directors, officers and employees of, and consultants to, the Company pursuant to the Corporation's Stock Option Plan. Each of the independent directors has appropriate experience and skills based on their involvement with various companies in the public company sector as disclosed in the section below on Relevant Skills and Experience.

As announced in the June 18th, 2019, press release, the Remuneration Committee recently completed a comprehensive remuneration review to better align, incentivize and retain the board and technical and

management teams, and ensure contributions to the Company, both past and present, have been recognized (“*Remuneration Review*”). The recommendations of the Remuneration Review were approved by the Board.

### **Philosophy**

The Company follows the practice of compensating its NEOs such that compensation is competitive with peer group companies, which allows the Company to attract and retain its key employees, and allows the Company to compensate based on performance. This philosophy is linked to the Company’s business strategy which includes increasing stakeholder value. In addition, the compensation programs aim for simplicity and responsiveness to market changes.

The Board oversight is total in that the Board annually determines the base salary, cash and stock incentives and grant of stock options. All incentives are subject to risk but the Board believes that these risks are mitigated because it has the right to determine all incentives in light of any inappropriate risks taken by a NEO. In addition, all NEO compensation policies and practices are similar, the Board can exercise the right to award or reduce any compensation, no policies are weighted towards short term goals, and policies are awarded upon an accomplishment of a short term task which affects the Company over a longer term.

### **Objective and Description of Business**

Kincora is a junior resource company engaged in the acquisition, exploration and development of mineral properties, with a focus on copper-gold projects in Australia and Mongolia. Our objective is to create value for shareholders through the advancement and discovery of porphyry copper-gold-molybdenum and epithermal precious metal deposits, particularly focused on the next generation of Tier 1 porphyries in the Macquarie Arc of the Lachlan Fold Belt in the Central West of New South Wales, Australia, and further countercyclical corporate and expansion opportunities.

The Company performs reviews of all NEOs annually, or as needed in light of company developments and market conditions, to ensure that compensation provided to top performing individuals is comparable to that of individuals with similar qualifications, skills and positions with peer companies within the mining industry. The compensation is also reviewed in light of the Company’s cash position, budgets and share prices to ensure that the compensation is also equitable to the Company and the future success of the company. In the last year, two compensation reviews have been undertaken seeking to align the NEOs interests to that of shareholders in light of the Company’s cash position and difficult market conditions.

The Company is a reporting issuer in Ontario, British Columbia and Alberta, Canada. The Company’s common shares trade on the TSX Venture Exchange under the symbol KCC.

### **Components of Compensation**

The Company’s key components of compensation are base salary, variable annual cash incentives and stock options. The Company does offer other perquisites but such are not material on an annual basis.

### **Base Salary**

A target salary is determined by the Board of Directors based on consideration of various marked factors. The target salary is the optimal salary paid to an individual who is proficient, experienced, has sufficient skills and potential and is performing at a high level. The Company follows standard industry practices when assessing compensation.

### **Annual Cash and Stock Incentives**

The Board of Directors considers incentives to the NEOs from time to time based on objectives tied to the general improvement of the Company in terms of successful financings, property acquisitions, property option agreements, establishing control procedures, and other factors as determined by the Board of Directors.

### **Stock options**

The philosophy of the Board of Directors is to grant options based on an individual's involvement, proficiency, experience and performance levels. Options are granted periodically.

The Board reviews the grants of stock options on a quarterly basis. During the year ended December 2019, a total of 9,817,085 stock options were granted by the Company.

### **2019 Remuneration Committee Options Allocation Review**

As announced in the June 18<sup>th</sup>, 2019, press release, the Remuneration Committee recently completed a comprehensive remuneration review to better align, incentivize and retain the board and technical and management teams, and ensure contributions to the Company, both past and present, have been recognized ("*Remuneration Review*"). The Board approved the key recommendations of this Remuneration Review, which are summarized below.

Following the Remuneration Review, the Company has granted to directors, officers and employees a total of 12,413,712 stock options under the Company's stock option plan, noting 2,596,627 existing stock options have been cancelled, and subject to shareholder approval and the acceptance of the TSX Venture Exchange (the "Exchange"), is to be reissued as part of the new grant.

Half the new options have a 2-year term from issuance date exercisable at a price of 11 cents per share and the other half being exercisable at 25 cents per share with a 3-year term from issuance. 5,874,136 options, split equally for the aforementioned terms, will vest over a 4-month period from the issuance date. A further 3,272,200 options, split equally for the aforementioned terms, will vest over a 4-month period post the conversion of 16,722,000 subscription receipts, and issued in the recently completed over subscribed offering into units and the release from trust of 16,000,000 units sold in the same offering (see news release dated June 11, 2019). 3,267,376 options, split equally for the aforementioned terms, will vest over a 4-month period post the Company receiving the shareholder approvals required by the Exchange.

Following the Remuneration Review, the Company has awarded a one-off share award of 1,037,376 shares with a 12-month lock up to President & CEO, Mr. Sam Spring, to recognize his contributions over the past 24 months. The new Shares and Options are subject to a 4-month hold period commencing as of the date of issuance.

### **2020 Remuneration Committee Options Allocation Review**

On April 29<sup>th</sup>, 2020, the Company announced that following the annual remuneration review, certain annual bonuses have been awarded to management of the Company, a portion of which will be satisfied through the issuance of an aggregate of 1,973,800 common shares at a deemed price of \$0.10 per share. The shares were subject to TSX Venture Exchange approval, a four month hold period from the date of issuance and subject to certain vesting provisions. Key elements of the annual remuneration review:

1. 712,866 of options issued to replace options expired since the 2019 AGM to directors, officers and

employees of the Company, on the same terms as the September 2019 options allocation, namely 50% at a 11 cents strike price and two year term, and 50% at a 25 cents strike price and three year term.

2. The remaining 2,273,004 of options headroom will be allocated with a 8.5 cents strike price<sup>1</sup> and three year term to the directors, officers and employees of the Company.
3. A director was granted a share award of C\$70,000, based on a share price of 10 cents for his contributions to delivering new projects.
4. Key management personnel are awarded a 2019 Performance bonus as follows:
  - a. Sam Spring. Awarded a 2019 performance bonus of \$112,860; with 40% paid in cash (\$45,144) and 60% paid in shares (\$67,716) at a price of 10 cents and with 1/3 vesting at the end of each year 2020, 2021, and 2022.

### **2019 Updated Shares for Services Agreements**

At the November 2018 Board Meeting, the Remuneration Committee completed a review to discuss and approve the changes to compensation and share for services agreements for the Board.

The board approved that effective January 1, 2019 that the CEO salary package would be increased in total fixed annual compensation and to be accrued and not paid until close of the 1H 2019 capital raising. The CEO annual salary is to be increased to \$300,000 with \$220,000 to be paid in cash and \$80,000 in shares ("Compensation Shares"). The Compensation Shares to be paid quarterly at the greater of (i) the prevailing 3 month VWAP at the time of issue; and (ii) the discounted market price on the last trading day of the period for which compensation is being paid.

The Board of Directors compensation has increased effective January 1, 2019 and the amounts to be accrued and only paid at the close of the 1H 2019 capital raising process.

The Chairman compensation will be adjusted to an annual compensation of \$150,000 per annum, with 1/3 payable in cash and 2/3 Compensation Shares.

Non-executive director fees to be either all shares or cash-shares, with the Director to choose an option by 15 March 2019. The all shares option is \$54,000 in shares and cash-shares option is \$24,000 in cash and \$24,000 in shares. The share component paid monthly quarterly at the closing price of the period for which compensation is being paid.

The Chairman of the Remuneration and Audit committees compensation will receive an additional cash component of \$24,000 per year, consistent with additional cash component paid to the Chairman of the Technical committee.

All cash payments made to Directors of the Board will revert to Compensation Share payments in the event and for so long as the Company's cash balance is below \$1,000,000. In the event of a further deteriorating financial position, the Remuneration Committee will propose further amendments to necessary compensation arrangements.



**Other**

**Summary Compensation Table**

The compensation paid to the NEOs during the Company’s three most recently completed financial years of December 31, 2019 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Sam Spring <sup>1 2</sup> Director and CEO	2019	300,000	Nil	51,139	249,485	Nil	Nil	Nil	600,624
	2018	285,000	Nil	Nil	Nil	Nil	Nil	Nil	285,000
	2017	285,000	Nil	650,355	Nil	Nil	Nil	Nil	935,355
Anthony Jackson <sup>3</sup> CFO	2019	73,800	Nil	3,118	Nil	Nil	Nil	Nil	76,918
	2018	76,800	Nil	25,000	Nil	Nil	Nil	Nil	101,800
	2017	70,800	Nil	58,470	Nil	Nil	Nil	Nil	129,270

Notes:

- (1) Effective April 23, 2013, Jonathan (Sam) Spring, the former VP of Corporate Development was appointed President and Chief Executive Officer
- (2) Please refer to section “Management Contracts”.
- (3) Anthony Jackson is remunerated through Bridgemark Financial Corp. Please refer to section “Management Contracts”.

**Incentive Plan Awards**

**Outstanding Share-based Awards and Option-based Awards**

The following table sets out all option-based awards and share-based awards outstanding as at December 31, 2019, for each NEO:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Sam Spring <sup>1</sup> Director and CEO	600,021	0.375	09/13/21	Nil	Nil	Nil	Nil
	600,021	0.525	09/13/21	Nil	Nil	Nil	Nil
	341,860	0.43	01/23/21	Nil	Nil	Nil	Nil
	341,860	0.54	01/23/21	Nil	Nil	Nil	Nil
	772,540	0.11	09/27/21	Nil	Nil	Nil	Nil
	818,050	0.25	09/27/22	Nil	Nil	Nil	Nil
Anthony Jackson CFO	125,000	0.20	05/10/20	Nil	Nil	Nil	Nil
	51,408	0.43	01/23/21	Nil	Nil	Nil	Nil
	51,407	0.54	01/23/21	Nil	Nil	Nil	Nil

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
	47,886	0.11	09/27/21	Nil	Nil	Nil	Nil
	49,083	0.25	09/27/22	Nil	Nil	Nil	Nil

Notes:

- (1) Effective April 23, 2013, Jonathan (Sam) Spring, the former VP of Corporate Development was appointed President and Chief Executive Officer

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

The following table sets out the value vested or earned under incentive plans during the year ended December 31, 2019, for 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 (\$)
Sam Spring Director and CEO	51,139	Nil	Nil
Anthony Jackson CFO	3,118	Nil	Nil

See *Securities Authorized under Equity Compensation Plans* for further information on the Company’s Share Option Plan.

### **Pension Plan Benefits**

The Company does not have a pension plan and does not pay pension benefits to any of its NEOs.

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

Effective September 1, 2012 the Company entered into a Consulting Agreement (the “Spring Agreement”) with Spring Resources Pty Ltd. (“Spring”), a company wholly-owned and controlled by the current President and CEO of the Company. An updated Spring Agreement was entered into with Spring Investments & Consulting Pty Ltd effective September 26<sup>th</sup>, 2019. Spring may terminate the Agreement upon providing to the Company 90 days’ notice in writing. Pursuant to the Agreement, if a “Change of Control” occurs (as defined in the Spring Agreement), Spring will be entitled to 6 months the monthly fee otherwise payable to Spring under the Spring Agreement plus an amount that is equivalent to one-half the average annual cash bonus paid to Spring in the two fiscal years of the Company preceding the Change of Control. See “Management Contracts.”

The Company entered into a Consulting Agreement (the “Bridgemark Agreement”) dated September 15, 2014 with Bridgemark Financial (“Bridgemark”) a company controlled by the current CFO of the Company. The Consulting Agreement provided for the engagement of Mr. Jackson to fulfil the duties of Chief Financial Officer for the Company in consideration for the Company paying a monthly fee of \$4,590 per

month. As of March 31, 2016, payment to Bridgemark was changed to a monthly fee of \$3,150 per month. Further to exchange \$2,250 per month is paid additional through DSU. This was increased to \$3,000 on June 30, 2016. Pursuant to the Bridgemark Agreement, either Bridgemark or the Company may terminate at any time by 60 days written notice. Pursuant to the Bridgemark Agreement, if a “Change of Control” occurs (as defined in the Bridgemark Agreement), Bridgemark will be entitled to 6 months the monthly fee otherwise payable to Bridgemark under the Bridgemark Agreement. For the year ended December 31, 2018 the Company paid Bridgemark, \$76,800.

Other than the above as of October 20, 2020 the Company had no agreements with any of its NEOs concerning severance payments of cash or equity compensation as a result of termination of their arrangement with the Company or as a result of a change of control of the Company.

### Director Compensation

Please refer to 2019 Updated Shares for Services Agreements section for further information in regards to Director Compensation

The compensation provided to the directors who were not an NEO for the Company’s most recently completed financial year of December 31, 2019, is:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Cameron McRae <sup>(3)</sup>	178,000	Nil	469,259	Nil	Nil	Nil	647,259
John Holliday <sup>(4)</sup>	48,000	Nil	244,495	Nil	Nil	Nil	292,495
Lewis Marks <sup>(5)</sup>	48,000	Nil	79,706	Nil	Nil	Nil	127,706
Ray Nadarajah <sup>(6)</sup>	60,000	Nil	255,491	Nil	Nil	Nil	315,491

Notes:

- (1) Effective March 1, 2016 and subject to regulatory approval the cash compensation of the non-executive directors was reduced from C\$12,000 p.a. to nil with the share component of C\$12,000 p.a. to be increased to C\$36,000 paid in Kincora shares.
- (2) Effective September 1, 2016 compensation of the non-executive directors increased from \$36,000 to C\$48,000 paid in Kincora shares via shares for service agreements as disclosed to and approved by shareholders and the TSXV.
- (3) Mr. McRae was appointed as a director on August 13, 2018
- (4) Mr. Holliday was appointed as a non-independent technical director on February 1, 2017 and was subsequently appointed chairman on August 9, 2020
- (5) Mr. Marks was appointed as a director on July 30, 2018
- (6) Mr. Nadarajah was appointed as a director on May 10, 2018

The following table sets out all option-based awards and share-based awards outstanding as at December 31, 2019, for a director who was not an NEO for the Company’s most recently completed financial year of December 31, 2019

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ray Nadarajah	125,000	0.20	10-May-20	Nil	Nil	Nil	Nil
	1,207,131	0.11	27-Sep-21	Nil	Nil	Nil	Nil
	490,830	0.25	27-Sep-22	Nil	Nil	Nil	Nil
Lewis Marks	125,000	0.20	30-Jul-20	Nil	Nil	Nil	Nil
	352,767	0.11	27-Sep-21	Nil	Nil	Nil	Nil
	163,610	0.25	27-Sep-22	Nil	Nil	Nil	Nil
Cameron McRae	125,000	0.20	09-Aug-20	Nil	Nil	Nil	Nil
	2,406,792	0.11	27-Sep-21	Nil	Nil	Nil	Nil
	818,050	0.25	27-Sep-22	Nil	Nil	Nil	Nil
John Holliday	1,107,160	0.11	27-Sep-21	Nil	Nil	Nil	Nil
	490,830	0.25	27-Sep-22	Nil	Nil	Nil	Nil

The following table sets out the value vested or earned under incentive plans during the fiscal year ended December 31, 2019, for a director, excluding a director who is already set out in disclosure above for an NEO for the Company:

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 (\$)
Ray Nadarajah	54,997	Nil	Nil
Lewis Marks	16,710	Nil	Nil
Cameron McRae	104,575	Nil	Nil
John Holliday	51,729	Nil	Nil

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the 2019 share option plan (the “Plan”) which was previously approved by shareholders on September 25, 2019. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. All options expire on a date not later than 10 years after the date of grant of such option.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2019.

**Equity Compensation Plan Information**

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Share Plan)	12,303,661	\$0.210	1,242,521
Equity compensation plans not approved by securityholders	62,515,000	\$0.250	Nil
Total	74,818,661	\$0.243	1,242,521

As of October 20, 2020, there are 14,789,531 options outstanding.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

This Information Circular, including the disclosure below, briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

No material transactions have been made with any informed person of the Company.

**MANAGEMENT CONTRACTS**

Except as set out herein, there are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

The Company entered into a Consulting Agreement dated August 19, 2012 with Spring Resources Pty Ltd. , a company wholly-owned and controlled by the current President and CEO, Jonathan (Sam) Spring (“Spring Agreement”). An updated Spring Agreement was entered into with Spring Investments & Consulting Pty Ltd effective September 26th, 2019. The Spring Agreement provided for the engagement of Mr. Spring to fulfil the duties of Vice-President of Corporate Development to the Company in consideration for the Company paying a base salary to Spring of \$160,000. Effective April 23, 2013, Mr. Spring, was appointed President and Chief Executive Officer. Effective March 1, 2016, the compensation of Mr. Spring as CEO was reduced from \$220,000 p.a. to \$185,000 p.a. with a new share component of \$100,000 p.a. paid in shares. Effective September 1, 2016, the cash compensation of Mr. Spring as CEO was reduced from \$185,000 p.a. to \$150,000 p.a. with a the share component increased to \$135,000 p.a. paid in shares with this compensation via a shares for service agreement as disclosed to and approved by shareholders and the TSXV. For the year ended December 31, 2019 the Company paid to Spring \$300,000 (see “**Summary Compensation Table**”).

The Company entered into a Consulting Agreement (the “Bridgemark Agreement”) dated September 15, 2014 with Bridgemark Financial (“Bridgemark”) a company controlled by the current CFO of the Company. The Consulting Agreement provided for the engagement of Mr. Jackson to fulfil the duties of Chief Financial Officer for the Company in consideration for the Company paying a monthly fee of \$4,590 per month. As of March 31, 2016, payment to Bridgemark was changed to a monthly fee of \$3,150 per month. Further to exchange \$2,250 per month is paid additional through DSU. This was increased to \$3,000 on June 30, 2016 and again revised August 30, 2016 (see “**Summary Compensation Table**”) with this compensation via a shares for service agreement as disclosed to and approved by shareholders and the TSXV. Pursuant to the Bridgemark Agreement, either Bridgemark or the Company may terminate at any time by 60 days written notice. Pursuant to the Bridgemark Agreement, if a “Change of Control” occurs (as defined in the Bridgemark Agreement), Bridgemark will be entitled to 6 months the monthly fee otherwise payable to Bridgemark under the Bridgemark Agreement. For the year ended December 31, 2019 the Company paid Bridgemark, \$73,800.

**The 2020 annual general and special meeting (the “Meeting”) of shareholders is to be held on November 24, 2020 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

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

### **1. Report and Financial Statements**

The Financial Statements, Auditor's Report, and management’s discussion and analysis (“MD&A”) for the financial year ended December 31, 2019 is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Notice of Annual General Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and form of Proxy will be available from Computershare Investor Services, at 510 Burrard St, Suite 300, Vancouver, BC V6C 3B9 or from the Company at its office located at Suite 400, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6.

**The Audit Committee and Board of Directors recommends that you vote in favour of the above resolution.**

### **2. Fixing the Number of Directors**

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting.

At the Meeting, it will be proposed that five directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed.

**The Board of Directors recommends that you vote in favour of the above resolution.**

### **3. Election of Directors**

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of directors at **five (5)**.

Each Director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated, in accordance with the Articles of the Company.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a Director.

**The Board of Directors recommends that you vote for each of the management nominees.**

### **4. Appointment of Auditor**

Dale Matheson Carr-Hilton Labonte LLP (“DMCL”) is the Company’s auditor. Management is recommending the re-appointment of DMCL as Auditors for the Company, to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the Board. Management

recommends the appointment, and the persons named in the enclosed form of Proxy intend to vote in favour of such appointment.

**The Board of Directors recommends that you vote in favour of the above resolution.**

## **5. Re-Approval of Stock Option Plan**

The Company has in place a stock option plan (the “Plan”) which was approved by Shareholders at the Company’s Annual and General Meeting held on November 22, 2013. It is a requirement of the TSX Venture Exchange (the “Exchange”) that each company listed on the Exchange have a stock option plan, and a company with a “rolling plan” must seek shareholder approval to such plan each year to ensure compliance with their policies. Accordingly, shareholders will be asked to re-approve the Plan consisting of shares of the Company’s authorized but unissued common shares and will be limited to 10% of the issued shares of the Company at the time of any granting of options (on a non-diluted basis). The Plan has the following terms:

### *Material Terms of the Plan*

The following is a summary of the material terms of the Plan:

- (a) the Company may grant stock options to any one individual representing over 5% of the issued Shares in any 12 month period with the approval of disinterested shareholders;
- (b) the Company may alter the requirement for options granted to optionees to expire 90 days following the termination of the relationship between the optionee and the Company;
- (c) the Company may alter the requirement for options granted to persons performing Investor Relations Activities (as defined in the TSXV Policy) to expire 30 days following the termination of the relationship between the optionee performing Investor Relations Activities and the Company;
- (d) the Company may grant options having a term of up to 10 years; and
- (e) the options granted under the Plan will not automatically be subject to vesting however the Company may impose vesting requirements on a case by case basis.

A copy of the Plan is available for review at the offices of the Company at Suite 400, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6.

### *Shareholder Approval*

**An ordinary resolution requires the favourable vote of a simple majority of the votes cast in person or by proxy at the Meeting. Management of the Company recommends that the Shareholders approve the following resolution:**

“RESOLVED THAT, subject to regulatory approval:

- 1. the Company’s Plan be and it is hereby ratified and confirmed;
- 2. the board of directors be authorized to grant options under and subject to the terms and conditions of the Plan, which may be exercised to purchase up to 10% of the issued Common Shares of the Company from time to time;
- 3. the board of directors be authorized to grant options representing in excess of 5% of the issued and outstanding Common Shares of the Company to any one individual within a 12 month period;



3. the outstanding stock options which have been granted prior to the implementation of the Plan shall, for the purpose of calculating the number of stock options that may be granted under the Plan, be treated as options granted under the Plan; and
4. any one director or officer of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of these resolutions."

A full copy of the Plan will be available for inspection at the Meeting.

For the purposes of this resolution the Directors and the Officers will abstain from voting.

**The Board of Directors recommends that you vote in favour of the above resolution.**

## **6. Approval of Share Consolidation**

The board of directors believes, for the reasons listed below, that a consolidation (the "**Consolidation**") of the common shares of the Company on the basis of three (3) pre-Consolidation common shares for every one (1) post-Consolidation common share may be of benefit to the Company and its shareholders. Shareholders are being asked to consider and, if thought fit, to pass a special resolution (the "**Consolidation Resolution**") authorizing the board of directors of the Company, in its sole discretion, to affect the Consolidation and, if necessary, to amend the Company's Articles and Notice of Articles accordingly. Notwithstanding approval of the Consolidation Resolution by shareholders of the Company, the board of directors may, in its sole discretion, determine the timing of the Consolidation and whether to revoke this special resolution, and abandon the Consolidation Resolution without further approval or action by or prior notice to shareholders.

### *Reasons for the Consolidation*

The primary reason why the board of directors is seeking approval to implement the Consolidation is to enable the Company to pursue a listing on the Australian Securities Exchange ("**ASX**"). The ASX requires that the Company have a price of listed securities of at least AU\$0.20, and the Company believes that the Consolidation may result in the average price of the Company's common shares meeting the ASX listing requirements.

Approval of the implementation of the Consolidation by shareholders would give the board of directors authority to implement the Consolidation at any time prior to the next annual meeting of shareholders. In addition, notwithstanding approval of the Consolidation Resolution by shareholders, the board of directors may, in its sole discretion, revoke the Consolidation Resolution and not proceed with the implementation of the Consolidation without further approval or action by or prior notice to shareholders. It is expected that should a share consolidation occur, the post-consolidation Common Shares will generally commence trading on the TSX Venture Exchange at the opening of trading three trading days following the effective date.

### *Principal Effects of the Consolidation*

As the Company currently has an unlimited number of common shares authorized for issuance, the Consolidation will not have any effect on the number of Common Shares that remain available for future issuances.

The Consolidation will not affect any shareholder's percentage ownership interest or proportionate voting power in the Company, other than as a result of the creation and disposition of fractional share interests as described below. Likewise, all equity awards granted, the number of Common Shares reserved for issuance and any maximum number of Common Shares with respect to which equity awards may be granted to any participant, under the Company's equity incentive plans, would also be adjusted as a result of the Consolidation, such that the number of Common Shares underlying outstanding options, restricted share units and deferred share units, would be reduced proportionately such that its underlying award value will not change as a result of the Consolidation.

*Risks associated with the Consolidation*

Reducing the number of issued and outstanding Common Shares through the Consolidation is intended, absent other factors, to increase the per share market price of the Common Shares. However, the market price of the Common Shares will also be affected by the Company's financial and operational results, its financial position, including its liquidity and capital resources, the development of its mining projects, the ability of the Company to obtain admission to the Official list of the ASX, general industry conditions including commodity prices, geopolitical developments, the market's perception of the Company's business and prospects and other factors, including ongoing economic and capital market impacts of the novel coronavirus pandemic, which are unrelated to the number of Common Shares outstanding.

Having regard to these other factors, there can be no assurance that the market price of the Common Shares will increase following the Consolidation to the extent necessary to permit the Company to list on the ASX or that the market price of the Common Shares will not decrease in the future and create a minimum price deficiency. There can also be no assurance that a share consolidation will, in and of itself, guarantee the listing of the Common Shares or associated Chess Depository Interests on the ASX or that the Common Shares will not be delisted because the Company fails to meet other continued listing requirements of the ASX.

The market price of the Common Shares is expected to be approximately equal to the market price of the Common Shares prior to the Consolidation multiplied by three but there is no assurance that the anticipated market price immediately following the implementation of the Consolidation will be realized or, if realized, will be sustained or will increase. There is a risk that the total market capitalization of the Company's Common Shares (the market price multiplied by the number of Common Shares outstanding) after the Consolidation may be lower than the total market capitalization of the Common Shares prior to the Consolidation.

Although the Company believes that establishing a higher market price for the Common Shares could increase investment interest for the Common Shares by potentially broadening the pool of investors that may consider investing in the Company, including investors whose internal investment policies prohibit or discourage them from purchasing stocks trading below a certain minimum price, increasing analyst and broker interest in the Common Shares and reducing volatility in the trading of the Common Shares, there is no assurance that the Consolidation will achieve this result. As a result, the trading liquidity of the Common Shares may not necessarily improve.

If the Consolidation is implemented and the market price of the Common Shares (adjusted to reflect the consolidation ratio) declines, the percentage decline as an absolute number and as a percentage of the Company's overall market capitalization may be greater than would have occurred if the Consolidation had not been implemented. Both the total market capitalization of the Company and the adjusted market price of the Common Shares following the Consolidation may be lower than they were before the Consolidation took effect. Consequently, the reduced number of Common Shares that would be outstanding after the Consolidation is implemented could adversely affect the liquidity of the Common Shares.

The Consolidation will, in all likelihood, result in some shareholders owning "odd lots" of fewer than 100 Common Shares on a post-Consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per share to sell, than Common Shares in "board lots". Brokerage commissions and other costs of transactions in odd lots are often higher than the costs of transactions in "round lots" of even multiples of "board lots". Further, because public data feeds that display stock market quotes generally include only standard trading units, odd lot orders and the odd lot portions of mixed lot orders are unable to trade against the displayed liquidity and, thus, are not covered by applicable order protection regulations in Canada that require a sale order to be executed at the best available (i.e., highest) bid price. Accordingly, shareholders selling odd lot shares may do so at a price that is lower than the quoted bid price and may have a reduced ability to ascertain whether or not they are getting the best available price when selling their shares.

A share consolidation may also create an immaterial element of dilution for certain shareholders because the Consolidation is likely to create fractional Common Shares. For more details see Section "Effects of the Consolidation".

*Effects of the Consolidation*

If the Consolidation is approved and implemented, its principal effect will be to proportionately decrease the number of issued and outstanding Common Shares by a factor of three. At the close of business on October 20, 2020, the closing price of the Common Shares on the TSX Venture Exchange was \$0.105 and there were 208,161,047 Common Shares issued and outstanding. Based on the number of Common Shares currently issued and outstanding on October 20, 2020, immediately following the completion of the Consolidation, for illustrative purposes only, depending on the consolidation ratio selected, the number of Common Shares then issued and outstanding (disregarding any resulting fractional Common Shares) will be as follows:

<b>Share Consolidation Ratio</b>	<b>Common Shares Approximately Outstanding Post-Consolidation</b>
3:1	69,387,015

The Company would not expect the Consolidation itself to have any economic effect on holders of Common Shares or securities exercisable to acquire Common Shares, except to the extent the Consolidation could result in fractional shares (see Section “No Fractional Shares” below).

The Consolidation would also not affect the listing of the Common Shares on the TSX Venture Exchange. Following the Consolidation, the Company could continue to be subject to periodic reporting and other requirements of Canadian securities laws and the Common Shares will continue to be listed on the TSX Venture Exchange under the symbol “KCC”.

Voting rights and other rights of the holders of Common Shares prior to the implementation of the Consolidation would also not be affected by the Consolidation, other than as a result of the creation and disposition of fractional shares as described below. For example, a holder of 2% of the voting power attached to the outstanding Common Shares immediately prior to the implementation of the Consolidation will generally continue to hold 2% of the voting power attached to the Common Shares immediately after the Consolidation. The number of registered shareholders will not be affected by the Consolidation.

*Effect the Consolidation could have on Share Certificates*

If the Consolidation does occur, registered shareholders who hold at least one new post-Consolidation Common Share would be required to exchange their share certificates representing their pre-Consolidation Common Shares for new share certificates representing their new post-Consolidation Common Shares or, alternatively, a Direct Registration System (“DRS”) Advice/Statement representing the number of new post-Consolidation Common Shares they hold following the Consolidation. DRS is an electronic registration system which allows shareholders to hold Common Shares in their name in book-based form, as evidenced by a DRS Advice/Statement rather than a physical share certificate.

The transfer agent, Computershare Investor Services Inc., would send each registered shareholder a letter of transmittal that contains instructions on how to surrender common share certificates representing pre-consolidation Common Shares to the transfer agent of the Company. The transfer agent would then send to each registered shareholder who follows the instructions provided in the letter of transmittal, a new share certificate representing the number of new post-Consolidation Common Shares to which the registered Shareholder is entitled, alternatively, a DRS Advice/Statement representing the number of post-Consolidation Common Shares the registered Shareholder holds following the Consolidation. Non-registered shareholders who hold Common Shares through intermediaries (securities brokers, dealers, banks, financial institutions, etc.) would need to contact their intermediaries.

Until surrendered to the transfer agent, each share certificate representing pre-Consolidation Common Shares will be deemed for all purposes to represent the number of post-Consolidation Common Shares to which the registered shareholder is entitled as a result of the Consolidation. Until registered shareholders have returned their properly completed and duly executed letter of transmittal and surrendered their pre-Consolidation share certificate(s) for exchange, registered shareholders would not be entitled to receive any other distributions, if any, that may be declared and payable to holders of record following the Consolidation.

Any registered Shareholder whose pre-Consolidation certificate(s) have been lost, destroyed or stolen would be entitled to a replacement share certificate only after complying with the requirements that the Company the transfer agent customarily apply in connection with lost, stolen or destroyed certificates.

The method chosen for delivery of share certificates and letters of transmittal to the Company's transfer agent would be the responsibility of the registered shareholder and neither the transfer agent nor the Company will have any liability in respect of share certificates and/or letters of transmittal which are not actually received by the transfer agent. The Company recommends that such certificates and documents be delivered by hand to the transfer agent and a receipt therefor be obtained or, if mailed, that registered mail with return receipt be used and that appropriate insurance be obtained.

*Effect the Consolidation could have on uncertificated shares*

If the Consolidation does occur, the holders of Common Shares who hold uncertificated shares (i.e., shares held in book-entry form and not represented by a physical share certificate), either as registered holders or beneficial owners, would have their existing book-entry account(s) electronically adjusted by the Company's transfer agent or, for beneficial owners, by their brokerage firms, banks, trusts or other nominees that hold in "street name" for their benefit, as the case may be, to give effect to the Consolidation. Such holders would not need to take any additional actions to exchange their pre-Consolidation book-entry shares, if any, for post-Consolidation shares.

*Effect the Consolidation could have on non-registered shareholders*

If the Consolidation does occur, non-registered shareholders holding their Common Shares through an intermediary (a securities broker, dealer, bank or financial institution) should be aware that the intermediary may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered shareholders. If you hold your Common Shares through an intermediary, shareholders would be encouraged to contact their intermediary.

*No fractional shares*

If the Consolidation does occur, no fractional Common Shares would be issued pursuant to the Consolidation. As set out in Section 83 of the *Business Corporations Act* (British Columbia) if any fractional shares are to be converted into whole common shares, each fractional common share remaining after conversion that is less than one-half of a common share must be cancelled and each fractional common share that is at least one-half of a common share must be changed to one whole common share.

For the avoidance of doubt, the Company would only be responsible for dealing with fractions arising on registered holdings. For shareholders whose Common Shares are held through an intermediary (a securities broker, dealer, bank or financial institution), the effect of the Consolidation on their individual shareholdings would be administered by the intermediary. The effect would be expected to be the same as for registered shareholders, however, it is the intermediary's responsibility to deal with fractions arising within their customer accounts, and would not be the responsibility of the Company.

*No dissent rights*

Shareholders would not be entitled to exercise any statutory dissent rights in connection with a share consolidation.

*Vote Required and Form of Resolution*

The Consolidation Resolution is a special resolution. In accordance with the Company's articles and the BCBCA, in order to pass special resolutions, at least two-thirds of the votes cast at the Meeting must be voted in favour of the resolution.

Accordingly, at the Meeting, shareholders will be asked to consider the following resolution:

"BE IT RESOLVED as a special resolution THAT:

1. Subject to the approval of the TSX Venture Exchange and all other applicable regulatory authorities, the shareholders of the Company hereby approve the consolidation (the "Consolidation") of the issued and outstanding common shares of the Company on the basis of three (3) pre-Consolidation shares for every one (1) post-Consolidation share and further authorize the Company's board of directors to determine when and if to effect such Consolidation;
2. any fractional common shares resulting from the Consolidation of the common shares of the Corporation shall be converted to whole common shares pursuant to the provisions of section 83 of the *Business Corporations Act* (British Columbia);
3. Notwithstanding that this resolution has been passed by the shareholders of the Company, the board of directors of the Company may revoke such resolution at any time before it has been effected without further action by the shareholders; and
4. any director or officer of the Company be and is hereby authorized, for and on behalf of the Company, to execute and deliver all documents and instruments and take such other actions, including making all necessary filings with applicable regulatory bodies and stock exchanges, as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matter authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument and the taking of any such action."

**The management persons named in the proxy intend to vote the Common Shares represented by proxies for which either of them is appointed proxyholder "FOR" the Consolidation and to further authorize the Company's board of Directors to determine when and if to effect such Consolidation. The board of directors recommends a vote "FOR" approval of the Consolidation and further authorizes the Company's board of directors to determine when and if to effect such Consolidation.**

If shareholders pass the Consolidation Resolution, and if the Consolidation takes place, the Consolidation will take effect on a date to be coordinated with the TSX Venture Exchange and announced in advance by the Company.

## **7. Approval of Amendment to Articles**

The board of directors of the Company would like the flexibility to be able to pursue a listing of the Company on the ASX. Such a listing can only proceed if certain required provisions are included in the Company's articles (the "**ASX Listing Resolution**") and shareholders will be asked to pass a special resolution approving such additions.

The only significant change which are expected to the Company's articles are to add a new Article 27 which will provide that in the event of a conflict between the Articles of the Company and the Listing Rules, the Listing Rules will prevail. The new Article 27 will provide that Article 27 will only be effective upon the Company being admitted to the Official List of the Australian Securities Exchange.

The ASX Listing Resolution, the full text of which is set out below, must be passed by not less than two thirds of the votes cast by shareholders present or voting by proxy on the resolution at the Meeting. :

**"BE IT RESOLVED, as a special resolution, THAT:**

1. The following Section 27 be added to the Articles of Kincora Copper Corp. (the "**Company**"):

**"27 ASX Listing Matters**

"In this Section 27,

“ASX” means ASX Limited.

“Listing Rules” means the Listing Rules of ASX Limited and any other rules of ASX Limited, which are applicable to the Company while it is admitted to the Official List of ASX Limited, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX Limited.

If the Company is admitted to the Official List of ASX Limited, the following clauses apply:

- (a) Notwithstanding anything contained in these Articles, if the Listing Rules prohibit an act being done, the act shall not be done.
  - (b) Nothing contained in these Articles prevents an act being done that the Listing Rules require to be done;
  - (c) If the Listing Rules require an act to be done or not done, authority is given for that act to be done or not done (as the case may be);
  - (d) If the Listing Rules require these Articles not to contain a provision and it contains such a provision, these Articles are deemed not to contain that provision; and
  - (e) If any provision of these Articles are or become inconsistent with the Listing Rules, these Articles are deemed not to contain that provision to the extent of the inconsistency.”
2. Pursuant to section 259 of the British Columbia *Business Corporations Act*, the addition of Section 27 of the Articles of the Company shall not take effect until a copy of this resolution is received for deposit at the Company’s records office and a Notice of Alteration identifying the date of this resolution has been filed with the Registrar of Companies.
  3. Any one director or officer of the Company be authorized to execute and deliver all such documents and instruments, including a Notice of Alteration, and to do such further acts, as may be necessary to give full effect to this resolution or as may be required to carry out the full intent and meaning thereof.
  4. The directors of the Company be and are authorized to revoke this special resolution before it is acted on without further approval of the Shareholders.”

**The board of directors of the Company unanimously recommends that the shareholders vote for the ASX Listing Resolution. Unless such authority is withheld, the management representatives named in the as incorporated in Form of Proxy intend to vote for the ASX Listing Resolution.**

## **8. To transact such other business as may properly come before the Meeting**

### **ADDITIONAL INFORMATION**

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2019 and in the related management discussion and analysis and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information relating to the Company is filed on SEDAR at [www.sedar.com](http://www.sedar.com) and upon request from the Company's Corporate Secretary at Suite 400, 837 West Hastings Street, Vancouver, BC V6C 3N6, telephone number: 604-630-8812 or fax number 1-888-241-5996. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

### **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

**DATED** at Vancouver, British Columbia, this 20<sup>th</sup> day of October 2020.

### **BY ORDER OF THE BOARD**

Jonathan (Sam) Spring  
President & Chief Executive Officer

