



**NOTICE OF MEETING
AND
INFORMATION CIRCULAR**

**WITH RESPECT TO THE
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD**

DECEMBER 19, 2023

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BIG RIDGE GOLD CORP.

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “Meeting”) of the shareholders of Big Ridge Gold Corp. (“Big Ridge” or the “Company”) will be held at the offices of Dentons Canada LLP, 77 King Street West, Suite 400, Toronto, Ontario, M5K 0A1 on Tuesday, December 19, 2023, at 12:00 p.m. Eastern time for the following purposes:

1. To receive the financial statements of the Company for the fiscal year ended June 30, 2023, together with the report of the auditors thereon;
2. To elect the directors of the Company;
3. To appoint Davidson & Company LLP as the auditors of the Company and to authorize the directors to fix the auditors’ remuneration; and
4. To transact such further and other business as may properly come before the Meeting or any adjournments thereof.

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

The Company has fixed the close of business on November 9, 2023 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

The Company will be holding an in-person meeting this year in Toronto, Ontario. You are eligible to vote your shares of Big Ridge if you were a shareholder of record at the close of business on November 9, 2023.

The Company will provide updates to any arrangements in respect of the Meeting by way of news release.

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON SHOULD COMPLETE, DATE AND SIGN THE ENCLOSED INSTRUMENT OF PROXY, AND RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE.

Proxies to be used at the Meeting must be deposited with Computershare Investor Services Inc., 8F, 100 University Avenue, Toronto, Ontario M5J 2Y1, before 12:00 p.m. (Eastern time) on Friday, December 15, 2023.

By Order of the Board

A handwritten signature in black ink, appearing to read "M. Bandrowski", written in a cursive style.

Mike Bandrowski
President and Chief Executive Officer
Toronto, Ontario
November 9, 2023

BIG RIDGE GOLD CORP.
1400-18 King Street East
Toronto, Ontario, M5C 1C4

MANAGEMENT INFORMATION CIRCULAR
as at November 9, 2023

GENERAL INFORMATION

This management information circular (“Circular”) is furnished in connection with the solicitation of proxies by the management of BIG RIDGE GOLD CORP. (the “Company”) for use at the annual meeting (the “Meeting”) of its shareholders to be held on Tuesday, December 19, 2023, at the time and place and for the purposes set forth in the accompanying notice of the Meeting (the “Notice of Meeting”).

In this Circular, references to “the Company”, “we” and “our” refer to Big Ridge Gold Corp. “Shares” means the common shares in the capital of the Company. “Non-Registered Shareholders” means shareholders who do not hold Shares in their own name. “Shareholders” means the holders of Shares, and includes registered shareholders and Non-Registered Shareholders, and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders.

SOLICITATION OF PROXIES AND VOTING INSTRUCTIONS

Persons making the solicitation

This proxy solicitation is made on behalf of the management of the Company. 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.

The form of proxy forwarded to Shareholders with the Notice of Meeting confers discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the Notice of Meeting or other matters which may properly come before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and/or directors of the Company. Each Shareholder has the right to appoint a proxyholder other than the persons designated in the applicable instrument of proxy furnished by the Company, who need not be a Shareholder, to attend and act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the persons designated by management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

Voting by Proxyholders

The persons named in the Proxy will vote or withhold from voting the 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 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.

As at the date of this Circular, management knows of no matters scheduled to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the Shares represented by proxies appointing one of the management proxyholders as proxyholder will be voted on such matters in accordance with the best judgment of the management proxyholder.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they intend to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc., by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand to the 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll-free number. Registered shareholders 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) using the internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Non-Registered Shareholders

Non-Registered 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 Shares).

Only registered holders of common shares or the persons they appoint as their proxies are permitted to vote at the Meeting. Many Shareholders are non-registered Shareholders ("**Non-Registered Shareholders**") because the common shares they beneficially own are not registered in their names but are instead either (i) registered in the name of an intermediary (the "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the common shares, such as, among others, brokerage firms, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Intermediaries are required to seek voting instructions from Non-Registered Shareholders in advance of shareholders' meetings. Each intermediary has its own mailing procedures and provides its own return instructions to clients.

For the purposes of the Meeting, the Company has elected to take advantage of those provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its non-objecting Non-Registered Shareholders ("NOBOs"). Consequently, NOBOs will receive a scannable Voting Instruction Form ("VIF") from the Company's transfer agent, Computershare Investor Services Inc. These VIFs must be completed and returned to Computershare in the envelope provided. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate voting instructions at the Meeting with respect to the Shares represented by the VIFs they receive.

If you are a Non-Registered Shareholder, you should carefully follow the instructions of your broker or intermediary in order to ensure that your Shares are voted at the Meeting.

The form of proxy supplied 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 on your behalf. Brokers now commonly delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person, other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, you cannot use it to vote Shares directly at the Meeting - the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Shares voted. As noted in the Notice of Meeting, Non-Registered Shareholders will not be admitted into the Meeting.**

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you or your nominee to attend at the Meeting and vote your Shares.

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 by:

- (a) executing a proxy bearing a later date or by executing 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 Investor Services Inc. or at the address of the Company at 1400-18 King Street East, Toronto, Ontario, M5C 1C4, 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) personally attending the Meeting and voting the registered Shareholder's Shares.

A Non-Registered Shareholder may revoke a form of proxy or voting instruction form given to an intermediary by contacting the intermediary through which the Non-Registered Shareholder's Shares are held and following the instructions of the intermediary respecting the revocation of proxies. In order to ensure that an intermediary acts upon a revocation of a proxy form or voting instruction form, the written notice should be received by the intermediary well in advance of the Meeting.

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

Record Date

The Board of Directors of the Company has fixed Thursday, November 9, 2023 as the record date (the "**Record Date**") for determination of persons entitled to receive Notice of 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 Shares voted at the Meeting.

Quorum

For all purposes contemplated by this Circular, the quorum for the transaction of business at the Meeting is not less than two persons who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 5% of the issued Shares entitled to be voted at the Meeting.

Principal Shareholders

As of the Record Date, there were **188,245,827** Shares without par value 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 Shares.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company as at the Record Date, except as noted below.

Shareholder	Number of Common Shares Held, Directly or Indirectly, as at the Record Date	Percentage of Issued and Outstanding Shares of the Company as at the Record Date
First Mining Gold Corp.	26,500,000	14.08%

Votes Necessary to Pass Resolutions

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein with respect to the election of directors and the appointment of the Company's auditors. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

A majority of affirmative votes cast by disinterested Shareholders is required to pass the resolutions described herein with respect to the approval of the Company's Amended and Restated Share Option Plan, Amended and Restated Restricted Share Unit Plan, and Equity-Based Deferred Share Unit Plan.

DETAILS OF MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The Shareholders will receive and consider the audited consolidated financial statements of the Company for the fiscal year ended June 30, 2023, together with the auditor's report thereon. No vote by the Company's Shareholders is required with respect to this matter. These documents are available upon request, or they can be found under the Company's profile at www.sedarplus.com or on the Company's website at www.bigridgegold.com.

Election of Directors

The Company's board of directors (the "Board") is a variable board consisting of not fewer than three directors. The Board currently consists of seven (7) directors, and the term of office of each of the present directors expires at the close of the Meeting. The Board has fixed the size of the Board for election at the Meeting at seven (7) directors with the individuals set out below to be proposed for election as directors of the Company (the "**Nominees**"). Each of the Nominees is currently a director. 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 close of the next annual meeting of Shareholders or until such person's successor is elected or appointed. All Nominees have established their eligibility and willingness to serve as directors.

The Board recommends that Shareholders vote FOR the election of each of the Nominees. Unless directed otherwise, the management proxyholders intend to vote FOR the election of each of the Nominees.

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The following table provides information with respect to each Nominee.

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Shares Beneficially Owned or Controlled at the Record Date ⁽⁴⁾
Nick Tintor Chair of the Board of Directors Ontario, Canada	Managing Director of RG Mining Investments Inc. from January 2007 to present. Director of Benz Mining Corp. President, CEO and Director of Toachi Mining Inc. from January 2015 to September 2017	October 28, 2020	498,000
Mike Bandrowski President, Chief Executive Officer and Director Ontario, Canada	From July 2020 to present, President and Chief Executive Officer of the Company.	July 7, 2020	3,142,700
William Williams ⁽¹⁾⁽²⁾⁽³⁾ Director Massachusetts, United States	Professional economic geologist experienced in exploration and development of mining and oil & gas projects. Director of Western Copper and Gold Corporation	January 21,2021	350,500
Kristina Bates ⁽¹⁾⁽²⁾ Director Ontario, Canada	Chief Financial Officer of Rogers & Company. Experienced investment advisor and capital markets executive. Director and Audit Chair of Wellfield Technologies Inc.	December 14, 2021	400,000
Richard J. Mazur ⁽¹⁾⁽²⁾⁽³⁾ Director British Columbia, Canada	President, CEO and Director of Forum Energy Metals Corp.; Director of Impact Silver Corp. and Midnight Sun Mining Corp. From 2004 to 2020, Chief Executive Officer of the Company.	April 19, 2004	662,840

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Shares Beneficially Owned or Controlled at the Record Date ⁽⁴⁾
James Maxwell ⁽³⁾ Director British Columbia, Canada	Vice President Exploration of First Mining Gold Corp. Director of Cassiar Gold Corp.	June 7, 2021	-
Paul Pint Director Ontario, Canada	Corporate director. Co- founder and President of Troilus Gold Corp., a Canadian public company, from 2018 to 2021. Various senior positions in Canadian investment banks and boutique advisory firms from 1995 to 2016.	August 11, 2023	520,000

Notes:

1. Member of Audit Committee
2. Member of Corporate Governance, Compensation and Nominating Committee
3. Member of Technical and Sustainability Committee
4. The number of Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by Computershare Investor Services Inc., the registrar and transfer agent of the Company, and by the nominees themselves.

Nick Tintor (Chair and Director) is a mining executive and geologist who holds a Bachelor of Science in Geology from the University of Toronto and has more than 30 years of experience in the Canadian mining industry. For the past 20 years, he has been involved in all aspects of junior mining company management from project generation to finance and executive management. He also brings deep global relationships in the mining industry and especially in the Canadian resources investment banking sector.

Mike Bandrowski, B.Sc., MBA (President, Chief Executive Officer and Director) has over 15 years of capital markets and exploration experience on both domestic and international markets. Most recently he was Director, Mining Investment Banking at Laurentian Bank of Canada, where he focused on small and mid-cap mining companies. Previously, he was a mining research analyst covering precious and base metals. Mike has a B.Sc., an MBA and has previously served on public and private company Boards.

William C. Williams, Ph.D., CPG (Director and Chair of the Company's Corporate Governance, Compensation and Nominating Committee and Technical and Sustainability Committee) is an economic geologist with nearly 40 years' experience related to the exploration and development of mining and oil & gas projects as well as oversight of mining operations. He provides consulting services to the mining industry with a focus on M & A analyses, risk analysis, project management, and permitting strategies. He is a Director of Western Copper and Gold and recently served as the Interim CEO and Director of Detour

Gold Corporation as well as a Director and COO of Zinc One Resources Inc., with whom he led the team that made the discovery of the Mina Chica zinc-oxide deposit in the Bongará district, north-central Peru. He is the former CEO, President, and Director of Orvana Minerals Corp., prior to which he was a Vice President for Phelps Dodge Exploration overseeing activity in the Americas, which included the discovery of the Haquira porphyry copper deposit in Peru. He holds a Ph.D. in Economic Geology from the University of Arizona and is a Certified Professional Geologist.

Kristina Bates, MBA, CPA, CA (Director and Chair of the Company's Audit Committee) is an accomplished financial executive, board director and volunteer with over 20 years of investment, strategic and governance expertise with mining, technology, and high growth companies. Ms. Bates has spent the majority of her career in capital markets and investment advisory, raising equity and debt financing for early- and mid-stage companies. She is a Director and the Audit Chair of Wellfield Technologies Inc. Ms. Bates is Chief Financial Officer of Rogers & Company, a private importer and distributor of fine wine in Ontario. Ms. Bates is a Canadian CPA, CA, holds an MBA and started her career in finance with Ernst & Young LLP.

Richard Mazur, P. Geo, MBA, (Director), the former CEO of the Company from April 2004 to June 2020, is President, CEO and Director of Forum Energy Metals Corp; a director and Audit Committee member of Impact Silver Corp.; and a director and Audit Committee Chairman of Midnight Sun Mining Corp. Mr. Mazur is a geoscientist who has held positions in the international exploration and mining industry for over 45 years as a project geologist, financial analyst and senior executive on uranium, gold, base metals, and industrial minerals projects. Mr. Mazur graduated with a B.Sc. in Geology from the University of Toronto in 1975 and obtained an MBA from Queen's University in 1985. Mr. Mazur worked for seven years (1985 to 1991) as an integral member of the Canamax Resources Inc. management team that discovered, financed and built three Canadian gold mines, two of which currently remain in production.

James Maxwell, B.Sc., P.Geo. (Director) is a professional geoscientist with over 20 years of industry experience with a focus on exploration and development of orogenic gold discoveries and has been part of the discovery teams responsible for five major gold discoveries in Nunavut and Red Lake, Ontario. Mr. Maxwell is currently the Vice President Exploration of First Mining Gold Corp. and a director of Cassiar Gold Corp. Previously, he worked with Sabina Gold & Silver Corp. as Director of Exploration, where he helped establish a 6.0-million-ounce gold resource base from discovery to the feasibility study level. Prior to working in Nunavut, James established an early career in the Birch-Uchi and Red Lake Greenstone belts where his team earned a Northwestern Ontario Prospectors Association Discovery of the Year Award for the Rahill-Bonanza discovery. Mr. Maxwell holds a Bachelor of Science from the University of Manitoba with a focus on geological sciences and is registered with the Professional Geoscientists Ontario, the Ordre des Geologues du Quebec, and the Northwest Territories and Nunavut Association of Professional Engineers and Geoscientists.

Paul Pint, CPA, CA, (Director) is a Canadian Chartered Professional Accountant with over 30 years of capital markets experience. Mr. Pint started his professional career in 1991 with Ernst & Young in the Financial Services Group. Beginning in 1995, he moved into Institutional Equities with CIBC World Markets. Over the next 20+ years he worked in various senior roles in the investment banking and equity sales industry, holding several senior roles with large Canadian banks as well as boutique investment banks and dealers. He has worked on initial public offerings and private placements across all industry sectors. He has taken public or financed more than 500 companies throughout his career. In 2016, Mr. Pint co-founded and was President of Troilus Gold Corp. (TSX: TLG, OTC: CHZMF, FRA: CMSR), helping the company in its early-stage financing and assisting in taking the company public on the Toronto Stock Exchange. He has been a director of public and private companies across various sectors. Mr. Pint holds a Bachelor of Commerce Degree from the University of Toronto and is a Member of the Chartered Professional Accountants of Ontario.

As at the date hereof, the members of the Audit Committee are Kristina Bates (Chair), William Williams and Richard Mazur.

Additional Disclosure Relating to the Directors

To the knowledge of the Company, no proposed Director of the Company:

1. is, as at the date of this Circular, or has been in the last 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - a) was 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 and that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - b) was 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;
2. is, as at the date of this Circular, or has been within the 10 years of the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
3. has, within 10 years before the date of this Circular, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
4. has been subject to:
 - a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
 - b) has been 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

Davidson & Company LLP, Vancouver, British Columbia are the auditors of the Company.

The Board recommends the re-appointment of Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia, as the auditors of the Company to hold office until the close of the next annual meeting of the Shareholders, or until a successor is appointed, at a remuneration to be fixed by the Board.

The Board recommends that Shareholders vote FOR the re-appointment of Davidson & Company LLP as auditors of the Company and authorizing the directors of the Company to fix their remuneration. Unless contrary instructions are indicated on the form of proxy or the voting instruction form, the management proxyholders intend to vote FOR the re-appointment of Davidson

& Company LLP as auditors of the Company and authorizing the directors of the Company to fix their remuneration.

CORPORATE GOVERNANCE DISCLOSURE

The Board recognizes the importance of corporate governance in the effective management of the Company and for the benefit of its employees and Shareholders. The Company's approach to corporate governance issues is designed with a view to ensuring that the business and affairs of the Company are effectively managed in order to grow Shareholder value.

In June 2005, National Policy 58-201 – *Corporate Governance Guidelines* (the “Governance Guidelines”) and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (the “Governance Disclosure Rule”) were adopted by the securities regulatory authorities in Canada. The Governance Guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of Board members and other items dealing with sound corporate governance practices. The Governance Disclosure Rule requires that, if management of an issuer solicits proxies from its security holders for the purpose of electing directors, specified disclosure of its corporate governance practices be included in its management information circular. As required by the Governance Disclosure Rule and other applicable regulatory instruments, the following disclosure describes the Company's corporate governance policies and initiatives.

BOARD OF DIRECTORS

The Board is responsible for the stewardship of the Company and for the supervision of the management of the business and affairs of the Company and is responsible for oversight of management, financial and risk matters, business strategy, communications and reporting, and corporate governance. The Board discharges its responsibility for overseeing the management of the Company's business by delegating to the Company's senior officers the responsibility for day-to-day management of the Company.

The Board's responsibilities include, among other things:

- adopting a succession planning process and participating in the selection, appointment and development, of the Chief Executive Officer and other senior executives;
- through its committees, adopting a process for the evaluation and compensation of the Chief Executive Officer and other senior executives;
- promoting a culture of integrity throughout the Company consistent with the Company's Code of Conduct;
- overseeing the reliability and integrity of accounting principles and practices followed by management, of the financial statements and other publicly-reported financial information, and of the disclosure principles and practices followed by management;
- overseeing the integrity of the Company's internal controls and management information systems by adopting appropriate internal and external audit and control systems;
- reviewing and approving an annual operating budget for the Company and its subsidiaries on a consolidated basis and monitoring the Company's performance against such budget;
- approving annual and, either directly or through the Audit Committee, quarterly financial statements and the release thereof by management;
- reviewing and discussing with management the processes utilized by management with respect to risk assessment and risk management;
- adopting a strategic planning process pursuant to which management develops and proposes, and the Board reviews and approves, significant corporate strategies and objectives, taking into account the opportunities and risks of the business;

- reviewing and approving all major acquisitions, dispositions and investments and all significant financings and other significant matters outside the ordinary course of the Company's business;
- reviewing management's implementation of appropriate community and environmental stewardship and health and safety management systems, taking into consideration applicable laws, Company policies and accepted practices in the mining industry;
- overseeing the Company's continuous disclosure program with a view to satisfying itself that material information is disseminated in a timely fashion;
- overseeing the development of the Company's approach to corporate governance;
- taking appropriate steps to remain informed about the Board's duties and responsibilities and about the business and operations of the Company;
- ensuring that the Board receives from senior executives the information and input required to enable the Board to effectively perform its duties;
- developing and approving position descriptions for the Chair of each Board committee, and measuring the performance of those acting in such capacities against such position descriptions; and
- overseeing, through one or more committees, the review of the effectiveness of the Board, its committees and individual directors on an annual basis.

The Mandate of the Board of Directors is available on the Company's website at www.bigridgegold.com/corporate/governance.

Board Meetings

The Board holds a minimum of four regularly scheduled meetings per year. Prior to the end of each year, the management team proposes a schedule of Board meetings for the following calendar year for consideration by the Board. Additional meetings may be held from time to time as necessary or appropriate. The agenda and the related information and data that is important to the Board's understanding of the business to be discussed for each regularly scheduled meeting and, where feasible, each special meeting, is distributed sufficiently in advance of the meeting to provide a reasonable opportunity for review, except when such material is too sensitive to be put in writing.

Independence

The Board has the responsibility to ensure that appropriate structures and procedures are in place to permit the Board to function independently of management. The Board is currently comprised of seven (7) directors. The Board has determined that six out of the seven current members are independent directors.

Nick Tintor (Chair of the Board), William Williams (Chair of the Corporate Governance, Compensation and Nominating Committee and Chair of the Technical and Sustainability Committee), Kristina Bates (Chair of the Audit Committee), Richard Mazur, James Maxwell and Paul Pint are each considered independent directors of the Company. The non-independent member of the Board is Mike Bandrowski, the Company's current President and Chief Executive Officer.

If the proposed nominees put forth are elected at the Meeting, the Board will be comprised of seven (7) directors, of whom six (6) will be considered independent directors.

Chief Executive Officer

The Chief Executive Officer (the “CEO”) is the senior management officer of the Company. As such, the CEO is the leader of an effective and cohesive management team for the Company; sets the tone for the Company by exemplifying consistent values of high ethical standards, integrity and fairness; leads the Company in defining its vision; is the main spokesperson for the Company; and bears the chief responsibility to ensure the Company meets its short-term operational and long-term strategic goals and objectives. The CEO works with, and is accountable to, the Board with due regard to the Board’s requirement to be informed and to be independent.

Other Directorships

The Board does not believe that its members should be prohibited from serving on boards and committees of other organizations that do not conflict or otherwise interfere with the director’s duties to the Company. However, board and committee service requires significant time and attention in order to properly discharge director responsibilities. Directors are required to inform the Chair of the Board prior to joining the board of another public Company to ensure that a conflict would not arise.

The following directors hold directorships in other reporting issuers.

Director	Reporting Issuer
Nick Tintor	Benz Mining Corp. Hercules Silver Corp. Avaron Mining Corp.
Mike Bandrowski	Caprock Mining Corp.
William Williams	Western Copper and Gold Corporation
Kristina Bates	Wellfield Technologies Inc.
Richard Mazur	Forum Energy Metals Corp. IMPACT Silver Corp. Midnight Sun Mining Corp.
James Maxwell	Cassiar Gold Corp.
Paul Pint	Nobel Resources Corp.

Orientation and Continuing Education

The Board and the Company’s senior management conduct orientation programs for new directors. Board meetings are combined where necessary with presentations by the Company’s management to give the directors, and particularly new directors, additional insight into the Company’s business. In addition, the management of the Company makes itself available throughout the year for discussion with all Board members.

The Board also focuses on the continued development of its directors. The CGCN supports this focus in part through its assessment of the effectiveness of the Board and individual directors, including its recommendations for dealing with perceived weaknesses or gaps in expertise. In addition, among other things, directors attend mining industry conferences to keep abreast of market trends and other significant developments and undertake continuing professional development in relation to their professional qualifications. The Board has unrestricted access to the Company’s lawyers, auditors and technical consultants and may engage separate counsel and consultants as necessary in the course of carrying out its duties.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics (the “Code”) for the Company’s directors, officers and employees. The Code embodies the commitment of the Company and its subsidiaries to conduct its business in accordance with all applicable laws, rules and regulations, and high ethical standards.

The actions of all the Company’s employees, consultants, officers and directors shall reflect honesty, integrity and impartiality that is beyond doubt and all business should be done in a manner that:

- complies with laws, rules and regulations;
- avoids conflicts of interest;
- protects confidential information; and
- adheres to good disclosure practices, in accordance with applicable legal and regulatory requirements.

The Company expects that each of its directors, officers and employees conduct themselves ethically and within the confines of professional behaviour, including avoidance of conflicts of interest, protection and proper use of the Company’s technology and information, compliance with laws, rules and regulations, and reporting of illegal or unethical behaviour. The Company encourages all employees, consultants, officers and directors to submit good faith complaints or concerns regarding to the Company without fear of reprisal.

A copy of the Code is available on the Company’s website at www.bigridgegold.com/corporate/governance/.

Board Term and Age Limits

The Board believes that there is value to having continuity of directors who have experience with the Company, and who are evaluated through a robust annual assessment process, to ensure appropriate board renewal. Accordingly, there are no limits on the number of terms for which a director may hold office. The Board also believes that qualified directors should be able to continue serving for as long as they are able to make a meaningful contribution and serve in the best interests of the Company. As such, the Board does not believe that there should be a mandatory retirement age for directors.

COMMITTEES OF THE BOARD

The Company has established three committees which support the overall oversight responsibilities of the Board. These include:

- The Audit Committee, which oversees the Company’s accounting and financial reporting processes and external audits of the Company’s consolidated financial statements;
- The Corporate Governance, Compensation and Nominating (“CGCN”) Committee, which is responsible for:
 - Providing review, oversight and guidance over the Company’s corporate governance;
 - Developing and managing the Company’s compensation strategies, policies, and practices; and
 - Assessing and recommending changes to composition of the Board of Directors relative to the competencies, experience and other characteristics needed for the Board to function effectively in its oversight role, including the identification of suitable director candidates; and
- The Technical and Sustainability Committee, which is charged with assisting the Board in its oversight of operational matters as well as the Company’s environmental, health and safety, and corporate social responsibility performance at of the Company’s projects and properties and in the communities in which the Company operates.

Disclosure relating to each committee and its principal activities is set out below.

AUDIT COMMITTEE

The Audit Committee is a committee of the Board established for the purpose of overseeing the accounting and financial reporting process of the Company and external audits of its consolidated financial statements. In connection therewith, the Committee assists the Board in fulfilling its oversight responsibilities in relation to the Company's internal accounting standards and practices, financial information, accounting systems and procedures, financial reporting and statements, and the nature and scope of the annual external audit. The Audit Committee also recommends for Board approval the Company's audited annual consolidated financial statements, MD&A and other mandatory financial disclosure.

The disclosure required by Form 52-110F1 of National Instrument 52-110 – *Audit Committees* is contained in the Company's Annual Information Form for the year ended June 30, 2022, available on the SEDAR website at www.sedar.com.

The members of the Audit Committee are appointed annually by the Board. The Audit Committee is currently comprised of Ms. Bates (Chair), Williams and Mazur, each of whom is financially literate, meaning that the director has the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the Company's financial statements. Ms. Bates and Mr. Williams are both considered independent throughout the fiscal year ended June 30, 2023 and subsequently to the date of this Circular. Mr. Mazur is not considered independent during the fiscal year ended June 30, 2023 as he served as the Company's CEO until July 2020 but is considered independent as of the date of this Circular.

The Company's Audit Committee Charter is attached as Appendix "A" to this Circular and is available on the Company's website at www.bigridgegold.com/corporate/governance/.

CORPORATE GOVERNANCE, COMPENSATION AND NOMINATING COMMITTEE

The Corporate Governance Compensation and Nominating ("CGCN") Committee is a committee of the Board charged with assisting the Board in:

- establishing and monitoring the Company's policies and practices relating to corporate governance;
- monitoring, reviewing, developing, and approving the Company's compensation policies and practices, and administering the Company's share-based compensation plans, and annually reviewing the CEO's compensation and the CEO's recommendations regarding other senior officer compensation; and
- assessing the composition and effectiveness of the Board and its directors, including the nomination of director candidates and the development and implementation of criteria to evaluate the suitability of director candidates relative to the requirements of the Company and the Board.

The members and the Chair of the Committee are appointed annually by the Board. The Committee consists of a minimum of three directors of the Company, a majority of whom must be independent directors, and is currently comprised of Mr. Williams (Chair), Ms. Bates, and Mr. Mazur.

A copy of the mandate of the CGCN Committee is available on the Company's website at www.bigridgegold.com/corporate/governance/.

TECHNICAL AND SUSTAINABILITY COMMITTEE

The Technical and Sustainability (“**T&S**”) Committee is a committee of the Board charged with assisting the Board in its oversight of operational matters as well as the Company’s environmental, health and safety, and corporate social responsibility performance at of the Company’s projects and properties and in the communities in which the Company operates.

The members and the Chair of the T&S Committee are appointed annually by the Board. The T&S Committee consists of a minimum of three directors, a majority of whom must be independent directors, and each member of the T&S Committee should have a general familiarity with the mining industry, including environmental, health and safety, and corporate responsibility practices. In addition, the majority of the members of the T&S Committee should have a technical background in mine development and operations relating to public companies.

The Committee is currently comprised of Messrs. Williams (Chair), Mazur, and Maxwell.

A copy of the mandate of the T&S Committee is available on the Company’s website at www.bigridgegold.com/corporate/governance/.

COMPENSATION OF EXECUTIVE OFFICERS

Named Executive Officers

In this section, Named Executive Officer (“**NEO**”) means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly-compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000, as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

For the purposes of the following disclosure, the following persons are each an NEO:

- Mike Bandrowski, President and Chief Executive Officer from July 7, 2020, to the date of this Circular, and
- Jim Kirke, Chief Financial Officer in the period from August 31, 2020, to the date of this Circular.

Compensation Discussion and Analysis

This report has been prepared by the Board. The Board assumes responsibility for reviewing and monitoring the compensation for the senior management of the Company and as part of that mandate determines the compensation of the President and Chief Executive Officer and the Chief Financial Officer.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) aligning their interests with those of the Company’s shareholders.

The Corporate Governance, Compensation and Nominating Committee

The Corporate Governance, Compensation and Nominating (“CGCN”) Committee is currently comprised of three directors: Messrs. Williams and Mazur and Ms. Bates. Mr. Williams (Chair) and Ms. Bates are considered independent. While Mr. Mazur is considered not to be independent during the year ended June 30, 2023 as he served as the Company’s Chief Executive Officer until July 7, 2020, he is considered independent as of the date of this Circular. The Company is of the view that all members of the CGCN Committee have the skills and experience enabling the CGCN Committee to make decisions on the suitability of the Company’s compensation policies and practices.

The CGCN Committee is charged with the following responsibilities, among other things, with respect to executive compensation:

- Developing an executive compensation strategy and plan in consultation with the CEO and the Board that supports the Company’s plans and is consistent with market conditions;
- Assisting the Board in reviewing and approving the Company’s compensation policies and practices, in particular identifying practices that could motivate NEOs to take inappropriate or excessive financial or operating risks;
- Recommending share-based compensation awards for approval by the Board;
- Reviewing the CEO’s compensation and the CEO’s recommendations with respect to the compensation of other officers on an annual basis and making compensation recommendations as necessary to the Board;
- Evaluating the performance of the CEO and, in consultation with the CEO, other officers against established performance objectives and recommending performance objectives for the NEOs to the Board; and
- Reviewing and recommending to the Board regarding compensation of the Company’s directors.

Compensation Components

Subject to the approval of the CGCN Committee and the Board, the compensation paid to the NEOs in a given year may include three components:

- **Base Salary** – base salaries represent the fixed component of NEOs’ remuneration. Through annual Short-Term Incentive and Long-Term Incentive targets, salaries also impact other, variable aspects of total compensation. Salaries are set with the objective of ensuring the Company’s overall compensation remains competitive within the industry.
- **STI** – short-term incentives, or bonuses, are a form of variable compensation to reward NEOs for delivering on annual corporate and individual objectives.
- **LTI** – long-term incentives are a form of variable compensation to attract, retain and reward NEOs who are expected to deliver long-term shareholder value for the Company. Long-term incentives are intended to establish alignment between NEOs and the Company’s shareholders.

The CGCN Committee and Board believe that it is important to make a significant portion of the NEOs’ total compensation variable and long-term based. The Company is of the view that the combination of variable and long-term incentives results in a high performance, ownership-oriented culture focused on building long-term shareholder value.

Base Salary

Base salary is viewed as a key component of attracting and retaining executive leadership in the markets where the Company competes for talent. Base salary is set based on the overall value an individual brings to the Company including the complexity and breadth of the role, prior experiences, specific skill sets, personal values, leadership and future growth potential. Base salary is typically reviewed annually with any change generally determined based on the NEOs' individual performance and contribution to the Company's success as well as how the individual base salary level compares to those of individuals in comparable roles.

The base salaries for the Company's NEOs for the year ended June 30, 2023, were:

Named Executive Officer and Position	Base Salary
Mike Bandrowski – President and Chief Executive Officer	\$180,000
Jim Kirke – Chief Financial Officer	\$140,000

STI

For the year ended June 30, 2023, short-term incentive awards were determined and awarded based on an assessment by the CGCN Committee and Board of certain corporate and personal achievements.

The executive employment agreements of the Company's NEOs provide for a target annual short-term incentive as a percentage of base salary. However, for greater certainty, while there is a contractual target, short-term incentives remain discretionary and subject to the approval of the Compensation Committee and Board.

The table below sets out the STI targets for each NEO as a percentage of base salary for the year ended June 30, 2023.

Named Executive Officer	STI Target (% of Base Salary)
Mike Bandrowski	50%
Jim Kirke	25%

During the year ended June 30, 2023, Mr. Bandrowski worked with the CGCN Committee and the Board to develop appropriate STI objectives for the year ended June 30, 2023, taking into account the Company's strategic goals and expected deliverables. The approved objectives related to Mr. Bandrowski's and Mr. Kirke's performance are set out below.

Objective	Weighting	Score
Mr. Bandrowski		
Corporate Management and Leadership	40%	20%
Corporate Environmental, Social and Governance	15%	15%
Financial	25%	10%
Stakeholder Communications	20%	10%
Total	100%	55%

Objective	Weighting	Score
Mr. Kirke		
Financial Management and Leadership	40%	20%
Corporate Secretarial	30%	22%
Strategic Planning	20%	10%
Stakeholder Communications and Management	10%	8%
Total	100%	60%

Named Executive Officer	STI Target (% of Base Salary)	Overall Weighted Score	Actual STI Award	STI Actual (% of Base Salary)
Mike Bandrowski	50%	55%	\$49,500	27.5%
Jim Kirke	25%	60%	\$21,000	15%

The CGCN Committee based its recommendation to the Board as to awards of stock options and RSUs on the fair value of each element of share-based compensation at June 30, 2023. At June 30, 2023, the Company was in a blackout made necessary by the Company's acquisition of Gold Island Inc., and the options and RSUs referred to above were awarded to each NEO on August 16, 2023 following the closing of this acquisition.

The STI awards attributable to each NEO in respect of the year ended June 30, 2023 were satisfied by:

- the issuance of a total of 629,386 stock options with a grant date fair value equivalent to 50% of the actual STI award and vesting on August 16, 2023, and
- the issuance of a total of 376,602 RSUs with a grant date fair value equivalent to 50% of the actual STI award and vesting on August 16, 2024.

LTI

The CGCN Committee and Board regard long-term incentives as a form of variable compensation aiming to attract, retain and reward NEOs, who are expected to deliver long-term shareholder value for the Company. Long-term incentives are intended to establish alignment between NEOs and the Company's Shareholders.

The table below sets out the LTI targets for each NEO as a percentage of base salary for the year ended June 30, 2023.

Named Executive Officer	STI Target (% of Base Salary)
Mike Bandrowski	100%
Jim Kirke	75%

To date, the CGCN Committee and the Board have not established separate detailed objectives to inform its assessment of the performance of the NEOs. LTI awards for the year ended June 30, 2023 were made based on the LTI targets set out above and the NEOs' overall score against the STI targets.

Named Executive Officer	LTI Target (% of Base Salary)	Overall Weighted Score	Actual LTI Award	LTI Actual (% of Base Salary)
Mike Bandrowski	100%	55%	\$99,000	55%
Jim Kirke	75%	60%	\$63,000	45%

Similar to share-based compensation awarded under the Company's STIP, the LTI awards attributable to each NEO in the year ended June 30, 2023 were satisfied by the issuance of stock options and RSUs, with the grant date fair value of each component equal to 50% of the total LTI award. As was the case for STI awards, the CGCN Committee based its recommendation to the Board as to awards of stock options and RSUs on the fair value of each element of share-based compensation at June 30, 2023 with the actual awards being effected on August 16, 2023.

A total of 1,446,250 options were issued under the Company's LTIP in respect of the performance of the NEOs in the year ended June 30, 2023, vesting according to the following schedule:

- One-third on August 16, 2023;
- One-third on August 16, 2024; and
- One-third on August 16, 2025.

A total of 865,384 RSUs were issued under the Company's LTIP in respect of the performance of the NEOs in the year ended June 30, 2023, vesting according to the following schedule:

- One-third on August 16, 2024;
- One-third on August 16, 2025; and
- One-third on August 16, 2026.

Benefit and Pension Plans

The Company provides group benefit coverage to its NEOs. The terms of the group benefit coverage are customary.

The Company does not provide any defined benefit plan or defined contribution plan.

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Summary Compensation Table

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

Name and principal position	Year ended June 30	Salary and management fees (\$)	Grant date fair value of Share-based awards (\$)			Grant date fair value of Option-based awards ⁽³⁾ (\$)		Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
			DSUs	RSUs granted under		Granted under		Annual incentive plans (\$)	Long-term incentive plans (\$)			
				STI	LTI	STI	LTI					
Mike Bandrowski President and CEO ⁽¹⁾	2023	180,000	Nil	24,750 ⁽³⁾⁽⁴⁾	49,500 ⁽³⁾⁽⁶⁾	24,750 ⁽³⁾⁽⁸⁾⁽¹¹⁾	49,500 ⁽³⁾⁽¹⁰⁾⁽¹¹⁾	Nil	Nil	Nil	Nil	328,500
	2022	180,000	Nil	31,500 ⁽⁵⁾	63,000 ⁽⁷⁾	31,500 ⁽⁹⁾⁽¹²⁾	63,000 ⁽⁷⁾⁽¹²⁾	Nil	Nil	Nil	Nil	369,000
	2021	180,000	35,000 ⁽³⁾	Nil	Nil	71,966 ⁽¹³⁾	Nil	Nil	Nil	Nil	75,000 ⁽¹⁾	361,966
Jim Kirke ⁽²⁾ CFO	2023	140,000	Nil	10,500 ⁽³⁾⁽⁴⁾	31,500 ⁽³⁾⁽⁶⁾	10,500 ⁽³⁾⁽⁸⁾⁽¹¹⁾	31,500 ⁽³⁾⁽¹⁰⁾⁽¹¹⁾	Nil	Nil	Nil	Nil	224,000
	2022	140,000	Nil	26,250 ⁽⁵⁾	52,500 ⁽⁷⁾	26,250 ⁽⁹⁾	52,500 ⁽⁷⁾⁽⁸⁾	Nil	Nil	Nil	Nil	297,500
	2021	96,667	25,000 ⁽¹⁴⁾	Nil	Nil	14,393 ⁽⁹⁾	Nil	Nil	Nil	Nil	Nil	136,060

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Notes:

- (1) Mr. Bandrowski was appointed President and Chief Executive Officer of the Company on July 7, 2020. Prior to his appointment, Mr. Bandrowski provided financial consulting and strategic planning services to the Company under a consulting contract between the Company and a company controlled by Mr. Bandrowski. As compensation for these services, Mr. Bandrowski was entitled to a success fee of \$75,000 upon completion of the acquisition of Empress Resources Corp. by the Company. This acquisition closed on July 7, 2020, at which time the fee became payable to Mr. Bandrowski.
- (2) Mr. Kirke was appointed as the Chief Financial Officer of the Company on August 31, 2020.
- (3) As described above in the sections entitled “STI” and “LTI”, the CGCN Committee assessed the performance of the NEOs, determined the STI and LTI awards payable to each NEO in respect of their performance in the year ended June 30, 2023 and made recommendations to the Board concerning the number of options and RSUs issuable to each NEO on June 30, 2023. At June 30, 2023 the Company was in a blackout imposed by the acquisition of Gold Island Inc., which closed on August 11, 2023, and accordingly the options and RSUs were awarded on August 16, 2023, following the expiry of the blackout.
- (4) Mr. Bandrowski was awarded 264,423 RSUs and Mr. Kirke was awarded 112,179 RSUs under the Company’s STI Program in respect of their performance in the year ended June 30, 2023. These awards were dated August 16, 2023 and vest on August 16, 2024.
- (5) Mr. Bandrowski was awarded 157,500 RSUs and Mr. Kirke was awarded 131,250 RSUs under the Company’s STI Program in respect of their performance in the year ended June 30, 2022. These awards were dated June 30, 2022 and vested on the grant date.
- (6) Mr. Bandrowski was awarded 528,846 RSUs and Mr. Kirke was awarded 336,538 RSUs under the Company’s LTI Program in respect of their performance in the year ended June 30, 2023. These awards were dated August 16, 2023 and vest in equal instalments on August 16, 2024; August 16, 2025; and August 16, 2026.
- (7) Mr. Bandrowski was awarded 315,000 RSUs and Mr. Kirke was awarded 262,500 RSUs under the Company’s LTI Program in respect of their performance in the year ended June 30, 2022. These awards were dated June 30, 2022 and vest in equal instalments on June 30, 2022; June 30, 2023; and June 30, 2024.
- (8) Mr. Bandrowski was awarded 441,910 options and Mr. Kirke was awarded 187,476 options under the Company’s STI Program in respect of their performance in the year ended June 30, 2023. These awards were dated August 16, 2023 and vested on the grant date.
- (9) Mr. Bandrowski was awarded 267,766 options and Mr. Kirke was awarded 223,138 options under the Company’s STI Program in respect of their performance in the year ended June 30, 2022. These awards were dated June 30, 2022 and vested on the grant date.
- (10) Mr. Bandrowski was awarded 883,819 options and Mr. Kirke was awarded 562,431 options under the Company’s LTI Program in respect of their performance in the year ended June 30, 2023. These awards were dated August 16, 2023 and vest in equal instalments on August 16, 2023; August 16, 2024; and August 16, 2025.
- (11) The fair value of options awarded to Mr. Bandrowski and Mr. Kirke in connection with their performance in the fiscal year ended June 30, 2023, under the Company’s STI and LTI programs was estimated using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 4.81%; estimated future volatility of 100%; a Nil expected dividend yield; and an expected life of three years. The Company chose this methodology because it is the most commonly used method of valuing options.
- (12) The fair value of options awarded to Mr. Bandrowski and Mr. Kirke in the fiscal year ended June 30, 2022, under the Company’s STI and LTI programs was estimated using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 3.14%; estimated future volatility of 100%; a Nil expected dividend yield; and an expected life of three years. The Company chose this methodology because it is the most commonly used method of valuing options.
- (13) The fair value of options awarded to Mr. Bandrowski, Mr. Schmitz and Mr. Kirke in the fiscal year ended June 30, 2021, was estimated using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 0.25%; estimated future volatility of 80%; a Nil expected dividend yield; and an expected life of two years. The Company chose this methodology because it is the most commonly used method of valuing options.
- (14) Mr. Bandrowski was awarded 200,869 DSUs, and Mr. Kirke was awarded 143,478 DSUs on June 7, 2021, subject to a confirmation by the TSXV that it had no issues with respect to the Company’s cash-based DSU Plan. This confirmation was obtained on June 30, 2021. These cash-settled DSUs vested on December 31, 2021 and settle upon termination of service.

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Incentive Plan Awards

Outstanding Option-based Awards

As mentioned above, the Company did not grant options to its NEOs during the year ended June 30, 2023. The following table details all outstanding options granted to NEOs and outstanding as at June 30, 2023.

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option award date	Option expiration date	Value of unexercised vested in-the-money options (\$)³
Mike Bandrowski	1,000,000	\$0.20	31-Aug-20	31-Aug-23	Nil
	267,766 ⁽¹⁾	\$0.25	30-Jun-22	30-Jun-27	Nil
	535,532 ⁽²⁾	\$0.25	30-Jun-22	30-Jun-27	Nil
Jim Kirke	200,000	\$0.20	31-Aug-20	31-Aug-23	Nil
	223,138 ⁽¹⁾	\$0.25	30-Jun-22	30-Jun-27	Nil
	446,276 ⁽²⁾	\$0.25	30-Jun-22	30-Jun-27	Nil

Notes:

- (1) Awarded under the Company's STI program, vested upon grant.
- (2) Awarded under the Company's LTI program, vesting in three equal instalments on June 30, 2022; June 30, 2023; and June 30, 2024.
- (3) Based on the closing trading price of the Company's shares on the TSX Venture Exchange on June 30, 2023, of \$0.10.

No options were amended, repriced or extended in the year ended June 30, 2023.

Outstanding Share-Based Awards

As mentioned above, the Company did not grant RSUs to its NEOs during the year ended June 30, 2023. The following table details all outstanding RSUs granted to NEOs and outstanding as at June 30, 2023.

Name	Number of RSUs that have not yet vested	RSU award date	Value of share-based awards that have not yet vested (\$)	Value of vested RSUs that have not been paid out or distributed as at June 30, 2023 (\$)
Mike Bandrowski	105,000	30-Jun-22	10,500	10,500
Jim Kirke	87,500	30-Jun-22	8,750	8,750

Notes:

- (1) The value of unvested RSUs and unpaid vested RSUs is calculated based on the Company’s closing share price on June 30, 2023, of \$0.10.

Incentive Plan Awards – Value Vested or Earned During the Year

A total of 192,500 RSUs awarded to the NEOs during the year ended June 30, 2022 vested on June 30, 2023, and a total of 327,270 options granted to the NEOs on June 30, 2022 to purchase a total of 327,270 Common Shares vested on June 30, 2023.

The following table illustrates the value earned or vested by each NEO during the year ended June 30, 2023. The value of RSUs vesting on June 30, 2023 was calculated by multiplying the number of RSUs vesting by the market price of the Common Shares on the vesting date, while the value of options vesting on June 30, 2023 was calculated by multiplying the number of options vesting by the difference between the market price of the Common Shares on the vesting date and the exercise price of the option.

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 (\$)
		RSUs	DSUs	
Mike Bandrowski	Nil	10,500	-	Nil
Jim Kirke	Nil	8,750	-	Nil

See “Securities Authorized Under Equity Compensation Plans” below for further information on the Company’s Share Option Plan.

Termination and Change-of-Control Benefits

Mike Bandrowski, President and Chief Executive Officer

The Company and Mr. Bandrowski entered into an employment agreement dated June 1, 2021. The agreement states that if the Company terminates Mr. Bandrowski’s employment without cause, Mr. Bandrowski will be entitled to a lump-sum payment equal to 12 months of his base salary and an additional month of his base salary for every year worked prior to the date of termination, plus a lump-sum payment equal to any STI bonus declared but unpaid as at the date of termination. In addition, any unvested options and other share-based incentives would vest immediately, with the period for exercising such options extended for a period of 90 days following the date of termination, and other share-based incentives for a period of 30 days following the date of termination.

If there is a change-of-control (as defined in the employment agreement), Mr. Bandrowski will be entitled to an amount equal to 24 months of his base salary plus a lump-sum payment equal to any STI Bonus declared but not paid as at the date of the change-of-control. In addition, any unvested options and other share-based incentives would vest immediately, with the period for exercising such options extended for a period of 90

days following the date of termination, and other share-based incentives for a period of 30 days following the date of termination.

Jim Kirke, Chief Financial Officer

The Company and Mr. Kirke entered into an employment agreement dated June 1, 2021. The agreement states that if the Company terminates Mr. Kirke’s employment without cause, Mr. Kirke will be entitled to a lump-sum payment equal to 12 months of his base salary and an additional month of his base salary for every year worked prior to the date of termination, plus a lump-sum payment equal to any STI bonus declared but unpaid as at the date of termination. In addition, any unvested options and other share-based incentives will vest immediately, with the period for exercising such options extended for a period of 90 days following the date of termination, and other share-based incentives for a period of 30 days following the date of termination.

If there is a change-of-control (as defined in the employment agreement), Mr. Kirke will be entitled to an amount equal to 24 months of his base salary plus a lump-sum payment equal to any STI Bonus declared but not paid as at the date of the change in control. In addition, any unvested options and other share-based incentives would vest immediately, with the period for exercising such options extended for a period of 90 days following the date of termination, and other share-based incentives for a period of 30 days following the date of termination.

Other than the above, there are no compensatory plan(s) or arrangement(s), with respect to the NEOs resulting from the resignation, retirement or any other termination of employment of the officer’s employment or from a change of the NEO’s responsibilities following a change-of-control.

The following table provides detail regarding the estimated payments to each NEO on a termination without cause or following a change of control, assuming a triggering event occurred on the last business day of the Company’s most recently completed financial year.

Name and Principal Position	Severance Payment	
	Termination Resulting in Severance Payment \$	Termination following Change of Control Resulting in Severance Payment \$
Mike Bandrowski Director, President and CEO	268,377	448,377
Jim Kirke CFO	191,270	331,270

DIRECTOR COMPENSATION

Directors of the Company who are also employees receive no compensation in respect of their services as directors. Non-employee directors of the Company receive fees in respect of their services, as described below:

- a) An annual fee of \$16,000;
- b) An annual fee of \$10,000 for the Chair of the Audit Committee;
- c) An annual fee of \$6,000 for the Chair of the CGCN Committee and the Chair of the Technical Committee; and
- d) Annual fees of \$4,000 for each individual committee membership.

Each element of this compensation is paid quarterly.

Directors are also eligible to receive DSUs under the Company's cash-based and equity-based DSU Plans, such DSUs being granted in addition to director fees. DSUs awarded to directors are settled upon the director's termination of service. DSUs awarded under the Company's cash-based DSU Plan vest immediately upon grant and are settled in cash, while DSUs awarded under the Company's equity-based DSU Plan vest on the first anniversary of the grant date and may be settled in cash or shares at the discretion of the Company.

Non-employee directors may also provide services to the Company from time to time other than in the course of discharging their duties as directors. Compensation for such services is based on rates that would be charged by such non-employee directors for similar services to arm's length parties.

The compensation paid or payable to the Company's non-employee directors in respect of the year ended June 30, 2023 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name	Fees earned (\$)	Grant date fair value of Share-based awards (\$)	Grant date fair value of Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Nick Tintor	16,000	50,000 ⁽²⁾	Nil	Nil	Nil	Nil	66,000
William Williams	32,000	25,000 ⁽³⁾	Nil	Nil	Nil	Nil	57,000
Richard Mazur	28,000	25,000 ⁽³⁾	Nil	Nil	Nil	Nil	53,000
Kristina Bates	30,000	25,000 ⁽³⁾	Nil	Nil	Nil	Nil	55,000
James Maxwell	20,000	25,000 ⁽³⁾	Nil	Nil	Nil	Nil	45,000
Paul Pint	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. The number of share units issuable to non-employee directors in office as at June 30, 2023 under the Company's equity-based DSU Plan was determined by the CGCN Committee on June 30, 2023, but the units were not awarded until August 16, 2023, following completion of the Company's acquisition of the outstanding securities of Gold Island Inc. and the cessation of a trading blackout. The fair values set out in this table for Messrs. Tintor, Williams, Mazur and Maxwell and Ms. Bates are based on the fair value of the awards as determined by the CGCN committee on June 30, 2023.
2. 534,188 equity-based DSUs were Mr. Tintor on August 16, 2023. These DSUs vest on August 16, 2024.
3. 267,094 equity-based DSUs were awarded to each of Ms. Bates and Messrs. Williams, Mazur, Maxwell and Pint on August 16, 2023. These DSUs vest on August 16, 2024.

Outstanding Share-based Awards and Option-based Awards

No options, RSUs, cash-based DSUs or equity-based DSUs were awarded to non-employee directors of the Company during the year ended June 30, 2023. As mentioned above with respect to NEO compensation, the number of equity-based DSUs issuable to each non-employee director was determined by the CGCN Committee on June 30, while the actual award of DSUs took place on August 16, 2023.

The following table sets out all option-based awards and share-based awards outstanding as at June 30, 2023, for each non-employee director.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised vested in-the-money options (\$) ¹	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Nick Tintor	375,000	\$0.305	30-Jun-26	Nil	Nil	Nil
	200,000	\$0.20	28-Oct-23	Nil	Nil	Nil
William Williams	375,000	\$0.305	30-Jun-26	Nil	Nil	Nil
	200,000	\$0.20	20-Jan-24	Nil	Nil	Nil
Kristina Bates	187,500	\$0.29	14-Dec-26	Nil	Nil	Nil
Richard Mazur	375,000	\$0.305	30-Jun-26	Nil	Nil	Nil
	200,000	\$0.20	31-Aug-23	Nil	Nil	Nil
	50,000	\$0.25	19-Sept-23	Nil	Nil	Nil
James Maxwell	172,000	\$0.35	14-Jan-27	Nil	Nil	Nil

Notes:

1 Based on the closing price of the Company's common shares on the TSXV on June 30, 2023 of \$0.10.

The following table sets out the value vested or earned under incentive plans during the year ended June 30, 2023, for each non-employee director.

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 (\$)
Nick Tintor	Nil	Nil	Nil
William Williams	Nil	Nil	Nil
Ken Engquist	Nil	Nil	Nil
Richard Mazur	Nil	Nil	Nil
James Maxwell	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, executive officers or employees of the Company and its subsidiaries, nor former directors, executive officers or employees of the Company and its subsidiaries were indebted to the Company or any of its subsidiaries, and no director or executive officer of the Company nor each nominee of the Company nor any associates or affiliates of the foregoing, were indebted to the Company or its subsidiaries or were indebted to another entity whose indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries since the beginning of the Company's most recently completed financial year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The table below provides information as at June 30, 2023 regarding the number of securities to be issued upon exercise of outstanding stock options and settlement of share units of the Company, as well as the weighted average exercise price of outstanding options. Each of the Company's Amended and Restated Stock Option Plan, Amended and Restated Restricted Share Unit Plan, and equity-based Deferred Share Unit Plan were approved by the Company's shareholders at its annual meeting dated December 22, 2022.

		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	Stock options	5,839,712	\$0.25	10,000,000 ⁽¹⁾
	DSUs/RSUs	385,000	N/A	4,000,000 ⁽²⁾
	Total	6,224,712		14,000,000
Equity compensation plans not approved by securityholders		N/A	N/A	N/A
Total		6,224,712	\$0.26	14,000,000

Notes:

- 1) The Company's Amended and Restated Stock Option Plan is a fixed plan, where the maximum number of common shares reserved for issuance upon exercise of outstanding options is limited to 15,839,712 shares.
- 2) The combined maximum number of share units issuable under the Amended and Restated Restricted Share Unit Plan and equity-based Deferred Share Unit Plan is fixed at 4,385,000 shares.

Subsequent to June 30, 2023 and up to the date of this Circular:

- 1) The Company granted a total of 2,475,636 stock options to NEOs and consultants;
- 2) The Company granted a total of 3,100,000 options as a component of the consideration for its acquisition of the outstanding securities of Gold island Inc.;
- 3) The Company granted a total of 1,241,986 RSUs to its NEOs;
- 4) The Company settled a total of 192,500 RSUs that had vested on June 30, 2023;
- 5) The Company granted a total of 1,869,658 equity-based DSUs to its non-employee directors; and
- 6) A total of 1,755,000 outstanding stock options issued previously to NEO's, non-employee directors and consultants expired.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the directors and officers of the Company, except as disclosed in this Circular (see “Summary Compensation Table”), no director or executive officer of the Company, no person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, no nominee of the Company and no associate or affiliate of any of the foregoing persons have had or has any material interest, direct or indirect, in any transaction since the commencement of the Company’s last completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

MANAGEMENT CONTRACTS

Management functions of the Company are performed by the directors and executive officers of the Company. The Company does not currently have any management contracts.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.com. Financial information is provided in the Company’s comparative financial statements and management discussion and analysis for its most recently completed financial year. The Company will provide to any person or company, upon request to the Secretary of the Company, one copy of any of the following documents:

- a) the comparative financial statements of the Company filed with the applicable securities regulatory authorities for the Company’s most recently completed financial year in respect to for which such financial statements have been issued, together with the report of the auditor, related management’s discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements; and
- b) the information circular of the Company filed with the applicable securities regulatory authorities in respect of the most recent annual meeting of shareholders of the Company which involved the election of directors.

Copies of the above documents will be provided free of charge to shareholders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a shareholder of the Company, who requests a copy of any such document. The foregoing documents are also available on SEDAR+ at www.sedarplus.com.

LEGAL PROCEEDINGS

The directors and senior officers of the Company are not aware of any material litigation outstanding, threatened or pending, as of the date hereof by or against the Company.

OTHER MATTERS

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Circular.

GENERAL

Unless otherwise specified, information contained in this Circular is given as at November 9, 2023, and all amounts shown represent Canadian dollars.

A Shareholder who wishes to submit a proposal to the Company must send such proposal to the Company such that it is received by the Company at least ninety (90) days before the anniversary date of the Notice of Meeting sent to Shareholders in connection with the previous annual meeting of Shareholders.

APPROVAL OF DIRECTORS

The contents of the Information Circular have been approved by the Board of Directors of the Company.

BY ORDER OF THE BOARD OF DIRECTORS OF BIG RIDGE GOLD CORP.

A handwritten signature in black ink, appearing to read "Mike Bandrowski". The signature is stylized and cursive.

Mike Bandrowski
President and Chief Executive Officer

APPENDIX A - AUDIT COMMITTEE MANDATE

1. PURPOSE

- 1.1 The Audit Committee (the “**Committee**”) of Big Ridge Gold Corp. (the “**Company**”) will assist the Board of Directors of the Company (the “**Board**”) in fulfilling its financial oversight responsibilities. The Audit Committee will review and consider in consultation with the auditors the Company’s financial reporting process, the system of internal control, and the audit process. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each Committee member must obtain an understanding of the principal responsibilities of Committee membership as well and the Company’s business, operations and risks.
- 1.2 The Board will revise this Mandate from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

2. COMMITTEE COMPOSITION

- 2.1 The Committee will be composed of at least three Directors as designated by the Board and appointed thereafter annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected and shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the Directors of the Company.
- 2.2 The Chair of the Committee shall be designated by the Board from among the Committee members.
- 2.3 Each member of the Committee must be financially literate or must become financially literate within a reasonable period after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.
- 2.4 The composition of the Committee shall satisfy all stock exchange and securities regulatory authority requirements applicable to the Company with respect to the independence of its members.

3. MEETINGS AND ORGANIZATION

- 3.1 The Chair will manage the affairs of the Committee ensuring accomplishment of the responsibilities and obligations detailed herein in an efficient manner.
- 3.2 The Committee shall meet in accordance with a schedule established each year by the Board, and at other times that the Committee may determine. The Committee shall meet at least annually with the Company’s Chief Financial Officer and external auditors in separate executive sessions.
- 3.3 Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 48 hours before the time of the meeting, but members may waive notice by attending the meeting.
- 3.4 A majority of members in attendance will constitute a quorum.

- 3.5 Each member has one vote and in the case of a tie, the Chair holds the deciding vote.
- 3.6 The CEO will be advised of all meetings, will be provided with all materials distributed to members, and will be entitled to attend all Committee meetings.
- 3.7 Committee members may meet in camera without any members of management present.
- 3.8 Committee members will have full access to management of the Company to discuss any matter which the member may wish to discuss or obtain additional information on.
- 3.9 The Committee may request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee in pursuit of exercising its duties and responsibilities listed herein.

4. COMMITTEE DUTIES AND RESPONSIBILITIES

- 4.1 The Committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures.
 - 4.1.1 The Committee shall recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.
 - 4.1.2 The Committee shall review the external auditors' proposed audit scope and approach.
 - 4.1.3 The Committee shall review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors.
 - 4.1.4 The Committee shall review and recommend to the Board the compensation to be paid to the external auditors.
 - 4.1.5 The Committee shall review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.
- 4.2 The Committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments, and liabilities of the Company.
 - 4.2.1 The Committee shall evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company.
 - 4.2.2 The Committee shall ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts, or deficiencies in internal controls.
- 4.3 The Committee shall review the financial statements and financial information prior to its release to the public.
 - 4.3.1 The Committee will review significant accounting and financial reporting issues, especially complex, unusual, and related-party transactions.

- 4.3.2 The Committee will review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.
 - 4.3.3 The Committee will review the Company's draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements.
 - 4.3.4 The Committee will meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered.
 - 4.3.5 The Committee will review Management's Discussion & Analysis respecting the annual reporting period prior to its release to the public.
 - 4.3.6 The Committee will review and approve the interim financial statements prior to their release to the public.
 - 4.3.7 The Committee will review management's discussion & analysis respecting the interim reporting period prior to its release to the public.
 - 4.3.8 The Committee will review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.
- 4.4 All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) that are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the Committee.
- 4.4.1 The Committee may delegate to one or more independent members of the Committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the Committee at its next scheduled meeting.
 - 4.4.1.1 The aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided or the services are brought to the attention of the Committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.
 - 4.4.2 The Committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services.
 - 4.4.3 The Committee will be informed of each non-audit service.
 - 4.4.4 The Committee will not delegate its responsibilities to management.
- 4.5 The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters.
- 4.6 The Committee shall establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters.

4.7 The Committee shall ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis.

4.8 The Committee shall review the policies and procedures in effect for considering officers' expenses and perquisites.

4.8.1 The Committee shall perform other oversight functions as requested by the Board.

4.8.2 The Committee shall review and update this Mandate and receive approval of changes to this Mandate from the Board.

4.9 The Committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. COMMITTEE RESOURCES AND AUTHORITY

5.1 The Committee shall have the resources and the authority appropriate to discharge its responsibilities.

5.1.1 The Committee can engage independent counsel and other advisors as it determines necessary to carry out its duties.

5.1.2 The Committee can set and pay the compensation for any advisors employed by the audit committee.

5.1.3 The Committee can communicate directly with the internal and external auditors.

6. PUBLICATION ON WEBSITE

6.1 This Mandate will be posted on Big Ridge Gold's website: www.bigridgegold.com.