



## **INFORMATION CIRCULAR** **as at September 24, 2018**

This Information Circular is furnished in connection with the solicitation by the management of Rackla Metals Inc. (the “**Company**”) of votes with respect to the Annual General Meeting of the holders of common shares (“**Common Shares**”) of the Company to be held on Wednesday, November 21, 2018 (the “**Meeting**”) and any adjournment thereof, at the time and place and for the purposes set forth in the accompanying notice of the Meeting (the “**Notice of the Meeting**”).

In this Information Circular, references to “**Non-Registered Holders**” means shareholders who do not hold Common Shares in their own name and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Holders.

### **PROXIES**

#### **Notice-and-Access Process**

The Company has elected to use the notice-and-access provisions (“**Notice-and-Access**”) of National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), for distribution of this Information Circular, form of proxy (“**Proxy**”) and other meeting materials (the “**Meeting Materials**”) to registered shareholders of the Company. Non-Registered Holders will be sent a full, printed version of the Meeting Materials.

Under Notice-and-Access, rather than the Company mailing paper copies of the Meeting Materials to registered shareholders, the Meeting Materials can be accessed online on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at <http://www.racklametals.com/s/Agm.asp>. The Company has adopted this alternative means of delivery for the Meeting Materials in order to reduce paper use and the printing and mailing costs.

Registered shareholders will receive a “notice package” (the “**Notice-and-Access Notification**”) by prepaid mail, with details regarding the Meeting date, location and purpose, and information on how to access the Meeting Materials online or request a paper copy.

Registered shareholders will not receive a paper copy of the Meeting Materials unless they contact the Company at the toll free number set out in the Notice of the Meeting. Provided the request is made prior to the Meeting, the Company will mail the requested materials within three business days. **Requests for paper copies of the Meeting Materials should be made by November 7, 2018 in order to receive the Meeting Materials in time to vote before the Meeting.**

Registered shareholders with questions about Notice-and-Access may contact the Company toll-free at 1-888-627-9378.

#### **Non-Registered Holders**

Only registered holders of Common Shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a Non-Registered Holder are registered either:

- (a) in the name of an Intermediary that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or
- (b) in the name of a clearing agency, such as The Canadian Depository for Securities Limited, of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Company will distribute the Meeting Materials to Intermediaries and clearing agencies for onward distribution to Non-Registered Holders. The Company does not intend to pay Intermediaries to forward the Meeting Materials if the Non-Registered Holders have provided instructions to their Intermediary that they object to the Intermediary disclosing ownership information about the Non-Registered Holders. In this case, such Non-Registered Holder will not receive the Meeting Materials if the Intermediary does not assume the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive Meeting Materials. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will be sent a voting instruction form (“VIF”), rather than a Proxy, which must be completed, signed and returned by the Non-Registered Holder in accordance with the directions in the VIF. In some cases, Non-Registered Holders will instead be given a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Trust Company as described under “*Solicitation and Deposit of Proxies and VIFs*” below.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the Proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions on the form.

**Non-Registered Holders should carefully follow the instructions in their Proxy or VIF, including instructions regarding when and where the Proxy or VIF is to be delivered.**

#### **Solicitation and Deposit of Proxies and VIFs**

While it is expected that the solicitation will be primarily by Notice-and-Access and mail, votes may be solicited personally or by telephone by the directors and regular employees of the Company. All costs of solicitation will be borne by the Company. The Company has arranged for Intermediaries to forward the Meeting Materials to Non-Registered Holders held as of record by those Intermediaries and the Company may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

The individuals named in the Proxy and VIF are directors or officers of the Company. **A shareholder wishing to appoint some other person (who need not be a shareholder) to represent the shareholder at the Meeting has the right to do so, either by inserting such person’s name in the blank space provided in the Proxy or VIF and striking out the printed names or by completing another form of proxy or VIF.** The Proxy or VIF will not be valid unless the completed, dated and signed Proxy or VIF is received by Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, or is delivered to the Chairman of the Meeting prior to commencement of the Meeting or any adjournment thereof.

#### **Voting of Proxies and VIFs**

Voting at the Meeting will be by way of a show of hands, with each registered shareholder and proxyholder having one vote, unless a ballot vote is required or requested. Common Shares represented by any properly executed and delivered Proxy or VIF will be voted or withheld from voting only on a ballot vote, in accordance with the instructions given by the shareholder. **In the absence of such direction, such Common Shares will be voted in favour of the matters set forth herein.**

The Proxy or VIF, when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of the Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the Proxy or VIF to vote in accordance with their best judgment on such matters or business. As at the date hereof, the management of the Company knows of no such amendment, variation or other matter that may be come before the Meeting.

### **Revocation of Proxies and VIFs**

A shareholder who has given a Proxy or VIF may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, 200 Burrard Street, Suite 650, Vancouver, British Columbia, V6C 3L6, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a Proxy or VIF does not affect any matter on which a vote has been taken prior to the revocation.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

As at the date hereof, the Company had issued and outstanding 20,261,308 fully paid and non-assessable common shares, each share carrying the right to one vote. **THE COMPANY HAS NO OTHER CLASSES OF VOTING SECURITIES.**

Holders of Common Shares as at the Record Date of October 9, 2018 who either personally attend the Meeting or who have completed and delivered a Proxy or VIF in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

To the knowledge of the directors and senior officers of the Company, the only persons or companies who beneficially own, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company are:

<u>Name</u>	<u>No. of Shares</u>	<u>Percentage</u>
Radius Gold Inc. <sup>(1)</sup>	3,973,276	19.6%
Simon Ridgway	3,910,254	19.3%

Note:

(1) Publicly-traded company.

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

To the knowledge of the Board of Directors of the Company (the “**Board**”), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice, as more particularly described as follows:

#### **Appointment and Remuneration of Auditors**

The management of the Company will recommend to the Meeting to appoint Smythe LLP as auditors of the Company for the ensuing year, and to authorize the directors to fix their remuneration. Smythe LLP were first appointed auditors of the Company on February 25, 2014.

#### **Election of Directors**

The Board presently consists of six directors and it is intended to determine the number of Directors at six and to elect six Directors at the Meeting. The persons named below will be presented for election at the Meeting as management’s nominees and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier

vacated in accordance with the Articles of the Company, or with the provisions of the British Columbia *Business Corporations Act*.

The following table sets out the names of the nominees for election as directors, where each is ordinarily resident, all offices of the Company now held by them, their principal occupations, the period of time for which each has been a director of the Company, and the number of Common shares of the Company or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Position and Residency <sup>(1)</sup>	Principal Occupation <sup>(1)</sup>	Period as a Director	No. of Common Shares <sup>(1)</sup>
<b>Simon Ridgway</b> CEO & Director British Columbia, Canada	CEO of the Company and Radius Gold Inc. (mineral exploration); Chairman of Fortuna Silver Mines Inc. (mining).	September 20, 2011 to present	3,910,254
<b>Bruce Smith</b> President & Director New Zealand	President of the Company, October 2017 to present; Consulting Geologist, January 2013 to present.	October 25, 2017 to present	219,950
<b>William Katzin</b> <sup>(2)</sup> Director British Columbia, Canada	Chartered Accountant; Partner of Campbell Saunders & Co.	October 12, 2011 to present	60,000
<b>Timothy Beale</b> <sup>(2)</sup> Director British Columbia, Canada	Joint Owner and Director of Hephaestus Consulting Services Inc. (private consulting company); President and CEO of Revelo Resources Corp. (mineral exploration)	November 23, 2011 to present	Nil
<b>David Cass</b> <sup>(2)</sup> Director British Columbia, Canada	Vice-President, Exploration of Bluestone Resources Inc. (mineral exploration).	November 23, 2011 to present	3,367
<b>Jeremy Crozier</b> Director British Columbia, Canada	President and CEO of Volcanic Gold Mines Inc. (mineral exploration).	April 27, 2017 to present	Nil

Notes:

- (1) The information as to residency, principal occupation, and shares beneficially owned is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Member of the Audit Committee.

Simon Ridgway was a director of a corporation when a management cease trade order was issued by the British Columbia Securities Commission (the “**BCSC**”) on April 3, 2017 against the CEO and CFO of the corporation in connection with the corporation’s failure to timely file financial statements, related management discussion and analysis and an annual information form for its financial year ended December 31, 2016. The delay in the filing of these documents was due to pending resolution of a regulatory review of certain of the corporation’s filings by the United States Securities and Exchange Commission. On May 25, 2017, the BCSC revoked the management cease trade order after the corporation filed the required records.

**Stock Option Plan**

The TSX Venture Exchange (the “**Exchange**”) requires that the Company obtain shareholder approval to its stock option plan (“**Option Plan**”) yearly at the annual general meeting. The material terms of the Option Plan are as follows:

1. the Option Plan reserves a rolling maximum of 10% of the issued capital of the Company at the time of granting of each option, with no vesting provisions other than the vesting restrictions required by the Exchange for options granted to investor relations consultants;
2. no more than 5% of the issued capital may be reserved for issuance to any one individual in any 12 month period;

3. no more than 2% of the issued capital may be reserved for issuance to any Consultant (as defined by the Exchange) or to an optionee providing investor relations services in any 12 month period;
4. the minimum exercise price of an option cannot be less than the Market Price (as defined by the Exchange) of the Company's shares;
5. options will be granted for a period of up to ten years;
6. options are non-assignable and non-transferable;
7. unless otherwise determined by the Board, a vested option is exercisable for up to 90 days from the date the optionee ceases to be a director, officer, employee or service provider of the Company or of its subsidiaries, unless: (i) such optionee was terminated for cause, in which case the option shall be cancelled, or (ii) if an optionee dies, the legal representative of the optionee may exercise the option for up to one year from the date of death;
8. unless otherwise determined by the Board, if an optionee's employment or service with the Company is terminated by the Company without cause, by the optionee for "Good Reason" (as defined in the Option Plan) or due to disability or death, a portion of the unvested options held by such optionee shall immediately vest according to a set formula;
9. unless otherwise determined by the Board, where an optionee's employment is terminated by the Company within 12 months after a change of control of the Company, the optionee resigns for Good Reason within 12 months after a change of control, or if the optionee dies while performing his or her regular duties as a director, officer and/or employee of the Company or its subsidiaries, then all of his or her outstanding options shall immediately vest; and
10. there are provisions for adjustment in the number of shares issuable on exercise of options in the event of a share consolidation, split, reclassification or other relevant change in the Company's corporate structure or capitalization.

In order to approve the Option Plan for the ensuing year, the shareholders will be asked at the Meeting to approve an ordinary resolution as follows:

"RESOLVED that the Option Plan of the Company, with terms substantially as described in the information circular of the Company dated September 24, 2018, be and is hereby approved, and that the directors of the Company are hereby authorized to make any changes to the Plan which may be required in order to obtain acceptance for filing by the Exchange."

### **Other Matters**

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the Proxy and VIF to vote the same in accordance with their best judgment of such matters.

### **STATEMENT OF EXECUTIVE COMPENSATION**

During the fiscal year ended December 31, 2017, three individuals were "named executive officers" of the Company within the meaning of the definition set out in National Instrument Form 51-102F6V, "Statement of Executive Compensation – Venture Issuers" ("Form 51-102F6V"). As required by Form 51-102F6V, the following includes disclosure of the compensation paid or payable by the Company to:

- Simon Ridgway, its Chief Executive Officer ("CEO") and until October 25, 2017, its President,
- Bruce Smith, its President since October 25, 2017, and
- Kevin Bales, its Chief Financial Officer ("CFO")

(hereinafter together referred to as "NEOs"), and to its directors.

### **Compensation Excluding Compensation Securities**

The following summarizes compensation, excluding Compensation Securities (as defined below), paid or payable to NEOs and directors of the Company during the fiscal years ended December 31, 2017 and 2016:

COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Simon Ridgway <sup>(1)</sup> Director, CEO and former President	2017	42,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	42,000
	2016	42,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	42,000
Bruce Smith <sup>(1)</sup> President & Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	N/A	N/A	N/A	N/A	N/A	N/A
Kevin Bales CFO	2017	2,587 <sup>(3)</sup>	Nil	Nil	Nil	Nil	2,587
	2016	4,124 <sup>(3)</sup>	Nil	Nil	Nil	Nil	4,124
Timothy Beale Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
David Cass Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
William Katzin Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Jeremy Crozier <sup>(4)</sup> Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Bruce Smith was appointed President in the place of Simon Ridgway on October 25, 2017.
- (2) Paid or payable to Mill Street Services Ltd. (“**Mill Street**”) for the services of Simon Ridgway as CEO of the Company.
- (3) Paid or payable to Gold Group Management Inc. (“**Gold Group**”) for the services of Kevin Bales as CFO of the Company.
- (4) Mr. Crozier was appointed a director on April 27, 2017.

**Compensation Securities**

The Company did not grant or issue any stock options, convertible securities, exchangeable securities or similar instruments including stock appreciation rights, deferred share units or restricted stock units (collectively “**Compensation Securities**”) to its NEOs and directors during the fiscal year ended December 31, 2017.

The total number of Compensation Securities, and underlying securities, held by each NEO and director as at December 31, 2017 are:

Simon Ridgway	50,000 stock options (and underlying common shares)
Bruce Smith	Nil
Kevin Bales	20,000 stock options (and underlying common shares)
Timothy Beale	15,000 stock options (and underlying common shares)
David Cass	15,000 stock options (and underlying common shares)
William Katzin	15,000 stock options (and underlying common shares)
Jeremy Crozier	Nil

The Company’s NEOs and directors did not exercise any Compensation Securities during the fiscal year ended December 31, 2017.

### **Stock Option Plan and Other Incentive Plans**

The Company's only incentive plan is its Option Plan, the material terms of which are described under "*Particulars of Matters to be Acted Upon – Stock Option Plan*" herein.

### **Compensation Agreements or Arrangements**

Mill Street Services Ltd. is paid a monthly fee for the services of Simon Ridgway as CEO of the Company. Mill Street is controlled by Mr. Ridgway. There is no written agreement between the parties regarding these services.

Pursuant to an agreement dated July 1, 2012, Gold Group is reimbursed by the Company on a monthly basis for certain shared costs and other business related expenses paid by Gold Group on behalf of the Company, including the services of the Company's CFO. The agreement may be terminated by either party on three months' notice. Gold Group is controlled by Simon Ridgway, the CEO of the Company.

### **Oversight and Description of Director and NEO Compensation**

The Company does not have a formal compensation program. The Board relies on the experience of its members as officers or directors of other junior exploration companies to ensure that total compensation paid to the Company's NEOs and directors is fair and reasonable. The Board meets periodically to discuss and determine such compensation, without reference to formal objectives, criteria or analysis.

The general philosophy of the Company's compensation strategy is to: (a) encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interest of shareholders; (c) provide a compensation package that is commensurate with other mineral exploration companies in order to attract and retain highly qualified executives and directors; and (d) ensure that total compensation paid takes into account the Company's overall financial position.

Compensation to the Company's NEOs is comprised solely of cash salaries and/or incentive stock options. Stock options were most recently granted to NEOs during the fiscal year ended December 31, 2012, and the Company may in the future grant incentive stock options to its NEOs. In establishing levels of cash compensation and the granting of stock options, the executive's performance, level of expertise, and responsibilities are considered.

Incentive stock options are granted pursuant to the Option Plan which is designed to encourage share ownership on the part of the Company's management, directors, employees and consultants. The Board believes that the Option Plan aligns the interests of the Company's personnel with shareholders by linking compensation to the longer term performance of the Company's shares. The granting of incentive stock options is an important component of executive compensation as it allows the Company to reward each executive officer's efforts to increase shareholder value without requiring the use of the Company's cash reserves.

Stock options are generally granted at the time of the executive's hiring or appointment and periodically thereafter. Previous grants of options are taken into account by the Board when it considers the granting of new stock options.

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

The only equity compensation plan which the Company has in place is the Option Plan which was previously approved by the shareholders on August 29, 2017. The Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Option Plan provides that the number of common shares of the Company issuable under the Option Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding common shares. The material terms of the Option Plan are set out above under the heading "*Particulars of Matters to be Acted Upon – Stock Option Plan*".

The following table sets out information regarding compensation plans under which equity securities of the Company are authorized for issuance, as at December 31, 2017:

EQUITY COMPENSATION PLAN			
Plan Category	(a) No. of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) No. of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in column (a))
Equity Compensation Plan Approved by Shareholders	245,000	\$0.75	1,764,885
Equity Compensation Plans Not Approved by Shareholders	N/A	N/A	N/A
Total:	245,000	N/A	1,764,885

### AUDIT COMMITTEE

Pursuant to the provisions of National Instrument 52-110, *Audit Committees* (“**NI 52-110**”), the Company’s Audit Committee has adopted a written charter (the “**Charter**”) that sets out its mandate and responsibilities. The Charter is attached hereto as Schedule “A”. As the Company is a “venture issuer” (as defined in NI 52-110), it is relying on the exemption provided to it in Section 6.1 of NI 52-110 with respect to audit committee reporting obligations.

The Audit Committee is presently comprised of William Katzin, Timothy Beale and David Cass, all of whom are “independent” and “financially literate” within the meanings given to those terms in NI 52-110. The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member is as follows:

#### Audit Committee Member

#### Education and Experience

William Katzin

Mr. Katzin is a graduate of the University of Cape Town, South Africa with a Bachelor of Commerce and Law degree. He is a member of the Institute of Chartered Accountants of British Columbia. He has been a partner in private practice with a Vancouver firm of Chartered Accountants since 1986 and has experience working with resource and exploration companies. He is an audit committee member of one other publicly-traded resource company.

Timothy Beale

Mr. Beale holds a Bachelor’s degree in Geology from the University of London and a Master’s degree in Mineral Exploration from the Royal School of Mines in London. He has over 25 years of experience managing exploration and development programs for major mining corporations. Mr. Beale is joint owner and a director of a private consulting company, and is President, CEO and a director of one other publicly-traded resource company.

David Cass

Mr. Cass holds a Master’s of Science degree in Mineral Exploration and Mining Geology and is a geologist with over 25 years’ international experience in mineral exploration and mining for precious and base metals. Fifteen years of his career were spent with major mining company, Anglo American plc, and since 2006, Mr. Cass has worked for junior exploration companies exploring in Canada, Mexico, Central America and Peru. Mr. Cass is an audit committee member of one other publicly listed mineral exploration company.

During the Company's most recently completed fiscal year, the Company's auditors performed certain non-audit services. All fees charged by the Company's auditors during the last two fiscal years are as follows:

	<u>2017</u>	<u>2016</u>
Audit Fees	\$14,000	\$15,000
Audit-Related Fees	Nil	Nil
Tax Fees	\$ 2,000	\$ 2,000
All Other Fees	<u>Nil</u>	<u>Nil</u>
	\$16,000	\$17,000

"Audit Fees" are the aggregate fees billed for the audit of the Company's consolidated annual financial statements.

"Audit-Related Fees" are fees charged for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees".

"Tax Fees" are fees for tax return preparation.

"All Other Fees" are amounts not included in the categories above.

### **CORPORATE GOVERNANCE**

The Board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

Pursuant to National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101"), the Company discloses its corporate governance practices as follows:

#### **Board of Directors**

The Board considers William Katzin, Timothy Beale, David Cass and Jeremy Crozier to be "independent" according to the definition set out in NI 58-101. Simon Ridgway and Bruce Smith are not independent as they are executive officers of the Company.

The independent Directors believe that their majority on the Board, their knowledge of the Company's business, and their independence are sufficient to facilitate the functioning of the Board independently of management. The independent Directors have the discretion to meet in private in the absence of the other Directors whenever they believe it is appropriate to do so.

#### **Directorships**

The directors of the Company are directors of one or more other reporting issuers, as follows:

<b>Director</b>	<b>Other Issuers</b>
Simon Ridgway	CROPS Inc. Fortuna Silver Mines Inc. Medgold Resources Corp. Radius Gold Inc. Volcanic Gold Mines Inc.
William Katzin	Radius Gold Inc.
Timothy Beale	Revelo Resources Corp.

David Cass

CROPS Inc.

Jeremy Crozier

Volcanic Gold Mines Inc.

### **Orientation and Continuing Education**

Management will ensure that a new appointee to the Board is aware of his or her duties and responsibilities of a director of the Company. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director, as well as the continuing education needs of all Board members.

### **Ethical Business Conduct**

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

### **Nomination of Directors**

Given the Company's current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the CEO of the Company.

### **Other Board Committees**

The only Board committee of the Company is the Audit Committee.

### **Assessments**

The Company has not determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

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

In October 2017, Radius Gold Inc., of 200 Burrard Street, Suite 650, Vancouver, BC V6C 3L6, which owns more than 10% of the Common Shares of the Company, acquired 1,000,000 Common Shares pursuant to the exercise of previously issued private placement warrants, for proceeds to the Company of \$50,000. Also in October 2017, Simon Ridgway, of 200 Burrard Street, Suite 650, Vancouver, BC V6C 3L6, who controls more than 10% of the Common Shares of the Company, acquired 950,000 Common Shares pursuant to the exercise of previously issued private placement warrants, for proceeds to the Company of \$47,500.

Other than as disclosed above, no insider, proposed nominee for election as a director, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction or proposed transaction since January 1, 2017 which has materially affected or would materially affect the Company.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available for viewing at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's financial statements and accompanying management's discussion and analysis for the fiscal year ended December 31, 2017. Copies of financial statements and accompanying MD&A may be obtained by contacting the Company, attention Corporate Secretary, at 200 Burrard Street, Suite 650, Vancouver, BC V6C 3L6 (Tel: 604-801-5432; Fax: 604-662-8829).

BY ORDER OF THE BOARD

Simon Ridgway,  
President and Chief Executive Officer

**RACKLA METALS INC.**  
(the "Company")

**AUDIT COMMITTEE CHARTER**

**General**

The primary function of the Audit Committee is to assist the Board of Directors of the Company (the "**Board**") in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and the Company's external audit process and monitoring compliance with the Company's legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between the Company's external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of the Company's financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

**Effective Date**

This Charter was implemented by the Board on November 23, 2011 and amended November 10, 2014.

**Composition of Audit Committee**

The Committee membership shall satisfy the laws and policies governing the Company and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to the Company.

**Relationship with External Auditors**

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

**Responsibilities**

1. The Audit Committee shall be responsible for making the following recommendations to the Board:
  - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
  - (b) the compensation of the external auditor.
2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
  - (a) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;

- (b) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
  - (c) reviewing audited annual financial statements, in conjunction with the report of the external auditor;
  - (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management; and
  - (e) reviewing the evaluation of internal controls by the external auditor, together with management's response.
3. The Audit Committee shall review interim unaudited financial statements before release to the public.
  4. The Audit Committee shall review all public disclosures of audited or unaudited financial information before release, including any prospectus, annual report, annual information form, and management's discussion and analysis.
  5. The Audit Committee shall review the appointments of the chief financial officer and any other key financial executives involved in the financial reporting process, as applicable.
  6. Except as exempted by securities regulatory policies, the Audit Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the external auditor.
  7. The Audit Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and shall periodically assess the adequacy of those procedures.
  8. The Audit Committee shall establish procedures for:
    - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
    - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
  9. The Audit Committee shall periodically review and approve the Company's hiring policies, if any, regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
  10. Meetings of the Audit Committee shall be scheduled to take place at regular intervals and, in any event, at least once per year.

### **Authority**

The Audit Committee shall have the authority to:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) to set and pay the compensation for any advisors employed by the Audit Committee; and
- (c) to communicate directly with the external auditors.