



**ALTIUS RENEWABLE ROYALTIES CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

to be held on June 2, 2022 and

**MANAGEMENT INFORMATION CIRCULAR**

dated April 24, 2022



**ALTIUS RENEWABLE ROYALTIES CORP.**

April 24, 2022

Dear shareholders of Altius Renewable Royalties Corp.:

On behalf of the directors and management team of Altius Renewable Royalties Corp. (the “Company”), we are pleased to invite you to attend the Company’s annual and special shareholder meeting (the “Meeting”), taking place at 3:00 p.m. (ET) on June 2, 2022. This year, we will hold the Meeting in a virtual only format, which will be conducted via live audio webcast. At the Meeting, the holders of the common shares of the Company (“**Shareholders**”) will be asked to receive the financial statements for the year ended December 31, 2021 and the auditors’ report thereon, elect the directors for the ensuing year and re-appoint Deloitte LLP, Chartered Professional Accountants, as the auditors of the Company. In addition, we will be requesting shareholder approval of an amendment to option awards that were granted to management and directors of the Company’s predecessor private entity under option agreement before the initial public offering (“**IPO**”) in 2021. The proposed amendment would allow for cashless exercise of those options , consistent with the shareholder approved long term incentive plan, and is described in further detail in the accompanying Management Information Circular.

As a valued Shareholder, your views and involvement in the Company are important to us. At the Meeting you will have the opportunity to hear about the Company’s direction and plans for the coming year, ask questions and vote on the Meeting matters.

Your vote matters. You may exercise it by completing the proxy form or voting instruction form or by virtually attending the Meeting. The accompanying management information circular describes the business to be conducted at the Meeting, important additional information and detailed instructions on voting and participation at the Meeting, and the Company’s governance practices. If you have questions but are unable to attend the Meeting online, you are always welcome to initiate communications with the board of directors of the Company by contacting the Corporate Secretary by email at [flora@arr.energy](mailto:flora@arr.energy). The Corporate Secretary will deliver your email to the Chair of the board of directors for response.

Thank you for your investment and we look forward to connecting with you at the Meeting.

Sincerely,

Earl Ludlow  
Chair of the Board

Brian Dalton  
Chief Executive Officer

**Altius Renewable Royalties Corp.**  
**Notice of Annual Meeting of Shareholders**  
**To Be Held On June 2, 2022**

All capitalized terms used herein but not otherwise defined have the meaning ascribed thereto in the accompanying management information circular dated April 24, 2022 (the “**Circular**”).

Notice is hereby given that the Meeting of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Altius Renewable Royalties Corp. (“**ARR**” or the “**Company**”) will be held on June 2, 2022 at 3:00 p.m. (ET) virtually via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1319> for the following purposes:

- (a) to receive the financial statements for the year ended December 31, 2021 and the auditors’ report thereon;
- (b) to re-appoint Deloitte LLP, Chartered Professional Accountants as the auditors of the Company for the ensuing year and to authorize the directors of the Company (the “**Directors**”) to fix their remuneration;
- (c) to elect the Directors for the ensuing year;
- (d) to approve a non-binding resolution on the approach to executive compensation, or “Say on Pay”
- (e) to pass an ordinary resolution of disinterested shareholders to approve amendments to the Legacy Option Agreements as further described in the Circular; and
- (f) to transact such other business as may properly come before the Meeting and any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular under “*Particulars of Matters to be Acted Upon at the Meeting*”, accompanying and forming part of this Notice of Annual Meeting (the “**Notice**”).

Shareholders of record at the close of business on April 13, 2022 are entitled to receive notice of and attend the Meeting and are entitled to one vote for each Common Share registered in the name of such Shareholder in respect of each matter to be voted upon at the Meeting. If unable to attend the Meeting, a registered Shareholder may, in advance of the Meeting, submit his/her/its proxy by mail or over the internet in accordance with the instructions below.

**This year, we will hold our Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.**

Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Circular. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form. **These instructions include the additional step of registering such proxyholder with our transfer agent, TSX Trust Company, after submitting their form of proxy or voting**

**instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a user name to participate in the Meeting and only being able to attend as a guest.**

Voting by Mail or Courier Before the Meeting:

TSX Trust Company  
Attention: Proxy Department  
301 - 100 Adelaide Street West, Toronto, ON M5H 4H1

Voting by Internet Before the Meeting. Enter the 12-digit control number printed on the form of proxy at <http://www.voteproxyonline.com/>.

A non-registered Shareholder should follow the instructions included on the voting instruction form provided by his/her/its Intermediary (as defined in the Circular).

A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to TSX Trust Company no later than 3:00 p.m. (ET) on May 31, 2022 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions above. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

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

The Corporation has elected to send out proxy-related materials to Shareholders using the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”, and together with NI 51-102, the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow issuers to post electronic versions of proxy-related materials on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to securityholders.

Shareholders will be provided with electronic access to this Notice, the Circular, the Corporation’s management’s discussion and analysis of the results of operations and financial condition of the Company for the year ended December 31, 2021 (the “**MD&A**”) and the audited consolidated financial statements of the Company and accompanying notes for the year ended December 31, 2021 (together with the MD&A, the “**MD&A and Financials**”) together with the auditors’ report thereon on SEDAR at [www.sedar.com](http://www.sedar.com), on the TSX trust website at <https://docs.tsxtrust.com/2296> and on the Company’s website at <https://www.arr.energy/>.

Shareholders are reminded to review the Circular before voting. Shareholders will receive paper copies of a notice package (the “**Notice Package**”) via pre-paid mail containing a notice with information prescribed by the Notice-and-Access Provisions and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder). The Corporation will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Circular to some securityholders with a Notice Package.

Shareholders with questions about notice-and-access can call the Company’s transfer agent, TSX Trust Company., at 1-866-600-5869 or email [tsxtis@tmx.com](mailto:tsxtis@tmx.com). Shareholders may obtain paper copies of the Circular and the MD&A and Financials free of charge by calling TMX Group Limited at 1-866-600-5869 or email [tsxtis@tmx.com](mailto:tsxtis@tmx.com)<sup>1</sup> at any time up until and including the date of the Meeting, including any

adjournment or postponement thereof. Any Shareholder wishing to obtain a paper copy of the meeting materials should submit their request no later than May 24, 2022 in order to receive paper copies of the meeting materials in time to vote before the Meeting. Under the Notice-and-Access Provisions, meeting materials will be available for viewing on the Company's website for one year from the date of posting.

DATED April 24, 2022

By Order of the Board of Directors

"Earl Ludlow"

Earl Ludlow  
Chair of the Board of Directors  
Altius Renewable Royalties Corp.

# MANAGEMENT INFORMATION CIRCULAR

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## PROXY AND VOTING INFORMATION

### Solicitation of Proxies

This management information circular (the “Circular”) dated as of April 24, 2022 and accompanying form of proxy are furnished in connection with the solicitation, by management of Altius Renewable Royalties Corp. (“we”, “us”, “our”, the “Company” or “ARR”), of proxies to be used at the annual and special meeting of the holders (the “Shareholders”) of common shares (“Common Shares”) of the Company (the “Meeting”) referred to in the accompanying Notice of Annual Meeting (the “Notice”) to be held on June 2, 2022 at 3:00 p.m. (ET) for the purposes set forth in the Notice. The Meeting will be held in a virtual only format, which will be conducted via live audio webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information shareholders will need to attend the Meeting online is provided below. See “*Voting Information*” below.

The solicitation will be made primarily by mail, subject to the use of Notice-and-Access Provisions (as defined herein) but proxies may also be solicited personally or by telephone by directors (“**Directors**”) and/or officers of the Company. The cost of solicitation by management will be borne by the Company.

Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of the Common Shares. The cost of any such solicitation will be borne by the Company.

### Notice-and-Access

The Company is sending out proxy-related materials to Shareholders using the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and NI 54-101 (together with NI 51-102, the “**Notice-and-Access Provisions**”). These securityholder materials are being sent to both registered Shareholders and Non-Registered Holders utilizing the Notice-and-Access Provisions. The Company anticipates that use of the Notice-and-Access Provisions will benefit the Company by reducing the postage and material costs associated with the printing and mailing of the proxy-related materials and will also reduce the environmental impact of such actions.

Shareholders will be provided with electronic access to the Notice, this Circular, the Company’s management’s discussion and analysis of the results of operations and financial condition of the Company for the year ended December 31, 2021 (the “**MD&A**”) and the audited consolidated financial statements of the Company and accompanying notes for the year ended December 31, 2021 (together with the MD&A, the “**MD&A and Financials**”) together with the auditors’ report thereon on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com), at <https://docs.tsxtrust.com/2296> and on the Company’s website at <https://www.arr.energy/>.

Shareholders are reminded to review the Circular before voting. Shareholders will receive paper copies of a notice package (the “**Notice Package**”) via pre-paid mail containing a notice with information prescribed by the Notice-and-Access Provisions and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder (a “**Non-Registered Holder**”). The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Circular to some securityholders with a Notice Package.

Shareholders with questions about notice-and-access can call the Company’s transfer agent, TSX Trust Company, at 1-866-600-5869 or email [tsxtis@tmx.com](mailto:tsxtis@tmx.com). Shareholders may obtain paper copies of the Circular and the MD&A and Financials free of charge by calling TMX Group Limited at 1-866-600-5869

or email [tsxtis@tmx.com](mailto:tsxtis@tmx.com)<sup>2</sup> at any time up until and including the date of the Meeting, including any adjournment or postponement thereof. Any Shareholder wishing to obtain a paper copy of the meeting materials should submit their request no later than May 24, 2022 in order to receive paper copies of the meeting materials in time to vote before the Meeting. Under the Notice-and-Access Provisions, meeting materials will be available for viewing on the Company's website for one year from the date of posting.

## Record Date

Shareholders of record at the close of business on April 13, 2022 are entitled to receive notice of and attend the Meeting and are entitled to one vote for each Common Share registered in the name of such Shareholder in respect of each matter to be voted upon at the Meeting.

## Meeting Information

**This year, we will hold our Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.**

The Meeting will be held on June 2, 2022 at 3:00 p.m. (ET) virtually via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1319>The meeting ID is 1319, and password altius2022. Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Non-registered shareholders ("**Non-Registered Holders**") who have not duly appointed themselves as proxyholders may attend the Meeting as guests. Guests will not be able to vote at the Meeting. **See "Voting Information" below.**

Registered Shareholders and duly appointed proxyholders who participate at the Meeting online will be able to listen to the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out below under "*Voting Information*". Non-Registered Holders who have not duly appointed themselves as proxyholders may still attend the Meeting as guests. Guests will be able to listen to the Meeting but will not be able to vote at the Meeting. See "*Voting Information – Voting at the Meeting*" below.

## Voting Information

Shareholders may vote before the Meeting or vote at the Meeting, as described below.

### 1. Voting Before the Meeting

#### *Appointment of Proxies*

The persons named in the form of proxy accompanying this Circular are Directors and/or officers of the Company. **Each Shareholder submitting a proxy has the right to appoint a person or company (who need not be a Shareholder), other than the persons named in the accompanying form of proxy, to represent such Shareholder at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting the name of such representative in the blank space provided in the accompanying form of proxy. **The additional registration step outlined below under "*Voting at the Meeting – Appointment of a Third Party as Proxy*" must also be followed.** All proxies must be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized.

A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to TSX Trust Company ("**TSX Trust**") no later than 3:00 p.m. (ET) on May 31, 2022 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted))

prior to the time of holding the Meeting) in accordance with the delivery instructions below. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

A registered Shareholder may submit, in advance of the Meeting, his/her/its proxy by mail, or over the internet in accordance with the instructions below.

Voting by Mail or Courier Before the Meeting:

TSX Trust Company  
Attention: Proxy Department  
301 - 100 Adelaide Street West, Toronto, ON M5H 4H1

Voting by Internet Before the Meeting. Enter the 12-digit control number printed on the form of proxy at <http://www.voteproxyonline.com/>.

A Non-Registered Holder should follow the instructions included on the voting instruction form provided by his/her/its Intermediary (as defined below).

*Revocation of Proxies*

Proxies given by Shareholders for use at the Meeting may be revoked at any time prior to their use. Subject to compliance with the requirements described in the following paragraph and below under “*Voting at the Meeting*”, the giving of a proxy will not affect the right of a Shareholder to attend, and vote at, the Meeting.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his/her attorney duly authorized in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized and deposited with TSX Trust, in a manner provided above under “*Proxy and Voting Information – Appointment of Proxies*”, at any time up to and including 3:00 p.m. (ET) on May 31, 2022 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the holding of the Meeting).

If you have followed the process for attending and voting at the Meeting online (see below under “*Voting at the Meeting*”), voting at the Meeting online will revoke your previous proxy.

*Non-Registered Holders*

Only registered Shareholders, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a Non-Registered Holder are registered either:

- A. in the name of an intermediary (each, an “**Intermediary**” and collectively, the “**Intermediaries**”) that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans; or
- B. in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Company has distributed copies of the form of proxy and supplemental mailing card (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will generally use service companies (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to Non-Registered Holders. Generally, a Non-Registered Holder who has not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, **in addition, if applicable, to the procedures set out below under “Voting at the Meeting – Appointment of a Third Party as Proxy”**, depending on the type of form they receive:

- (1) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting (or have another person attend and vote on the Non-Registered Holder’s behalf), but wishes to direct the voting of the Common Shares they beneficially own, the voting instruction form must be submitted by mail, or over the internet in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must appoint themselves in advance of the proxy cut-off date, complete the Request for Control Number form (<https://tsxtrust.com/resource/en/75>) and email this form to [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) in order to receive a control number to vote online.  
or

**Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting (or have another person attend and vote on the Non-Registered Holder’s behalf), but wishes to direct the voting of the Common Shares they beneficially own, the Non-Registered Holder must complete the form of proxy and submit it to TSX Trust as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must strike out the persons named in the proxy and complete the Request for Control Number form (<https://tsxtrust.com/resource/en/75>) and email this form to [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) in order to receive a control number to vote online.

**In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy or the voting instruction form is to be delivered. In addition, if applicable, Non-Registered Holders should follow the procedures set out below under “Voting at the Meeting – Appointment of a Third Party as Proxy”.**

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary in accordance with the instructions received from the Intermediary, except that an Intermediary may not act on a revocation of a voting instruction form or a waiver of the right to receive Meeting Materials and to vote that is not received by the Intermediary in sufficient time prior to the Meeting.

A Non-Registered Holder may fall into two categories – those who object to their identity being made known to the issuers of the securities which they own (“**Objecting Beneficial Owners**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**Non-Objecting Beneficial Owners**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their Non-Objecting Beneficial Owners from Intermediaries. Pursuant to NI 54-101, issuers may obtain and use the Non-Objecting Beneficial Owners list in connection with any matters relating to the affairs of the issuer, including the distribution of proxy-related materials directly to Non-Objecting Beneficial Owners. The Company is sending Meeting Materials directly to Non-Objecting Beneficial Owners; the Company uses and pays Intermediaries and agents to send the Meeting Materials. The Company also intends to pay for Intermediaries to deliver the Meeting Materials to Objecting Beneficial Owners.

These securityholder materials are being sent to both registered Shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding securities on your behalf.

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

### *Exercise of Discretion By Proxies*

Common Shares represented by properly executed proxies in favour of the persons named in the accompanying form of proxy will be voted on any ballot that may be called for and, where the person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, the Common Shares will be voted or withheld from voting in accordance with the specifications so made. **Where Shareholders have properly executed proxies in favour of the persons named in the accompanying form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the Common Shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice.** If a Shareholder appoints a representative other than the persons designated in the form of proxy, the Company assumes no responsibility as to whether the representative so appointed will attend the Meeting on the day thereof or any adjournment or postponement thereof.

The accompanying form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, the management of the Company and the Directors know of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to the management of the Company and the Directors should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

## 2. Voting at the Meeting

The Meeting will be hosted virtually via live audio webcast at

<https://virtual-meetings.tsxtrust.com/1319>

Meeting ID: 1319

Password: altius2022 (case sensitive)

Registered Shareholders entitled to vote at the Meeting may attend and vote at the Meeting virtually by following the steps listed below:

1. Type in <https://virtual-meetings.tsxtrust.com/1319> on your browser at least 15 minutes before the Meeting starts.
2. Click on **"I have a control number/Meeting Access number"**
3. Enter your 12-digit control number (on your proxy form).
4. Enter the password: altius2022 (case sensitive).
5. When the polls have been opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**. A confirmation message will appear to show your vote has been received.

Beneficial Shareholders entitled to vote at the Meeting may vote at the Meeting virtually by following the steps listed below:

1. Appoint yourself as proxyholder by writing your name in the space provided on the form of proxy or VIF.
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the VIF.
3. Obtain a control number by contacting TSX Trust Company by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.
4. Type in <https://virtual-meetings.tsxtrust.com/1319> on your browser at least 15 minutes before the Meeting starts.
5. Click on **"I have a control number/ Meeting Access number"**.
6. Enter the control number provided by [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com)
7. Enter the password: altius2022 (case sensitive).
8. When the polls have been opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**. A confirmation message will appear to show your vote has been received.

If you are a registered shareholder and you want to appoint someone else (other than the Management nominees) to vote online at the Meeting, you must first submit your proxy indicating who you are appointing. The appointee must then register with TSX Trust in advance of the Meeting by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.

If you are a non-registered shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust in advance of the Meeting by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.

Guests can also listen to the Meeting by following the steps below:

1. Type in <https://virtual-meetings.tsxtrust.com/1319> on your browser at least 15 minutes before the Meeting starts. Please do not do a Google Search. Do not use Internet Explorer.
2. Click on **"I am a Guest"**.
3. Fill out the registration page required and click join meeting.

If you have any questions or require further information with regard to voting your Shares, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com)

**If you attend the Meeting online, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences**, if you wish to do so. It is your responsibility to ensure connectivity for the duration of the Meeting. You should not use Internet Explorer as a browser due to technical incompatibilities and should allow ample time to check into the Meeting online and complete the related procedure.

## GENERAL INFORMATION

The information contained herein is provided as of April 24, 2022, unless indicated otherwise. No person has been authorized to give any information or make any representation in connection with matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by ARR or the management of ARR.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars. All references to "\$" are to Canadian dollars.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Company consists of an unlimited number of Common Shares.

As at April 24, 2022, there were 26,513,889 Common Shares issued and outstanding.<sup>3</sup>

A quorum for the transaction of business at the Meeting is two persons present in person or by telephonic or electronic means and each entitled to vote at the Meeting and holding or representing by proxy not less than 25% of the votes entitled to be cast at the Meeting.

To the knowledge of the Directors and the officers of the Company, no person other than Altius Royalty Corporation ("**ARC**"), a wholly-owned subsidiary of Altius Minerals Corporation ("**Altius Minerals**") beneficially owns, directly or indirectly, or exercises control or direction over Common Shares carrying more than 10% of the voting rights attached to the Common Shares which may be voted at the Meeting or any adjournment or postponement thereof. To the knowledge of the Company, ARC holds approximately 15,638,639 Common Shares comprising approximately 59% of the Common Shares issued and outstanding on a non-diluted basis and 3,093,835 Common Share purchase warrants in the capital of the Company (representing 63.3% of the issued and outstanding Common Shares, on a partially diluted basis).

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### Financial Statements

The management's discussion and analysis of the results of operations and financial condition of the Company for the year ended December 31, 2021 ("**MD&A**") and the audited consolidated financial statements of the Company and accompanying notes for the year ended December 31, 2021 ("**Financials**"), together with the auditor's report thereon are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.arr.energy](http://www.arr.energy). The Company's MD&A and Financials will be placed before the Shareholders at the Meeting.

### Appointment of Auditors

At the Meeting, Shareholders will be requested to re-appoint Deloitte LLP, Chartered Professional Accountants as auditors of the Company, to hold office until the next annual meeting of Shareholders, and to authorize the Directors to fix the auditors' remuneration. Deloitte LLP have been the auditors of the Company since inception.

The following table sets forth the fees billed or accrued for various services provided by Deloitte LLP, Chartered Professional Accountants and its affiliates to the Company during the Company's last two fiscal years:

Services	Fees Accrued During the Year Ended (C\$)	
	December 31, 2021 <sup>(6)</sup>	December 31, 2020 <sup>(5)</sup>
Audit Fees <sup>(1)</sup>	317,500	143,400
Audit-Related Fees <sup>(2)</sup>	55,400	89,800
Tax Fees <sup>(3)</sup>	71,600	3,600
Other Fees <sup>(4)</sup>	--	--
<b>Total</b>	<b>444,500</b>	<b>236,800</b>

**Notes:**

- (1) Fees for audit service.
- (2) Fees for assurance and related services not included in audit service above.
- (3) Fees for tax compliance, tax advice and tax planning.
- (4) All other fees not included in the above.
- (5) The fees for 2020 include the fees incurred in connection with the Initial Public Offering of the Company.
- (6) Inclusive of HST

The Audit Committee of the Board reviews and approves all audit and non-audit services performed by our auditors in advance of services being performed.

The Board of Directors recommends that you vote **FOR** the appointment of Deloitte LLP, Chartered Professional Accountants as auditors of the Company. Unless the Shareholder directs that his/her/its Common Shares are to be withheld from voting in connection with the appointment of auditors, the persons named in the accompanying form of proxy will vote **FOR** the re-appointment of Deloitte LLP, Chartered Professional Accountants as auditors of the Company until the next annual meeting of Shareholders and to authorize the Directors to fix their remuneration.

**Election of Directors**

The number of Directors to be elected at the Meeting is five. Directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of Shareholders. Each of the nominated directors, including the Chair of the board of directors (the "**Board**") and including all committee members, is independent in accordance with NI 52-110 – *Audit Committees* ("**NI 52-110**"). Anna El-Erian and André Gaumond, the Altius Minerals nominees, are also independent directors of Altius Minerals. All five nominated directors are qualified and experienced, and have agreed to serve on our Board.

Please note that, unless otherwise indicated, the information hereunder as to Common Shares and options to purchase Common Shares ("**Options**") beneficially owned or controlled, directly or indirectly, has been furnished by each of the nominees, as of the date of this Circular.

The proxy permits Shareholders to vote in favour of all nominees, to vote in favour of some nominees and to withhold votes for other nominees, or to withhold votes for all nominees. The Chair of the Meeting will ensure that the number of Common Shares voted in favour or withheld from voting for each nominee is recorded and promptly made public after the Meeting.


The Company does not have a majority voting policy in place as it has a significant shareholder, being Altius Minerals, that has majority control of the Company. As such, it may rely on an exemption under



the TSX Company Manual exempting issuers under majority control. In the event that the Company no longer has a significant shareholder which holds majority control, it will promptly put in place a majority voting policy in compliance with TSX requirements.

The tables on the following pages set forth certain information in respect of each Director to be elected or re-elected to the Board. These tables also include the record of attendance by Director at meetings of the Board and its committees in 2021. The tables also note the other companies for which the directors serve or have served as directors of that company in the past three years. Where there is any interlock with another director (meaning two or more members of the Board serving together on a separate Board) this has been noted.

Unless instructed otherwise, the persons named in the Form of Proxy will vote **FOR** the election of each of the persons specified below.

Directors	History																								
	<p>Mr. Bronicheski has been a Director since December 7, 2020. Mr. Bronicheski is also the Chair of the Audit Committee and a member of the Corporate Governance Committee.</p> <p>Mr. Bronicheski is a Corporate Director currently serving on the board of Badger Daylighting Ltd., a publicly traded Canadian corporation. Mr. Bronicheski previously held the position of Chief Financial Officer of Algonquin Power &amp; Utilities Corp. (successor corporation to Algonquin Power Income Fund) from 2007 to 2020 and Executive Vice President and Chief Financial Officer of Amtelecom Income Fund from 2003 to 2007. He also was Chief Financial Officer for a large public hospital in Ontario. Mr. Bronicheski holds a Bachelor of Arts in economics (cum laude), a Bachelor of Commerce degree and an MBA (University of Toronto, Rotman School of Management). He is also a Chartered Accountant and a Chartered Professional Accountant.</p>																								
<p><b>David Bronicheski</b> Ontario, Canada</p> <p>Director since: December 7, 2020</p> <p>Age: 62</p>																									
<table border="1"> <thead> <tr> <th style="text-align: left;">Board and Committee Membership</th> <th style="text-align: right;">2021 Meeting Attendance<sup>(1)</sup></th> </tr> </thead> <tbody> <tr> <td>Board</td> <td style="text-align: right;">15/15 (100%)</td> </tr> <tr> <td>Audit Committee</td> <td style="text-align: right;">5/5 (100%)</td> </tr> <tr> <td>Corporate Governance Committee</td> <td style="text-align: right;">1/1 (100%)</td> </tr> <tr> <td colspan="2"><b>Securities Held</b></td> </tr> <tr> <td>Common Shares</td> <td style="text-align: right;">45,500</td> </tr> <tr> <td>Options</td> <td style="text-align: right;">49,027</td> </tr> <tr> <td>DSUs</td> <td style="text-align: right;">2,062</td> </tr> <tr> <td>RSUs</td> <td style="text-align: right;">2,062</td> </tr> <tr> <td>Compliance with Share Ownership Guidelines</td> <td style="text-align: right;">Yes</td> </tr> <tr> <td colspan="2"><b>Other Public Company Board Membership During the Last Three Years</b></td> </tr> <tr> <td colspan="2">Badger Daylighting Ltd. – no interlock</td> </tr> </tbody> </table>		Board and Committee Membership	2021 Meeting Attendance <sup>(1)</sup>	Board	15/15 (100%)	Audit Committee	5/5 (100%)	Corporate Governance Committee	1/1 (100%)	<b>Securities Held</b>		Common Shares	45,500	Options	49,027	DSUs	2,062	RSUs	2,062	Compliance with Share Ownership Guidelines	Yes	<b>Other Public Company Board Membership During the Last Three Years</b>		Badger Daylighting Ltd. – no interlock	
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Badger Daylighting Ltd. – no interlock																									

(1) For the period from January – December 31, 2021

**Directors**

**History**



Ms. Clarke-Whistler joined the Board August 5, 2021. Ms. Clarke-Whistler is Chair of the Corporate Governance Committee and a member of the Compensation and Nominating Committee.

Ms. Clarke-Whistler is a corporate director and Principal consultant at ESG Global Advisors. Karen was formerly Chief Environment Officer, TD Bank Group and was responsible for developing and implementing a bank-wide ESG strategy. Ms. Clarke-Whistler is on the Board of Directors of Enerplus Corporation and possesses a B.Sc. in Biology from University of Toronto and an M.Sc. in Land Resource Science from the University of Guelph. She received the ICD.D from Rotman Business School in 2016.

**Karen Clarke-Whistler**  
Ontario, Canada

**Director since: August 5, 2021<sup>(2)</sup>**

**Age: 66**

Board and Committee Membership	2021 Meeting Attendance <sup>(1)</sup>
Board	3/15, 3/3 since date of appointment (100%)
Compensation and Nominating Committee	0/4, none since appointment date (N/A)
Corporate Governance Committee	0/1, none since appointment date (N/A)
Securities Held	
Common Shares	0
Options	0
DSUs	842
RSUs	842
Compliance with Share Ownership Guidelines	On track <sup>(2)</sup>
Other Public Company Board Membership During the Last Three Years	
Enerplus Corporation. – no interlock	

<sup>(1)</sup> For the year ended Dec 31, 2021, all directors except Ms. Clarke-Whistler were Board members during and prior to the IPO. Ms. Clarke-Whistler was appointed Aug 5, 2021, and prior to her tenure, Ms. Judy Cotte served as a Board member, Chair of the Corporate Governance Committee and a member of the Compensation and Nominating Committee. The committee meetings noted in the attendance records above were attended by Ms. Cotte prior to her resignation.

<sup>(2)</sup> Directors have five years from the date of appointment to meet the minimum Common Share ownership thresholds under the Share Ownership Guidelines. See "Share Ownership Guidelines".

**Directors****History**

**Anna El-Erian**  
British Columbia, Canada

**Director since: December 7, 2020**

**Age: 56**

Ms. El-Erian has been a Director since December 7, 2020. Ms. El-Erian is also the Chair of the Compensation and Nominating Committee and a member of the Audit Committee.

Ms. El-Erian is a corporate lawyer with over 20 years of experience in the global capital markets having spent much of her career in investment banking, private equity, and corporate management and restructuring. She is currently a Director of Gabriel Resources Ltd, Altius Minerals Corporation, Entrée Gold, Sabina Gold & Silver and the Fraser Institute. Ms. El-Erian graduated with a Bachelor of Arts and a post graduate degree in Bachelor of Laws from University of Witwatersrand in Johannesburg, South Africa.

<b>Board and Committee Membership</b>	<b>2021 Meeting Attendance<sup>(1)</sup></b>
Board	15/15 (100%)
Audit Committee	5/5 (100%)
Compensation and Nominating Committee	4/4 (100%)
<b>Securities Held</b>	
Common Shares	6,800
Outstanding Options	32,685
RSUs	2,062
DSUs	2,062
Compliance with Share Ownership Guidelines <sup>(2)</sup>	On track
<b>Other Public Company Board Membership During the Last Three Years</b>	
Altius Minerals Corporation – interlock with André Gaumond	
Eco Oro Minerals Corp. – no interlock	
Entrée Gold Inc. – no interlock	
Sabina Gold & Silver Corp. – no interlock	
Gabriel Resources Ltd. – no interlock	

<sup>(1)</sup> For the year ended Dec 31, 2021, all directors except Ms. Clarke-Whistler were Board members during and prior to the IPO. Ms. Clarke-Whistler was appointed Aug 5, 2021, and prior to her tenure, Ms. Judy Cotte served as a Board member, Chair of the Corporate Governance Committee and a member of the Compensation and Nominating Committee. The committee meetings noted in the attendance records above were attended by Ms. Cotte prior to her resignation.

<sup>(2)</sup> Directors have five years from the date of appointment to meet the minimum Common Share ownership thresholds under the Share Ownership Guidelines. See "Share Ownership Guidelines".

**Directors****History**

Mr. Gaumond has been a Director since December 7, 2020. Mr. Gaumond is also a member of the Corporate Governance Committee.

Mr. Gaumond was President, CEO and founder of Virginia Gold Mines from 1993 to 2006, which discovered the Éléonore deposit, and was later sold to Goldcorp Inc., and similarly CEO of successor company Virginia Mines Inc. from 2006 to 2014 that was acquired by Osisko Gold Royalties Ltd in 2014. Mr. Gaumond served on the board of Osisko Gold Royalties Ltd from 2016 to 2019. Mr. Gaumond is currently a director of Harfang Exploration Inc. and Altius Minerals Corporation and an advisor to Dore Copper Mining Inc. He is also on the board of the Fonds Restor- Action Nunavik (2007 to present) and the Restor - Action Cree Fund (2019 to present), two clean up initiatives that Mr. Gaumond initiated to rehabilitate abandoned exploration mining sites. Mr. Gaumond holds a Bachelor of Geological Engineering from Université Laval and a Master's degree in Geological Engineering from École Polytechnique.

**André Gaumond**

Quebec, Canada

Director since: December 7, 2020

Age: 60

<b>Board and Committee Membership</b>	<b>2021 Meeting Attendance<sup>(1)</sup></b>
Board	15/15 (100%)
Corporate Governance Committee	1/1 (100%)
<b>Securities Held</b>	
Common Shares	95,200
Outstanding Options	32,685
RSUs	2,062
DSUs	2,062
Compliance with Share Ownership Guidelines	Yes
<b>Other Public Company Board Membership During the Last Three Years</b>	
Altius Minerals Corporation – interlock with Anna El-Erian	
Harfang Exploration Inc. – no interlock	

<sup>(1)</sup> For the period from and after January 1, 2021 to March 31, 2021

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**Directors**

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**History**

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**Earl Ludlow**  
Newfoundland and Labrador, Canada

**Director since: February 6, 2019**

**Age: 65**

Mr. Ludlow has been a Director since February 6, 2019, and his term of office expires the date of the Meeting, and as such, the Company is seeking his reappointment. Mr. Ludlow is also the Chair of the Board and a member of the Audit and Compensation and Nominating Committees.

Mr. Ludlow retired at the end of 2017 as Executive Vice President, Eastern Canadian and Caribbean Operations and Operational Advisor to the President and Chief Executive Officer of Fortis Inc. His career with the Fortis Group spanned nearly 40 years and included executive roles at Fortis subsidiaries Maritime Electric, Newfoundland Power and Fortis Alberta and then CEO roles at subsidiaries Fortis Properties and Newfoundland Power. He has served on the boards of Canadian Electricity Association, Maritime Electric, Belize Electricity, Caribbean Utilities, Fortis Ontario, Fortis Turks and Caicos, and Newfoundland Power. Mr. Ludlow earned a Bachelor of Engineering (Electrical) in 1980 and a Masters of Business Administration from Memorial University, Newfoundland and Labrador in 1994. He is also a professional engineer.

<b>Board and Committee Membership</b>	<b>2021 Meeting Attendance<sup>(1)</sup></b>
Board	15/15 (100%)
Audit Committee	5/5 (100%)
Compensation and Nominating Committee	4/4 (100%)
<b>Securities Held</b>	
Common Shares	9,100
Outstanding Options	231,250
RSUs	2,062
DSUs	2,062
Compliance with Share Ownership Guidelines	On Track <sup>(2)</sup>
<b>Other Public Company Board Membership During the Last Three Years</b>	
N/A	

<sup>(1)</sup> For the period from and after January 1, 2021 to March 31, 2021.

<sup>(2)</sup> Directors have five years from the date of appointment to meet the minimum Common Share ownership thresholds under the Share Ownership Guidelines. See "Share Ownership Guidelines".

As at the date hereof, the Directors collectively hold Common Shares representing approximately 0.5% of the total issued and outstanding Common Shares. Officers and directors of ARR and its Joint Venture entity, Great Bay Renewables, LLC (“GBR”), hold Common Shares representing approximately 1.2% of the total issued and outstanding Common Shares.

### **Director Nominees’ Skills and Experience**

The Board and the Corporate Governance Committee believe that Directors should possess two types of qualifications: (i) general qualifications that all Directors must exhibit; and (ii) particular skills and experience that should be represented on the Board as a whole, but not necessarily by each Director.

The Corporate Governance Committee strives to maintain an engaged, independent Board with broad diverse experience and judgment that is committed to representing the long-term interests of its Shareholders and stakeholders. As such, to serve on the Board, all Directors must have extensive experience, meet expectations and have certain core competencies, which the Company believes they all do.

### **Director Profile Summary**

Should all five nominees profiled above be elected, the Board will include two female Directors (40% of the Board) and the average age of the Board will be 61.8 years old.

### **Advisory Vote on Executive Compensation “Say on Pay”**

Management of the Company is currently provided by Altius Minerals under a Management Services Agreement pursuant to which Altius Minerals has agreed to provide the Company with office space, management and administrative services, including the services of the CEO, CFO and Corporate Secretary of the Company (see the heading “*Management Services Agreement*” below). The Company does not have any information on how the fees under the Management Services Agreement are used by Altius Minerals or what fees, if any, the executives receive as compensation for their services. Additional details on compensation are described under the heading “Compensation of Executive Officers” beginning on page 23.

Despite this alternative compensation structure, we believe that Shareholders should have an opportunity to express their agreement with or disagreement with the approach to executive compensation through a vote on executive compensation as described in this Circular. This proposal, commonly known as a “say-on-pay” proposal, gives Shareholders the opportunity to express their views on the Company’s named executive officers’ compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company’s named executive officers and the philosophy, policies and practices described in this Circular. Accordingly, the Company is asking Shareholders to vote “FOR” the following resolution at the Meeting:

**“BE IT RESOLVED, that the compensation paid to the Company’s named executive officers, including the compensation tables and narrative discussion is hereby approved, as described in the Company’s Circular.”**

This say-on-pay vote is advisory, and therefore, is not binding on the Company, the Compensation Committee or the Board. The Board and the Compensation Committee value the opinions of the Shareholders, and to the extent there is any significant vote against named executive officers’ compensation as disclosed in this Circular, the Company, the Board and the Compensation Committee will consider the results of the vote in future compensation deliberations.

The approval, on an advisory, non-binding basis, of the Shareholder resolution regarding the compensation of the Company’s named executive officers as described in this Circular will be granted if passed by an affirmative vote of a simple majority of the votes cast, either in person or by proxy, at the Meeting on this matter. The Board recommends that the Shareholders vote “FOR” the resolution approving

the compensation of our named executive officers as disclosed in this Circular. Where no choice is so specified with respect to any resolution or in the absence of certain instructions, the proxies given pursuant to this solicitation will be voted “FOR” the resolution approving the compensation of our named executive officers as disclosed in this Circular.

### **Amendments to the Legacy Option Agreements**

On April 1, 2020, prior to the IPO, the Company granted an aggregate of 1,000,000 Options exercisable at a price of US\$4.00 per Common Share expiring March 31, 2025 (the “**Expiry Date**”) to certain directors and officers of GBR and Earl Ludlow, the Chair of the Company. Each Option grant is governed under the terms of an option agreement entered into between the optionee and the Company (a “**Legacy Option Agreement**”). The Options granted under each respective Legacy Option Agreement will terminate on the earlier of (i) the Expiry Date, (ii) the time at which the optionee is terminated for cause from the Company or its affiliates, (iii) 5:00 p.m. on the date that is 90 days after the optionee ceases to be a director, officer or employee of the Company or its affiliates for any reason other than for cause and (iv) 5:00 p.m. on the business day immediately preceding the date on which a change of control occurs.

At the Meeting, disinterested Shareholders will be asked to vote on a resolution to amend to the Legacy Option Agreements to allow for cashless exercise of the Options and certain amendments to the amending provision. The cashless exercise allows an Option holder to exercise an Option by surrendering such Option in consideration for the issuance of that number of Common Shares equal to the amount by which (i) the aggregate Market Value of the Common Shares issuable under such Option on the exercise date, exceeds (ii) the aggregate Option Price for such Option (the “**In-the-Money Amount**”). The Company will satisfy payment of the In-the-Money Amount by: (i) remitting to the relevant taxation authority the amount the Company is required to withhold and remit on account of taxes in connection with such surrender under applicable law (the “**Remittance Amount**”), and (ii) delivering to the Participant, at the sole discretion of the Company, either (a) cash in an amount equal to the amount by which the In-the-Money Amount exceeds the Remittance Amount, or (b) such number of Common Shares (rounded down to the nearest whole number) having a Market Value equal to the amount by which the In-the-Money Amount exceeds the Remittance Amount.

The proposed amendments will also provide for a more prescriptive amending provision. Such provision would allow the Board to amend the terms and conditions of Legacy Option Agreements, subject to applicable law and stock exchange rules that requires the approval of Shareholders or any regulatory body, provided that no such action may be taken that adversely alters or impairs the Option holder, except with the consent of such Option Holder.

Pursuant to the proposed amendment, subject to the above and any applicable stock exchange rules, the Board may from time to time, in its absolute discretion and without the approval of Shareholders, make amendments to the Legacy Option Agreement including but not limited to: (i) housekeeping amendments; (ii) amendments necessary to comply with applicable law or stock exchange rules; (iii) amendments regarding the administration of the Legacy Option Agreements; (iv) amendments necessary for the Options to qualify for more favourable tax treatment under applicable tax laws; (v) any modification to the expiry date of an Option that does not extend the expiry date beyond the original expiry date; and (viii) other amendments that do not expressly require shareholder approval under the Legacy Option Agreement.

However, the following amendments will not be able to be made without obtaining disinterested Shareholder approval: (i) any extension to the expiry date of an Option beyond the original expiry date; (ii) any reduction in the Option price for an Option except for adjustments permitted by the Legacy Option Agreements; or (iii) any amendment that would permit Awards to be transferable or assignable other than for normal estate settlement purposes.

No other amendments are being put forward for shareholder approval concerning the Legacy Option Agreements.

The Company is asking disinterested Shareholders to vote "FOR" the following resolution at the Meeting:

"BE IT RESOLVED, as an ordinary resolution of disinterested Shareholders, that:

1. The adoption of an amendment to the Legacy Option Agreements of the Company to allow for cashless exercise of outstanding options, as further described in the Circular, be and hereby is approved;
2. The adoption of a more prescriptive amending provision, as further described in the Circular, be and hereby is approved;
3. Any one more of the directors or officers of the Company be and is hereby authorized and directed to perform all such acts, deeds and things, execute or deliver all such documents and other writings, as may be required to give effect to the intent of the foregoing resolution.

The approval of the resolution to approve the amendment to the Legacy Option Agreements will be granted if passed by an affirmative vote of a simple majority of the votes cast, either in person or by proxy by disinterested Shareholders at the Meeting on this matter. For greater certainty, the Shares held by insiders of the Company and such insiders' associates and affiliates who also hold Options granted under a Legacy Option Agreement will be excluded from the vote on the resolution approving the amendments to the Legacy Options Agreements. There are three insiders (including associates and affiliates) who hold such Options, who collectively hold 141,600 Shares of the Company which will be excluded from the vote, representing less than 1% of the issued and outstanding Shares of the Company.

The Board recommends that the disinterested Shareholders vote "FOR" the resolution approving the amendments to the Legacy Option Agreements. Where no choice is so specified with respect to any resolution or in the absence of certain instructions, the proxies given pursuant to this solicitation will be voted "FOR" the resolution to approve the amendments to the Legacy Option Agreements as disclosed in this Circular.

### **Other Matters Which May Come Before the Meeting**

Management of the Company and the Directors know of no matters to come before the Meeting other than the matters referred to in the Notice. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

#### *Cease trade orders*

Other than as set out below, to the knowledge of the Company, no Director or executive officer of the Company, nor any promoter of the Company (nor any personal holding company of any of such Persons) is, as of the date of this circular, or was within ten 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 order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), and that was issued while the Director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an Order that was issued after the Director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that Person was acting in the capacity as director, chief executive officer or chief financial officer.

Brian Dalton also serves as a director of Newfoundland and Labrador Refining Corporation ("NLRC"). In response to a bankruptcy petition initiated by a contractor, NLRC sought and was granted creditor protection under the *Bankruptcy and Insolvency Act* on June 24, 2008. This protection enabled



NLRC, under the supervision of a trustee, to formulate a proposal for restructuring and to continue its efforts to attract financing and/or partners for the refinery project. No further proceedings have been taken by creditors to place NLRC into bankruptcy and NLRC is currently a dormant corporation.

### *Bankruptcies*

To the knowledge of the Company, no Director or executive officer of the Company, nor any promoter of the Company or its shareholder holding a sufficient number of securities of the Company, as applicable, to affect materially the control of the Company (nor any personal holding company of any of such Persons): (a) is, as at the date of this circular, or has been within the ten years before 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 (b) has, within the ten years before the date of this circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Director, executive officer or shareholder.

### *Penalties or sanctions*

To the knowledge of the Company, no Director or executive officer of the Company, nor any promoter of the Company or their respective shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company (nor any personal holding company of any of such Persons), 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) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Advance Notice By-Law**

The Company has adopted and shareholders have approved a by-law requiring advance notice for director nominations (the "**Advance Notice By-Law**"). Shareholders who wish to nominate candidates for election as directors must provide timely notice in writing to the Company at its principal offices at 2nd Floor, 38 Duffy Place, St. Johns, NL, A1B 4M5, Canada, attention: Corporate Secretary and include the information set forth in the Advance Notice By-Law.

The Advance Notice By-Law requires that notice be given not less than 30 days prior to the date of the relevant meeting; provided however that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement. In the case of a special meeting (which is not also an annual general meeting) called for the purpose of electing directors, notice must be given not later than the close of business on the 15<sup>th</sup> business day following the first public announcement of the date of the special meeting. These provisions may preclude Shareholders from making nominations for directors at an annual or special meeting of Shareholders. The Board may, in its sole discretion, waive any requirement of the Advance Notice By-Law. For the purposes of the Advance Notice By-Law "public announcement" means disclosure in a press release reported by a national news service in Canada, or in a document filed by the Company for public access under its profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## COMPENSATION OF EXECUTIVE OFFICERS

### Introduction

The following discussion describes the significant elements of our executive compensation program with particular emphasis on the process for determining compensation payable to the chief executive officer of our Company (the “**Chief Executive Officer**”) and the chief financial officer of our Company (the “**Chief Financial Officer**”).

Our 2021 NEOs were:

- Brian Dalton, Chief Executive Officer; and
- Ben Lewis, Chief Financial Officer.

The NEOs provide services to the Company under the Altius Minerals Services Agreement which is defined under the heading “*Management Services Agreement*” below. See also “*Voting Shares and Principal Holders Thereof*” for information on the relationships between Altius Minerals and ARR.

The compensation of executive officers is governed by the terms of the Altius Minerals Services Agreement. As a result, the Company has not adopted a formal compensation philosophy at the present time, and no formal objectives or benchmarking have been established to date....In the event that the Company retains executive officers who will provide services outside of the Altius Minerals Services Agreement, the Company expects to adopt a formal compensation philosophy, objectives and benchmarking criteria at that time.

### Determination of Compensation

The Company does not currently directly compensate any executive officers. The services of executive employees are currently compensated under the Altius Minerals Services Agreement. See the heading “*Management Services Agreement*” below. In the event that the Company retains senior management employees not covered under the scope of or in replacement of the Altius Minerals Services Agreement, the Compensation and Nominating Committee will be responsible for assisting our Board in discharging its oversight responsibilities relating to the attraction, compensation, evaluation and retention of key senior management employees. The Compensation and Nominating Committee is also responsible for assisting the Board in discharging oversight responsibilities relating to the attraction, compensation, evaluation of directors. The focus of the committee is to ensure that the Board has the skills and expertise needed to enable the Company to achieve its goals and strategies at fair and competitive compensation.

In 2021, the Company, at the direction of the Compensation and Nominating Committee, retained the Compensation Governance Partners (“**CGP**”) to complete a review of director compensation. GCP evaluated director compensation at ARR, including committee and chair fees, against a peer group of publicly-traded companies in the utilities sector that had been selected for benchmarking solely for the purpose of evaluating director compensation. The companies included in the benchmark review were: Caribbean Utilities Company Ltd., Global Water Resources Inc., Polaris Infrastructure Inc., Atlantic Power Corporation, H2O Innovation Inc., Etrion Corporation, Maxim Power Corp., Spark Power Group Inc., Greenbriar Capital Corp., RE Royalties Ltd., Jade Power Trust and Oceanic Wind Energy Inc. These companies were selected as they each operate in the utilities space, have a market capitalization equal to or up to 2x the size of ARR’s current market capitalization and are traded on either the TSX or the TSX Venture Exchange. CGP concluded that ARR’s total director compensation for the chair and independent directors is somewhat below market but that the additional retainers for ARR’s committee chairs and members are positioned slightly above market, bringing total compensation to around market. The Compensation and Nominating Committee will continue to review the appropriateness of director compensation, including the elements included in director compensation with reference to the work of CGP over the coming year.

Our Board has adopted a written charter for the Compensation and Nominating Committee setting out its responsibilities for administering our compensation programs and reviewing and making recommendations to our Board concerning the level and nature of the compensation payable to Directors and the officers of the Company.

The current members of the Compensation and Nominating Committee are Anna El-Erian, Karen Clarke-Whistler and Earl Ludlow, all of whom are independent Directors. A summary of their relevant experience can be found in “*Statement of Corporate Governance Practices – Compensation and Nominating Committee*” described below.

### **Legacy Option Agreements**

On April 1, 2020, the Company granted an aggregate of 1,000,000 Options exercisable at a price of US\$4.00 per Common Share expiring March 31, 2025 to certain directors and officers of GBR and Earl Ludlow, the Chair of the Company, representing 3.77% of the issued and outstanding Common Shares of the Company as of December 31, 2021. Each Option grant is governed under the terms of a Legacy Option Agreement and will terminate on the earlier of (i) the Expiry Date, (ii) the time at which the optionee is terminated for cause from the Company or its affiliates, (iii) 5:00 p.m. on the date that is 90 days after the optionee ceases to be a director, officer or employee of the Company or its affiliates for any reason other than for cause and (iv) 5:00 p.m. on the business day immediately preceding the date on which a change of control occurs. The Options issued under the Legacy Option Agreements are non-transferable.

The Corporation’s annual burn rate under the Legacy Option Agreements was 0% for the year ending December 31, 2021. For this purpose, the burn rate is calculated by dividing the total number of Awards granted during the applicable fiscal year divided by the weighted average number of Common Shares outstanding for the applicable fiscal year. The burn rate is subject to change, from time to time, based on the number of Incentives granted and the total number of Common Shares issued and outstanding.

### **Long-Term Incentive Plan**

#### *Administration and Eligibility*

Under the LTIP, the Board may, from time to time, grant Options, deferred share units (“**DSUs**”) and restricted share units (“**RSUs**”, and collectively with Options and DSUs, the “**Awards**” and each, an “**Award**”) to the directors, officers and employees of the Company and certain of its affiliates, as applicable, as may be designated by the Board, from time to time, in its sole discretion (collectively, “**Eligible Persons**”), in accordance with the terms and provisions governing each such Award.

In particular, RSUs may be granted to any Eligible Person, as designated by the Board in a resolution (the “**RSU Participants**”), upon the terms and conditions set forth in an RSU grant agreement. DSUs may be granted to directors (the “**Director DSU Participants**”) and to other Eligible Persons who are not directors of the Company and who have purchased Common Shares in the market within a prescribed period of time (the “**Non-Director DSU Participants**”, and together with the Director DSU Participants, the “**DSU Participants**”), upon the terms and conditions set forth in a DSU grant agreement. Options may be granted to Eligible Persons (the “**Option Participants**”). DSU Participants, RSU Participants and Option Participants, are collectively referred to herein as the “Participants”.

The LTIP is administered by the Board however the Board may, in its discretion, delegate its administrative powers under the LTIP to the Compensation and Nominating Committee of the Board. The Board is responsible for, among other things, (i) granting Options to Option Participants, RSUs to RSU Participants, and DSUs to DSU Participants, (ii) determining the terms and vesting of such grants, and (iii) interpreting the LTIP and all agreements entered into thereunder.

#### *Shares Subject to the LTIP and Participant Limits*

The maximum number of Common Shares issuable under the LTIP and pursuant to any other security based compensation arrangement of the Company cannot exceed 7.5% of the issued and outstanding Common Shares from time to time on a non-diluted basis (being an aggregate of 1,988,541 Common Shares as of December 31, 2021). As of December 31, 2021, there were 18,190 Common Shares subject to Awards under the LTIP and 114,397 Options outstanding under the LTIP (representing 0.07% and 0.43% of the outstanding Common Shares respectively and together representing 0.5% of the Common Shares, all as of December 31, 2021), leaving 855,954 Common Shares available for issuance under the LTIP (representing 3.23% of the Common Shares as of December 31, 2021) when the 1,000,000 Options outstanding under the Legacy Option Agreements are taken into account.

Common Shares that are subject to any grants of Awards (or portions thereof) that have vested and been settled, or have expired or been canceled, will automatically become available for new grants under the LTIP. In addition, the number of Common Shares subject to any Award (or portions thereof) that the Company settles in cash (in lieu of settlement in Common Shares) will automatically become available for new grants under the LTIP.

The number of Common Shares that may be (i) issued to insiders of the Company within any one-year period, or (ii) issuable to insiders of the Company at any time, in each case, under the LTIP and any other security-based compensation arrangement of the Company, cannot exceed 10% of the Company's issued and outstanding Common Shares from time to time (calculated on a non-diluted basis). Further, the aggregate number of Common Shares issuable to all non-employee directors of the Company shall not exceed 1% of the Company's issued and outstanding Common Shares from time to time (calculated on a non-diluted basis), and the total annual grant to any one non-employee director cannot exceed a grant value of C\$100,000 of Options and C\$150,000 in total equity, excluding any one-time initial equity grant upon a director joining the Board.

### *Options*

The LTIP provides that the exercise price for Options will be determined by the Board at the time of each such grant, which may not be less than the fair market value of a Common Share (being the volume weighted average trading price of all Common Shares traded on the Toronto Stock Exchange ("**TSX**") for the five trading days immediately preceding the relevant date ("**Market Value**") on the date the Option is granted. Options will vest in accordance with the vesting schedule established by the Board on the grant date. No fractional Common Shares will be issued upon the exercise of any Option granted under the LTIP.

Options must be exercised within a period fixed by the Board that may not exceed 10 years from the date of grant, provided that if the expiry date falls during or within nine business days immediately following a blackout period or other trading restriction imposed by the Company, the expiry date will be automatically extended until 10 business days after the end of such blackout period or trading restriction. The LTIP also provides for earlier expiration of the Options upon the occurrence of certain events, including: (i) the termination of a Participant's employment for cause; (ii) the resignation, retirement or termination of a Participant's employment other than for cause; and (iii) the death or disability of a Participant, in each case, as further described below.

A Participant may, instead of exercising an Option for cash, elect to exercise an Option in consideration for the issuance of that number of Common Shares equal to the amount by which (i) the aggregate Market Value of the Common Shares issuable under such Option on the exercise date, exceeds (ii) the aggregate exercise price for such Option (the "**In-the-Money Amount**"). The Company will satisfy payment of the In-the-Money Amount by: (i) remitting to the relevant taxation authority the amount the Company is required to withhold and remit on account of taxes in connection with such surrender under applicable law (the "**Remittance Amount**"); and (ii) delivering to the Participant, at the sole discretion of the Company, either (a) cash in an amount equal to the amount by which the In-the-Money Amount exceeds the Remittance Amount, or (b) such number of Common Shares (rounded down to the nearest whole number) having a Market Value equal to the amount by which the In-the-Money Amount exceeds the Remittance Amount.

No fractional Common Shares will be issued to a Participant. If the number of Common Shares to be issued to the Participant would otherwise include a fractional Common Share, the Company will, within 10 business days after the applicable exercise date, pay a cash amount in lawful money of Canada to such Participant equal to: (i) the fractional Common Share otherwise issuable on the exercise date, multiplied by (ii) the Market Value of a Common Share, provided that the Company will not be required to make any payment that is less than C\$10.00.

Exercise of the Options (whether by way of cashless exercise or otherwise) may be subject to applicable withholding taxes.

As noted below, following the initial grant of options to the Directors in connection with the initial public offering, the Company has determined that it will not issue any further options to Directors and future incentive security compensation will be paid in DSUs or RSUs.

### *RSUs and DSUs*

Each RSU and DSU represents a right to acquire a Common Share, or a cash payment equal to the Market Value thereof, or a combination thereof, with the RSUs and DSUs subject to different vesting schedules. Pursuant to the LTIP, the number of RSUs or DSUs (including fractional RSUs or DSUs) granted at any particular time is calculated by dividing (i) the dollar amount of such grant by (ii) the Market Value of a Common Share on the grant date. The terms and conditions of grants of RSUs or DSUs, including, as applicable, the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to such Awards, will be set out in the Participant's grant agreement.

With respect to RSUs, unless otherwise approved by the Board and except as otherwise provided in an RSU Participant's grant agreement or any other provision of the LTIP, RSUs will vest as to one-third on June 30 in each on the first, second and third calendar years following the year in which the date of grant of such RSUs occurred, and will be settled on the vesting date provided that if such date falls during, or within nine business days immediately following a blackout period or other trading restriction imposed by the Company, the vesting date will be automatically extended until 10 business days after the end of such blackout period or trading restriction. Vested RSUs will be settled at the Company's election through delivery of: (i) in the case of settlement for Common Shares, a share certificate to the RSU Participant representing the relevant number of Common Shares issued from treasury (net of any applicable withholding taxes); or (ii) in the case of settlement for their cash equivalent, a cheque to the RSU Participant representing the cash equivalent (based on the market value of the Common Shares on the settlement date, net of any applicable withholding taxes); or (iii) in the case of settlement for a combination of Common Shares and the cash equivalent, a combination of (i) and (ii) above.

DSUs granted to Directors vest on the last day of the Company's fiscal year in which they are granted. In the event a DSU Participant's termination from participation in the LTIP falls before the last day of such fiscal year, one-twelfth of the DSUs granted for such fiscal year will vest for each completed month in that fiscal year prior to the date of termination, and all remaining unvested DSUs will be forfeited. DSUs granted to Non-Director DSU Participants will vest to the extent of one-third on the first, second and third anniversaries following the calendar year in which the applicable grant date falls, provided that the Non-Director DSU Participant continues to be employed by the Company and at all times following the grant date beneficially owns, directly or indirectly, and controls at least the same number of Common Shares as he or she beneficially owns, directly or indirectly, and controlled on the applicable grant date. On the date of a Non-Director DSU Participant's termination from participation in the LTIP, all remaining unvested DSUs will be forfeited. Vested DSUs will be settled on the first business day which falls 30 days following the DSU Participant's termination date, at the election of the Company, through delivery of: (i) in the case of settlement for Common Shares, a share certificate to the DSU Participant, a dependent or relation of the DSU Participant or the DSU Participant's duly authorized legal representative, as the case may be, representing Common Shares issued from treasury (net of any applicable withholding taxes); or (ii) in the case of settlement for their cash equivalent, a cheque to the DSU Participant, a dependent or relation of the DSU Participant or the DSU Participant's duly authorized legal representative, as the case may be, representing the cash equivalent (based on the market value if the Common Shares on the termination

date, net of any applicable withholding taxes); or (iii) in the case of settlement for a combination of Common Shares and the cash equivalent, a combination of (i) and (ii) above; provided that if such date falls during, or within nine business days immediately following a blackout period or other trading restriction imposed by the Company, the vesting date will be automatically extended until 10 business days after the end of such blackout period or trading restriction.

#### *Dividend Equivalents for RSUs and DSUs*

If a dividend becomes payable on the Common Shares, then on the payment date for such dividend, each RSU Participant's or DSU Participant's account shall, unless otherwise determined by the Board, be credited with additional DSUs or RSUs (including fractional DSUs or RSUs), as applicable. The calculation for additional RSUs or DSUs, as applicable, will be determined by dividing: (i) the amount determined by multiplying (a) the number of RSUs or DSUs, as applicable, in such Participant's account (whether vested or unvested) on the record date for the payment of such dividend by (b) the dividend paid per Common Share, by (ii) the closing price of a Common Share on the applicable dividend payment date for such dividend. Any such additional RSUs or DSUs (including fractional RSUs or DSUs), as applicable, if credited, shall vest on the same basis as the underlying RSUs or DSUs. Dividend equivalents do not apply to Options.

#### *Compensation Clawback Policy*

All Awards granted under the LTIP to executive officers of the Company shall be subject to the Company's Executive Compensation Clawback Policy (the "**Clawback Policy**"). Subject to the policy, all current and former (within the last two years) executive officers of the Company compensated through the Company's short-term and long-term incentive plans, including the LTIP are subject to a clawback of their incentive compensation (including by way of reimbursement or cancellation) if the Board (or a committee delegated by the Board) determines that the Company's financial statements are required to be restated for reasons other than changes in accounting policy, rules or interpretations. Reasons for restatement that could trigger a clawback include material error, gross negligence, fraud, willful blindness, or intentional or egregious misconduct of such executive officer, and if the value of the incentive compensation paid to the executive officer would have been lower under the restated financials.

#### *Termination*

If an RSU Participant is terminated for cause or resigns without good reason, any unvested RSUs shall expire on the date of termination. If an RSU Participant retires, is terminated other than for cause or resigns with good reason any unvested RSUs which will vest as of the termination date will be subject to pro ration over the applicable vesting period. If an RSU Participant ceases to be an Eligible Person as a result of such RSU Participant's death or disability, any unvested RSUs shall vest on the termination date.

If a Non-Director DSU Participant is terminated for cause or resigns without good reason, any unvested DSUs shall expire on the date of termination. If a Non-Director DSU Participant retires, is terminated without cause or resigns with good reason, or as a result of such Non-Director DSU Participant's death or disability, any unvested DSUs shall, at the discretion of the Board, either (i) vest and be settled on any date on or after the termination date or (ii) continue to vest and be settled in accordance with the grant agreement relating to such DSUs. For greater certainty, unless otherwise determined by the Board, the above termination provisions for DSU Participants shall only apply to Non-Director DSU Participants.

In each case subject to the terms of an Option Participant's employment agreement or Option agreement, and except as otherwise determined by the Board: (i) if an Option Participant is terminated for cause, all unexercised Options, whether vested or unvested, granted to such Option Participant shall terminate on the Option Participant's termination date; (ii) if an Option Participant resigns, retires or is terminated without cause, unless the Board determines otherwise, (a) all vested Options shall terminate on the earlier of 90 days after the applicable termination date, and the expiry date of such Options, and (b) all unvested Options granted to such Option Participant shall terminate on the effective date of such resignation, retirement or termination, as applicable; and (iii) if the Option Participant dies or is disabled,

unless the Board determines otherwise, all vested Options shall terminate on the earlier of (a) in respect of a death, twelve months after the effective date of such death, and the expiry date of such Options, and in respect of a disability, six months after the effective date of such disability, and the expiry date of such Options, and all unvested Options granted to such Option Participant shall terminate on the effective date of such death or disability.

#### *Assignability and Transferability*

In no event may the rights or interests of a Participant under the LTIP be assigned, encumbered, pledged, transferred or alienated in any way, except to the extent that certain rights may pass to a beneficiary or legal representative upon death of a Participant, by will or by the laws of succession and distribution. Except as otherwise provided in the LTIP, the Awards are not transferable, and may only be exercised by the Participant to whom the Awards were granted, upon the Participant's death, by the legal representative of the Participant's estate, or upon the Participant's incapacity, by the legal representative having authority to deal with the property of the Participant.

#### *Change of Control*

In the event of a change of control of the Company, all unvested Awards then outstanding will, as applicable, be substituted by or replaced with awards of the surviving corporation (or any affiliate thereof) or the potential successor (or any affiliate thereto), on the same economic terms and conditions as the original Awards, subject to appropriate adjustments that do not diminish the value of the original Awards. In the event of a potential change of control of the Company, the Board has the authority to modify the terms of the LTIP and/or the Awards to assist Participants in tendering to a take-over bid or other transaction leading to a change of control of the Company.

#### *Adjustments*

In the event of any merger, amalgamation, arrangement, rights offering, subdivision, consolidation, spinoff or reclassification of the Common Shares, or other relevant change in the capitalization of the Company, or stock dividend, stock split or other distribution (excluding dividends or distributions which may be paid in cash or in Common Shares at the option of the shareholder), or combination or exchange of the Common Shares for other securities or property or any other change in the Common Shares, subject to any required stock exchange or securities regulatory authority approvals, the Board will make appropriate adjustments, if any, as it deems appropriate to reflect such change with respect to the number or kind of securities reserved for issuance pursuant to the LTIP, the number or kind of securities subject to unexercised Awards previously granted and the exercise price of outstanding Options, in order to preserve the value of the Awards.

#### *Amendment or Discontinuance*

The Board may suspend or terminate the LTIP, or amend the terms and conditions of the LTIP, or any Award granted under the LTIP or any grant agreement relating thereto, subject to applicable law and stock exchange rules that requires the approval of shareholders or any regulatory body, provided that no such action may be taken that adversely alters or impairs any Award previously granted under the LTIP or any grant agreement relating thereto, except with the consent of such affected Participant(s) or as permitted by the Company's Clawback Policy.

Subject to the above and any applicable stock exchange rules, the Board may from time to time, in its absolute discretion and without the approval of shareholders, make the following amendments to the LTIP or to any Award outstanding thereunder: (i) housekeeping amendments; (ii) amendments to the vesting provisions of any Award; (iii) amendments to the effect of the termination provisions; (iv) amendments (including to grant agreements) necessary to comply with applicable law or stock exchange rules; (v) amendments regarding the administration of the LTIP; (vi) amendments necessary for the Awards to qualify for more favourable tax treatment under applicable tax laws; (vii) any modification to the expiry

date of an Award that does not extend the expiry date beyond the original expiry date; and (viii) other amendments that do not expressly require shareholder approval under the LTIP.

However, the following amendments will not be able to be made without obtaining shareholder approval:

- any increase to the maximum number of Common Shares that may be issuable from treasury under the LTIP pursuant to Awards granted under the LTIP;
- any extension to the expiry date of an Award beyond the original expiry date, except in case of an extension due to a blackout period;
- any amendment to remove or exceed the participation limits;
- any reduction in the Option price for an Option or exercise price of a DSU or RSU or cancellation and reissue of Awards except for adjustments permitted by the LTIP as described above under “Adjustments”;
- any amendment to the types of amendments that require Board approval (without shareholder approval) or that expressly require shareholder approval;
- any expansion to the definition of Eligible Persons; and
- any amendment that would permit Awards to be transferable or assignable other than for normal estate settlement purposes.

### **Burn Rate**

The Corporation’s annual burn rate under the LTIP was 0.67% for the year ending December 31, 2021. There has been only one year of burn rate history, as the IPO took place in 2021. For this purpose, the burn rate is calculated by dividing the total number of Awards granted during the applicable fiscal year divided by the weighted average number of Common Shares outstanding for the applicable fiscal year. The burn rate is subject to change, from time to time, based on the number of Incentives granted and the total number of Common Shares issued and outstanding.

### **Securities Authorized for Issuance Under Equity Compensation Plans**

#### *Equity Compensation Plan Information*

The following is a summary of the securities authorized for issuance under the equity compensation plans of the Company as of the date of this Circular. Note in the tables below and throughout, currency is identified as C\$ or US\$ as the Company’s reporting currency is US\$ but trading is on the TSX in C\$. Where



foreign exchange translation rates are used for conversion purposes, the rate is as of December 31, 2021 and is identified in footnotes to the tables:

<b>Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)<sup>(1)</sup></b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<sup>(2)</sup></b>
Equity compensation plans approved by Shareholders	1,132,577	C\$5.54	855,964
Equity compensation plans not approved by Shareholders	--	--	--
<b>Total</b>	<b>1,132,577</b>	<b>C\$5.54</b>	<b>855,964</b>

<sup>(1)</sup> Exercise price of Options issued under the Company's legacy option agreements and LTIP.

<sup>(2)</sup> Up to 7.5% of the Common Shares issued and outstanding from time to time on a non-diluted basis may be issued pursuant to Awards under the LTIP and pursuant to any other security based compensation arrangement of the Company, including the Company's legacy option agreements. See "Compensation of Executive Officers – Legacy Option Agreements" and "Compensation of Executive Officers – Long-Term Incentive Plan" for further information.

## Incentive Plan Awards

The following table sets forth the outstanding share-based and option-based awards for the NEOs as of the date of this Circular:

Name	Option-based Awards					Share-based Awards		
	Award Date	Number of Common Shares underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Brian Dalton Chief Executive Officer	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ben Lewis, Chief Financial Officer	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

The following is a summary of the incentive plan awards that were vested or earned as of the date of this Circular:

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 (\$)
Brian Dalton, Chief Executive Officer	--	--	--
Ben Lewis, Chief Financial Officer	--	--	--

## Management Services Agreement

ARR and Altius Minerals entered into a services agreement dated January 15, 2021 (the “**Altius Minerals Services Agreement**”) pursuant to which Altius Minerals will provide office space, management, and administrative services, including the services of the NEOs and Corporate Secretary to ARR for a monthly fee of C\$50,000 plus applicable taxes beginning on February 1, 2021. The monthly fee was calculated on a cost recovery basis. Following the initial review, the fees will be subject to a yearly review by the independent Directors of ARR. Altius Minerals is also entitled to be reimbursed for reasonable out-of-pocket costs it incurs directly for ARR. Either ARR or Altius Minerals may terminate the Altius Minerals Services Agreement on 60 days’ written notice to the other and in other prescribed circumstances, including in certain events of insolvency and if there is a violation of the confidentiality and non-use obligations set forth in the agreement. The Altius Minerals Services Agreement also contains a non-disclosure provision in favour of ARR.

The Company does not currently have any information on how the fees under the Altius Minerals Services Agreement will be used by Altius Minerals or whether any of the NEOs will be receiving any or all of these funds for any services provided under the agreement. Accordingly, as of the date of this Circular it is not possible to include any information on compensation expected to be earned by NEOs for 2022. The

NEOs of ARR are currently not subject to any separate employment or consultation agreements and there are no severance arrangements in place for the NEOs which would be payable by ARR.

### COMPENSATION OF DIRECTORS

In consideration for serving on our Board, each Director that is “independent” within the meaning of “independence” set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) will be compensated as indicated in the table below. Directors who are not “independent” by virtue of being an employee and/or executive officer of our Company or otherwise are not entitled to receive any remuneration for their services in acting as Directors.

Type of Fee		Amount (C\$)
Director Annual Retainer .....	Chair	\$60,000/year
	Board Member	\$40,000/year
Committee Retainer.....	Audit Committee Chair	\$15,000/year
	Audit Committee Member	\$7,500/year
	Compensation and Nominating Committee Chair	\$12,000/year
	Compensation and Nominating Committee Member	\$6,000/year
	Corporate Governance Committee Chair	\$12,000/year
	Corporate Governance Committee Member	\$6,000/year
Meeting Fees.....	Board/Committee Meeting	Nil

The following table provides a summary of the cash compensation expected to be paid, accrued or otherwise expensed by ARR with respect to 2021 for each of the Directors:

Name	Salary, Consulting Fee, Retainer or Commission <sup>(1)</sup> (C\$)	Bonus (C\$)	Committee or Meeting Fee (C\$)	Value of Perquisites (C\$)	All other compensation (C\$)	Total (C\$)
David Bronicheski	40,000	-	21,000	-	-	61,000
Karen Clarke - Whistler <sup>(1)</sup>	16,200	-	7,300	-	-	23,500
Judy Cotte <sup>(1)</sup>	23,900	-	10,800	-	18,400	53,100
Anna El-Erian	40,000	-	19,500	-	-	59,500
André Gaumond	40,000	-	6,000	-	-	46,000
Earl Ludlow	60,000	-	13,500	-	-	73,500

(1) Represents annual Director retainer fees

(2) Judy Cotte resigned on August 5, 2022 and was replaced by Karen Clarke – Whistler. The amount shown under “All other compensation” for Judy Cotte represents cash settlement of share based compensation that accrued to her during her tenure.

## Incentive Plan Awards

The following tables sets forth the outstanding share-based and option-based awards for the Directors as of December 31, 2021:

Name	Option-Based Awards (includes stock options and SARs)			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)
David Bronichescki	49,027	8.66	1/13/2026	-
Karen Clarke - Whistler	-	-	-	-
Anna El-Erian	32,685	8.66	1/13/2026	-
Andre Gaumond	32,685	8.66	1/13/2026	-
Earl Ludlow	231,250	4.00	3/31/2025	1,076,600 <sup>(1)</sup>

The table above includes options granted to Earl Ludlow at an option exercise price of US\$4.00 and options granted to other directors at an exercise price of C\$11.00, shown as US\$8.66 equivalent based on the exchange rate of \$0.7876 US:Cdn at December 31, 2021. Only the option grant held by Earl Ludlow was in-the-money at Dec 31, 2021.

Name	Share-Based Awards (includes DSUs and RSUs)		
	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards not Paid out or Distributed (\$)
David Bronichescki	2,406	21,154	15,105
Karen Clarke - Whistler	982	8,634	6,172
Anna El-Erian	2,406	21,154	15,105
Andre Gaumond	2,406	21,154	15,105
Earl Ludlow	2,406	21,154	15,105

Values in the table above for DSUs and RSUs are in US\$.

The Company determined that as a private corporation without positive cash flow a one-time grant of options to Directors was appropriate compensation for the considerable efforts and strategic direction provided by the Directors to the Company prior to the date of this Circular. The Directors of the Company have determined that as a public corporation, future Director compensation will be paid in a combination of cash retainers along with RSUs and/or DSUs. The Company has determined that it will not issue any further options to Directors.

The following is a summary of the incentive plan awards that were vested or earned as of the year ended December 31, 2021:

	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 (\$)
David Bronichescki	-	17,029	-
Karen Clarke - Whistler	-	6,953	-
Anna El-Erian	-	17,029	-
Andre Gaumond	-	17,029	-
Earl Ludlow	-	17,029	-

Values in the table above are in US\$.

The Directors will also review management compensation at regular intervals thereafter, in order to ensure that internal and external fairness and competitiveness exists in the compensation of all management and director compensation, including incentive-compensation plans and equity-based plans.

### Indemnification and Insurance

The Company has acquired and maintains liability insurance for its Directors and officers. The total coverage limit is retention of C\$500,000 per claim and C\$25 million in the annual aggregate.

The Company has also entered into indemnification agreements with its Directors and officers. The indemnification agreements require that the Company indemnify and hold the indemnitees harmless to the greatest extent permitted by law for liabilities arising out of the indemnitees' service to the Company as directors and officers, provided that the indemnitees acted honestly and in good faith with a view to the best interests of the Company and, with respect to criminal or administrative actions or proceedings that are enforced by monetary penalty, if the indemnitee had reasonable grounds to believe that his or her conduct was lawful. The indemnification agreements also provide for the advancement of defence expenses to the indemnitees by the Company.

### Share Ownership Guidelines

Each director is required to maintain minimum holdings of Shares (including RSUs and DSUs) with a value equal to not less than 3 times their annual retainer compensation (including Chair and/or committee membership retainers). Directors are required to achieve the share ownership guidelines within five years of joining the Board. These requirements are intended to enhance alignment of director and shareholder interests. Downward fluctuations in the market price of Shares may result in previously compliant directors no longer satisfying the share ownership guidelines. Director shareholding compliance is reviewed annually. Under the Share Ownership Guidelines, two of the current five Board members have met their minimum holdings targets already, with the other three directors having until 2026 to meet the minimum holdings.

For such time as the CEO and CFO are retained under the Altius Minerals Services Agreement, they will not be subject to the Share Ownership Guidelines as they are subject to a similar policy at the Altius Minerals level and do not receive any salary for their respective roles with the Company. In the event that executive officers are retained by the Company outside of the Altius Minerals Services Agreement, those executive officers will be subject to minimum holdings of Shares (including RSUs and DSUs) under the Share Ownership Guidelines to be set by the Board in connection with their appointment.

Name	Equity Ownership December 31, 2021		Equity Ownership December 31, 2020		Net Changes in Equity Ownership		Value at December 31, 2021	Additional Investment Required
	Common shares	DSUs & RSUs	Common shares	DSUs & RSUs	Common shares	DSUs & RSUs		
Anna El-Erian	6,800	4,124	-	-	6,800	4,124	\$ 120,055	\$ 58,445
Andre Gaumond	95,200	4,124	-	-	95,200	4,124	\$ 1,091,571	\$ -
David Bronicheski	45,500	4,124	-	-	45,500	4,124	\$ 545,368	\$ -
Karen Clarke-Whistler	-	1,684	-	-	-	1,684	\$ 18,507	\$ 51,993
Earl Ludlow	9,100	4,124	-	-	9,100	4,124	\$ 145,332	\$ 75,168

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

We consider strong and transparent corporate governance practices to be an important factor in the overall success of the Company and we are committed to adopting and adhering to the highest standards in corporate governance.

The Company's corporate governance practices are in compliance with applicable Canadian securities law requirements including NI 58-101 and National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201"). NP 58-201 provides guidance on governance practices for Canadian issuers, while NI 58-101 requires issuers to make the prescribed disclosure regarding their governance practices.

Our Board has approved the disclosure of ARR's corporate governance practices described below, on the recommendation of the Governance Committee.

ARR also complies with Multilateral Instrument 52-110 – *Audit Committees* (the “**CSA Audit Committee Rules**”). The CSA Audit Committee Rules include requirements regarding audit committee composition and responsibilities, as well as reporting obligations with respect to audit related matters. For certain information with respect to the Audit Committee, including its charter and composition and the relevant education and experience of its members, please refer to the section entitled “*Audit Committee Disclosure*” in the Company's annual information form dated March 3, 2022, copies of which are available on SEDAR at [www.sedar.com](http://www.sedar.com) and provided free of charge to Shareholders upon request to the Company.

The Board has adopted charters, position descriptions and corporate governance policies and practices that are intended to meet or exceed the independence and other governance standards and guidelines set out in NP 58-201. The corporate governance policies and principles address various topics, including:

- nomination of directors;
- responsibilities and duties of the Board, and Board assessments;
- composition of the Board, including criteria for remaining a Director and Director independence;
- compensation of the Board;
- composition and responsibilities of the Audit Committee;
- composition and responsibilities of the Corporate Governance Committee;
- composition and responsibilities of the Compensation and Nominating Committee;
- relationship of the Board to management;
- Director orientation and continuing education; and
- business conduct and ethics, including conflicts of interests, confidentiality, compliance with laws, and reporting of illegal or unethical behaviour.

## **Board of Directors**

The Board is responsible for developing our approach to corporate governance issues and is committed to ensuring that a healthy governance culture exists at the Company. The Directors will periodically review the size, composition and compensation of the Board, the effectiveness of the Board and its individual members, and appropriate committee structures, mandates, composition, membership and effectiveness (see “*Assessments*” below). Our Board believes that given its size and structure, it is able to facilitate independent judgment in carrying out its responsibilities. To enhance such independent judgment, our Directors may meet in the absence of senior executive officers (see “*Meetings Independent from Management*” below).

The Board is currently composed of five members. All Board members are independent according to the definition of “**independence**” set out in NI 58-101 as it applies to the Board. Anna El-Erian and André Gaumont, the Altius Minerals nominees, are also independent directors of Altius Minerals. A Director is independent if he or she has no direct or indirect material relationship with the Company or its parent or subsidiaries.

See “*Particulars of Matters to be Acted Upon at the Meeting – Election of Directors*” for information on Directors who currently sit on the board of directors of an issuer other than the Company.

Meetings of the Board are currently chaired by Earl Ludlow, who is an independent Director. The Chair is responsible for (i) providing leadership, managing and organizing the Board to enhance the effectiveness and performance of the Board, (ii) creating a cooperative atmosphere among the Directors, (iii) acting as chair of the meetings of the Board, including establishing procedures to govern the Board's work to ensure the Board can conduct its work effectively and efficiently, (iv) acting as a liaison between the Board and management through the Chief Executive Officer, (v) promoting the provision of information to the Directors on a timely basis to keep the Directors apprised of matters which are material to them, and (vi) chairing meetings of Shareholders.

The Company has taken steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management of the Company and Altius Minerals. The Chair of the Board must be independent and the role of the Chair of the Board is to effectively manage and to provide leadership to the Board and to ensure that the policies and procedures adopted by the Board allow the Board to function independently of management and Altius Minerals. In the event of a conflict of interest among ARR and Altius Minerals, the Directors may meet without the Altius Minerals nominee Directors present.

See "*Particulars of Matters to be Acted Upon at the Meeting – Election of Directors*" for the attendance record of each Director at Board, Audit Committee, Compensation and Nominating Committee and Corporate Governance Committee (collectively, the "**Committees**") meetings since the beginning of the fiscal year ended December 31, 2020.

### **Meetings Independent from Management**

The Directors meet on a periodic basis as required or desirable. At each regularly scheduled or special Board meeting, as well as at each regularly scheduled or special committee meeting, the Directors may hold *in camera* sessions, in the absence of executive officers of the Company. Such private sessions may also be called at any time. The Chair (or, if the Chair is not present, then another Director chosen by the Directors) presides over such private sessions. In 2021, the Board held a total of 15 meetings, each of which had an agenda item providing for an *in camera* session.

Each of the Audit Committee, the Compensation and Nominating Committee and the Corporate Governance Committee of the Board are composed entirely of independent Directors or directors who qualify for an exemption from the independence requirements under National Instrument 52-110 – *Audit Committees* by virtue of solely being non-independent as a result of sitting on the board of the Company's parent company, Altius Minerals and, as with the Board meetings, each Committee meeting has an agenda, which specifically provides for an *in camera* session. The Audit Committee holds *in camera* sessions with only the external auditors present, and sessions with management present to discuss the performance of the external auditors. In 2021, five Audit Committee meetings were held, four Compensation and Nominating Committee meetings were held and one Corporate Governance Committee meeting was held.

### **Board Charter**

The Board and management of the Company are committed to maintaining a high standard of corporate accountability. The primary responsibility of the Board is to maximize returns to shareholders of the Company consistent with the Board's fiduciary responsibility to the Company. The Board has absolute and exclusive power, control and authority over the property and affairs of the Company. The Directors retain certain responsibilities which are described in the Board charter, a copy of which is attached as Annex I to this Circular.

### **Executive Succession Planning**

The Company considers executive succession planning to be a fundamental part of the sound management of the Company. The Corporate Governance Committee and the Board will be involved in the succession planning process. The Company anticipates this will involve reviewing the depth and diversity

of succession pools for the Chief Executive Officer, other senior executives and other key leadership roles, including contingency plans in case there is an unexpected turn of events, including the termination of the Altius Minerals Services Agreement. The Corporate Governance Committee reviews, reports on and, where appropriate, provides recommendations to the Board on succession planning.

### **Position Descriptions**

The Board has developed and approved a written description for the Chair of the Board.

### **Orientation and Continuing Education**

The orientation and continuing education of the Directors is the responsibility of the Board. The details of the orientation of new Directors is tailored to their needs and areas of expertise and includes the delivery of written materials and participation in meetings with management and the Board. The focus of the orientation program is on providing new Directors with (i) information about the duties and obligations of Directors, (ii) information about the Company's business and operations, (iii) information about the expectations of Directors (including, in particular, expectations of time and energy), (iv) opportunities to meet with management of the Company, and (v) access to documents from recent meetings of the Board.

The Directors have all been chosen for their specific level of knowledge and expertise. All Directors have been provided with materials relating to their duties, roles and responsibilities. In addition, the Directors will be kept informed as to matters impacting, or which may impact, the Company's operations through reports and presentations by internal and external presenters at meetings of the Board and during periodic strategy sessions held by the Board. Where permitted by a facility developer or owner, Directors may periodically take part in site visits to facility locations in the field to observe for themselves the operations.

The Corporate Governance Committee will regularly solicit input from Directors and members of management with respect to key education priorities for the Board and considers appropriate continuing education for the Directors, which may include presentations from management and presentations from industry experts.

### **Ethical Business Conduct**

The Company has adopted a written code of conduct and ethics (the "**Code of Conduct**") that encourages and promotes a culture of ethical business conduct. The Code of Conduct applies to the Directors, officers and employees of the Company as well as the directors, officer and employees of GBR, the operating entity of the Company's joint venture with certain funds managed by Apollo Global Management. The Code of Conduct addresses conflicts of interest; the protection and proper use of the Company's assets and opportunities; the confidentiality of information; fair dealing with various Company stakeholders; compliance with laws, rules and regulations; and the reporting of illegal or unethical behaviour.

The Company has also adopted a corporate disclosure, confidentiality and insider trading policy which establishes policies and procedures to (i) permit the disclosure of information about the Company to the public in an informative, timely and broadly disseminated manner in accordance with all applicable legal and regulatory requirements; (ii) ensure the proper safeguarding of non-publicly disclosed confidential information, including material information, and (iii) protects the Company and those to whom the policy applies by preventing improper trading, and the appearance of improper trading, in securities of the Company. The Code of Conduct applies to the Directors, officers and employees of the Company as well as the directors, officer and employees of GBR.



## **Whistleblower Policy**

The Canadian Securities Administrators recommend that reporting issuers have a whistleblower policy that provides procedures for the handling of complaints regarding accounting, internal control and auditing matters, and confidential, anonymous submissions by employees of the issuer regarding concerns about questionable accounting or auditing matters.

The Company has adopted a whistleblower policy to allow for the handling of such concerns and complaints. Employees (including GBR employees) directors and contractors are able to make complaints online or by phone, with the complainant electing to pursue his or her complaint anonymously or directly. All complaints are passed on by the third-party service to the Chair of the Audit Committee. There have been no complaints received since implementation of the whistleblower policy.

## **Conflicts of Interest**

Certain of the Directors and executive officers of the Company are engaged in, and may continue to be engaged in, other activities in the industries in which the Company operates from time to time. Certain Directors are nominees of Altius Minerals and also serve on its board of directors (as disclosed in the director candidate table under *interlocks*) and all of the executive officers are also executive officers of Altius Minerals. The *Business Corporations Act (Alberta)* (“**ABCA**”) provides that in the event that an officer or director is a party to, or is a director or an officer of, or has a material interest in any person who is a party to, a material contract or material transaction or proposed material contract or proposed material transaction, such officer or director shall disclose the nature and extent of his or her interest and shall refrain from voting to approve such contract or transaction, unless otherwise provided under the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA. In the event of a conflict of interest among ARR and Altius Minerals, the Directors may meet without the Altius Minerals nominee Directors present. See “*Board of Directors*” and “*Meetings Independent from Management*”.

## **Nomination of Directors**

Altius Minerals is entitled to nominate up to two of the Directors of the Company for so long as the percentage of outstanding Common Shares beneficially owned directly or indirectly by Altius Minerals and its affiliates is not less than 40% of the issued and outstanding Common Shares. If the percentage of outstanding Common Shares beneficially owned directly or indirectly by Altius Minerals and its affiliates is less than 40% but greater than or equal to 10%, Altius Minerals shall be entitled to nominate one Director of the Company. The Altius Minerals appointees to the Board may be directors, officers or employees of Altius Minerals or its affiliates.

Director nominees are otherwise recommended to the Board by the Compensation and Nominating Committee in accordance with its charter and the Diversity Policy (as defined herein) and elected by the Shareholders at every annual general meeting of the Company.

All of the members of the Compensation and Nominating Committee are independent according to the definition of “independence” set out in NI 58-101.

The powers and responsibilities of the Compensation and Nominating Committee are set out in the Compensation and Nominating Committee’s written charter, a copy of which is available on the Company’s website at <https://www.arr.energy/>.

## **Environmental, Social and Governance (ESG) Responsibility**

The Board has overall responsibility for stewardship of the Company, which includes risk oversight and management. The Board exercises its risk oversight relating to environmental, social and governance matters through the Corporate Governance Committee.

ARR's business model is based on the significant opportunities presented by the need for the world to address climate change and the transition to a lower carbon economy. ARR provides royalty financing for renewable power developers, originators, and projects. Our long term strategy is to gain exposure to the revenue underlying renewable energy operations by acquiring and maintaining a portfolio of diversified renewable energy royalties, including acquiring royalties and other interests directly from project originators, operators, and third-party holders of existing royalties. We believe that we are one of the first to provide royalty financing at scale in the renewables sector, which will help to catalyze the sector's growth and accelerate the transition to clean energy.

The Corporate Governance Committee and ARR Board have worked with GBR to develop an ESG Investment Policy that recognizes that while renewable power projects play an important role in addressing the climate crisis, they may also have ESG risks and/or opportunities that must be considered. However, since ARR does not control its investee companies or participate in the management of them, ARR's ability to influence their ESG policies and practices is necessarily more limited than, for example, a traditional private equity investor or renewable power producer. ARR focuses on determining which ESG factors are financially material for a potential investment during our due diligence. When assessing financial materiality, the assessment includes ESG factors that might impact a company's financial condition, operational performance, business model, reputation, or social license to operate to such an extent that they could impact the company's operations and/or the ability to pay a royalty to ARR once a development stage asset is sold to an operator counterparty.

The Corporate Governance Committee is responsible for considering and reviewing with management ESG issues and their related disclosure, including to investors and broader stakeholders. The full ESG Policy is available on ARR's website at [arr.energy](http://arr.energy).

## **Risk Management Oversight**

The Board, in conjunction with management, is responsible for identifying the principal risks of the Company's business (including ESG risks) and overseeing management's implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. The principal mechanisms through which the Board reviews risks are: (i) regular updates from management regarding the risks and opportunities identified by management and the risk management processes and systems in place to manage and mitigate risks; (ii) the execution of the duties of Audit Committee, in respect of financial and related risk management, and the Compensation and Nominating Committee, in respect of risks associated with compensation policies and practices, which have been delegated responsibilities with regard to the Board's oversight over the Company's risk management policies, processes and systems; and (iii) through the strategic planning process. The Corporate Governance Committee also reports to the Board regarding ESG risks.

With respect to information and cyber security risk, the Audit Committee has primary responsibility for reviewing the Company's processes for identifying and managing data, cyber and other information technology risks and processes for development of data security programs and practices.

## **Compensation and Nominating Committee**

The Board, through the Compensation and Nominating Committee, determines fees and compensation for the Directors of the Company.

The Compensation and Nominating Committee shall be responsible for, among other duties:

- reviewing and making recommendations to the Board with respect to ARR’s compensation policies and practices;
- reviewing and approving compensation of the Board members and Committee chairs, including the determination of the number of equity-based incentive awards to be granted;
- identifying and recommending individuals qualified to become members of the Board;
- overseeing and approving awards under the LTIP;
- reviewing and approving corporate and individual performance goals for senior executive officers; and
- assessing the achievement of corporate and individual performance goals by senior executive officers.

The mandate of the Committee grants it sole authority to retain and terminate legal or other advisors to the Committee, including compensation consultants, as well as sole authority to approve the advisor’s fees and other retention terms. The Compensation Committee’s mandate also requires the Committee to evaluate the functioning of the Committee on an annual basis.

We believe our Compensation and Nominating Committee members have the knowledge and experience required to perform their duties effectively and make compensation decisions in the best interests of the Company and its shareholders. The table below lists the current members of the Compensation and Nominating Committee as well as their relevant executive compensation experience:

Committee Member	Relevant Executive Compensation Experience
Anna El-Erian	Capital markets and legal background, as well as experience as a Compensation Committee member at Sabina Gold and Silver
Karen Clarke-Whistler	Senior executive at management consultancy directly involved in compensation planning of Principal consultants. Member of HR and Compensation Committee at Enerplus
Earl Ludlow	Former executive management at Fortis Inc., one of the leading gas and electricity utilities, and directly involved in setting salaries and incentive compensation for Fortis subsidiaries

### Corporate Governance Committee

The purpose of the Corporate Governance Committee is to assist the Board in developing, monitoring and evaluating its governance policies and procedures, including its oversight of the Company’s approach to environmental and social factors, as discussed above under “*Environmental, Social and Governance (ESG) Responsibility.*” Responsibility for monitoring and assessing the effectiveness of the Board, its committees and directors has been delegated by the Board to the Corporate Governance Committee. Each member of the Corporate Governance Committee meets the independence standards derived from the corporate governance guidelines established by NI 58-101 and we believe our Corporate Governance Committee members have the knowledge and experience required to perform their duties effectively and make compensation decisions in the best interests of the Company and its shareholders.

The Corporate Governance Committee shall be constituted to assist the Board in developing the Company’s approach to governance by:

- regularly updating and overseeing the Company’s corporate governance policies and making policy recommendations aimed at enhancing Board effectiveness;

- annually reviewing the Board and its directors in terms of their composition, structure, and size as well as effectiveness, knowledge and contribution to the governing of the Company;
- annually reviewing each director to determine whether he/she remains independent as that term is defined in NI 58-101;
- ensuring Board members participate in appropriate continuing education programs;
- overseeing the succession planning for the Company's CEO and other senior executive officers; and
- bi-annually reviewing the Board charter, all Committee charters and terms of reference as to their applicability.

Committee Member	Corporate Governance Experience
Karen Clarke-Whistler	As a Principal consultant at ESG Global Advisors provides advisory services related to Governance. Former Chief Environment Officer to TD Bank Group, where she had responsibility for developing and executing a bank-wide ESG strategy. Member of Corporate Governance Committee at Enerplus Corp.
David Bronicheski	Served as Chief Financial Officer of Algonquin Power & Utilities Corp. (successor corporation to Algonquin Power Income Fund) from 2007 to 2020, and served on other Boards.
André Gaumond	Served as President and CEO of Virginia Gold Mines from 1993 to 2006 and successor company Virginia Mines Inc. from 2006 to 2014 along with multiple Board positions.

### Audit Committee

Each of the members of the Audit Committee possess: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting.

The Board has adopted a written Audit Committee Charter, setting forth the purpose, composition, authority and responsibility of the Audit Committee, consistent with the CSA Audit Committee Rules. The Audit Committee will assist the Board in fulfilling its oversight of:

- the Company's financial statements, financial reporting, risk management, and audit processes;
- the Company's systems of internal accounting and financial controls;
- the annual independent audit of the Company's financial statements;
- legal and regulatory compliance;
- reviewing any related party transactions; and

- public disclosure items such as quarterly press releases, investor relations materials and other public reporting requirements.

The Audit Committee is also responsible for establishing and maintaining satisfactory procedures for the receipt, retention and treatment of complaints and for the confidential, anonymous submission by employees of the Company regarding any questionable accounting or auditing matters.

<b>Committee Member</b>	<b>Relevant Audit Experience</b>
David Bronicheski	Served as the chief financial officer of Algonquin Power & Utilities Corp. from 2007 to 2020 and is currently a member of the audit committee of Badger Daylighting Ltd.
Anna El-Erian	Capital markets and legal background, as well as experience as a former Audit Committee member at Altius Minerals Corporation and current Audit Committee Chair at Entrée Resources Ltd.
Earl Ludlow	Former executive management at Fortis Inc., one of the leading gas and electricity utilities, and directly involved in regulatory and audit review at the Fortis Inc. subsidiary level, and member of multiple subsidiary and non-profit audit committees

### **Other Board Committees**

Other than the Audit Committee, the Compensation and Nominating Committee and the Corporate Governance Committee, the Board does not have any other committees in place.

### **Assessments**

The Corporate Governance Committee expects to review and assess the adequacy of the Committee charters on a periodic basis and recommend any proposed changes to the Board for approval.

It is expected that each Board member will complete an annual corporate governance review to assist in assessing the effectiveness of the Board and its committees. The questionnaire will address Board and committee structure and composition, Board leadership, Board oversight of strategic planning, risk management, operational performance and Board processes and effectiveness and will ask Directors not only to comment on the Board's current structure and practices but also to propose improvements.

### **Term Limits**

Given the recent appointment of the members of the Board, the Board has not yet established any mandatory age for the retirement of directors and there are currently no term limits nor any other mechanisms in place that operate to compel board turnover. However, the importance of board renewal and a balanced representation in terms of Director tenure and age is recognized and to that end, the Company believes that Board refreshment is best implemented through an ongoing program of individual Director evaluations, with growing emphasis on achieving Board diversity. See the section "*Diversity and Inclusion*" below. The Company believes that Directors should be assessed based on their ability to continue to make a meaningful contribution. It is expected that the annual performance review of Directors will assess the strengths and weaknesses of Directors and, in the Company's view, together with annual elections by the Shareholders, is a meaningful way to evaluate the performance of Directors and to make determinations about whether a Director should be removed due to under-performance.

No Director has served on our Board for more than three years and all but one of the five individuals standing for election as a Director at the Meeting will have joined the Board within the last year.

## **Diversity and Inclusion**

The Company has adopted an Anti-Discrimination, Diversity and Inclusion Policy (the “**Diversity Policy**”) which confirms the Company’s commitment to achieving and maintaining a diverse Board and management. The Company recognizes and embraces the benefits of having a diverse Board that may draw on a variety of perspectives, skills, experience, and expertise to facilitate effective decision making. The Company also views diversity at the Board level as an important element of strong corporate governance.

The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role that women with appropriate and relevant skills and experience can play in contributing to the diversity of perspective on the Board. The Company believes other aspects of diversity must also be considered, including race, ethnicity, geographical and cultural background, skills, experience, education, and age, in order to ensure that the Board, as a whole, reflects a range of viewpoints, background, skills, experience and expertise.

In identifying potential candidates, the Board generally identifies, evaluates and recommends candidates with the goal of creating a Board that, as a whole, consists of diverse individuals with various and relevant career experience, industry knowledge and experience, and financial and other specialized expertise. Candidates will be recommended for appointment or election as directors based on merit considered against objective criteria, having due regard for the benefits of diversity.

The Company’s Diversity Policy aspires to attain and maintain Board composition in which at least 30% of the independent directors are women. Currently, of the five member Board, there are two women (40%).

The Company recognizes that diversity is important for management and throughout the Company. As of the date of this Circular, no women occupy executive officer positions within the Company. The Diversity Policy does not set numeric targets for management, given that the executive officer roles are currently provided by way of the Altius Minerals Services Agreement. However, the Board views diversity as an area of focus, and will endeavour to push for an increase to diversity in any discussions with management or GBR, if and when hiring opportunities arise.

The Corporate Governance Committee reviews the Diversity Policy regularly, which includes an assessment of the effectiveness of the Diversity Policy in promoting a diverse Board. The Corporate Governance Committee will discuss any revisions that may be required to the policy and will recommend any such revisions to the Board for approval.

## **Shareholder Communication and Engagement**

### *Overview*

The Board understands the importance of constructive communication and engagement with Shareholders as part of its oversight and direction of the Company. The Company and the Board believe that by engaging with a broad range of stakeholders through open dialogue, both formally and informally, the Company gains a better understanding of key topics and matters of importance to its Shareholder base.

### *Investor Relations*

The Corporate Secretary, CEO and CFO of the Company engage with its Shareholders on an ongoing basis and in a variety of ways, often involving GBR CEO Frank Getman. The Company communicates with Shareholders and other stakeholders through various channels, including news releases and other continuous disclosure documents, the Company website, virtual meetings and conferences and in-person meetings and conferences.

## *Board Engagement with Shareholders*

Members of the Board may also meet with the Company's Shareholders, shareholder organizations and governance groups. Directors will liaise and meet with Shareholders and other stakeholders upon request, where appropriate. In 2021, for example, we convened a meeting with a Board member to discuss shareholder perceptions of the corporate structure and related accounting and disclosure.

The Board also encourages Shareholder participation at the Meeting as it provides a valuable opportunity to discuss the Company's activities and general business, financial situation, corporate governance and other important matters.

The Board recognizes that engagement with Shareholders is a constantly evolving practice, and it will periodically review its actions in this area to ensure that they are effective and suit the stakeholders.

Shareholders are encouraged to contact the Board Chair directly with respect to governance and compensation-related matters in writing by way of email to the Corporate Secretary, at [flora@arr.energy](mailto:flora@arr.energy).

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former Directors, proposed nominees for election as a Director, executive officers or employees of the Company or any of its subsidiaries, or any associate or affiliate of any such person, is as of the date hereof, or has been since January 1, 2020, indebted to the Company.

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

To the knowledge of the Directors, no Director or executive officer of the Company at any time since the beginning of the Company's last completed financial year, no proposed nominee for election as a Director nor any associate of any such Director, executive officer or nominee, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of Directors.

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

Except as set out herein, no informed person (as such term is defined under securities laws) of the Company, proposed Director of the Company or any associate or affiliate of any informed person or proposed Director has or had a material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. See "*Voting Shares and Principal Holders Thereof*".

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found by visiting the Company's website at: <https://www.arr.energy/>. In addition, more information, including additional financial information which is provided in the MD&A and Financials, can be found on SEDAR by visiting [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company to request a copy of the MD&A and Financials. Any such request should be directed to the Corporate Secretary of the Company at:

Altius Renewable Royalties Corp.  
P.O. Box 8263, Station "A"  
St. John's, NL. A1B 3N4, Canada

Telephone: 416-346-9020  
Email: [flora@arr.energy](mailto:flora@arr.energy)

**DIRECTORS' APPROVAL**

The contents of this Circular and the delivery thereof to the applicable Shareholders, the Directors and the auditors of the Company has been approved by the Board.

**DATED** the 24th day of April, 2022.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*(signed) Earl Ludlow*

Earl Ludlow  
Chair of the Board of Directors



## ANNEX I

### BOARD OF DIRECTORS CHARTER

#### ALTIUS RENEWABLE ROYALTIES CORP.

##### I. INTRODUCTION

1. The Board of Directors (the “**Board**”) and management of Altius Renewable Royalties Corp. (the “**Corporation**”) are committed to maintaining a high standard of corporate accountability.
2. The Board has responsibility for the overall stewardship of the Corporation and discharges such responsibility by reviewing, discussing and approving the Corporation’s strategic planning and organizational structure in the context of future expected growth and financing, as the Corporation is a holding corporation for its subsidiary, Great Bay Renewables, LLC.

##### II. DEFINITIONS

1. “**Management**” refers to the Officers and the other members of the senior management team of the Corporation as may be determined from time-to-time by the CEO and communicated to the Board.
2. “**Officers**” refer to those employees or consultants who are appointed as officers by the Board.

##### III. DUTIES AND RESPONSIBILITIES

###### 1. General Responsibilities

- a. Supervise the management of the business and affairs of the Corporation;
- b. Exercise, as appropriate, the powers vested in and exercisable by the Board pursuant to applicable laws and regulations;
- c. Without limiting the generality of the foregoing, undertake the duties and responsibilities, which are described below that may be discharged either directly or indirectly through one or more Committees of the Board;
- d. Rely on the information, advice and recommendations provided to it by Management in fulfilling its duties and responsibilities, but to exercise independent and thoughtful judgment; and
- e. Adopt and periodically review policies and procedures designed to ensure that the Corporation and its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Corporation’s business ethically and with honesty and integrity

###### 2. Strategic Planning.

- a. Approve strategic goals and objectives for the Corporation and in so doing review trends and opportunities for the Corporation’s business and the strengths and weaknesses of same;
- b. Review the risks associated with the Corporation’s business;

- c. Consider and approve Management's strategic plans and initiatives; and
- d. Ensure congruence among shareholder expectations, Corporation plans and Management performance.

### **3. Review of Operations and Capitalization**

- a. Monitor the implementation and maintenance by Management of appropriate systems, policies, procedures and controls to Management and the risks associated with the Corporation's businesses and operations;
- b. Approve significant acquisitions and dispositions, financings and other capital market transactions, capital management decisions, and other significant business and investment decisions and transactions;
- c. Ensure that legal requirements, documents and records have been properly prepared, approved and maintained; and
- d. Review and monitor those operational issues, including those of a regulatory nature, which in the view of Management or the Board may have a potential material impact on the Corporation's ongoing business, affairs and/or reputation.

### **4. Disclosure and Communication Policies**

- a. Approve policies with respect to the accurate, timely and full public disclosure of material information while maintaining confidentiality where necessary and permitted and, where appropriate, review specific disclosure comments;
- b. Approve appropriate communication policies respecting the communication of information to and from the Corporation's stakeholders and regulators; and
- c. Ensure that any director who responds to a shareholder or other interested party responds in a manner consistent with corporate policy and consults with members of the Corporation's Corporate Governance Committee if necessary.

### **5. Financial Control**

- a. Monitor the integrity of the Corporation's financial reporting systems and the effectiveness of the Corporation's internal controls and management information systems;
- b. Oversee the establishment and maintenance by Management of appropriate internal and external audit and financial control systems;
- c. Review reports provided by Management on material deficiencies in, or material changes to, internal controls;
- d. Review and approve the Corporation's annual and interim financial statements and management discussion and analysis, unless the Audit Committee and the Board deem it unnecessary in the case of the interim financial statements; the Corporation's Annual Information Forms, and other public disclosure documents containing financial information; and
- e. Oversee compliance with applicable audit, accounting and reporting requirements.

### **6. Risk Management**

- a. Work with representatives of Great Bay and AIOF II Vanir Aggregator, L.P. to ensure that appropriate procedures are in place to identify and manage the principal risks associated with the Corporation's business and operations ("**Risks**") as well as the tolerance for those Risks.
- b. Monitor the implementation and maintenance by management of appropriate policies, procedures and controls to manage Risks.

## **7. Corporate Governance**

- a. Oversee the development of the Corporation's approach to corporate governance, including the development and approval of corporate governance policies, principles and guidelines;
- b. Support Management in maintaining a culture of integrity throughout the Corporation by adopting both a Code of Conduct for Directors, Officers and Employees (the "**Code**") and a Policy on Corporate Disclosure, Confidentiality and Insider Trading to promote integrity and deter wrongdoing and that address, among other things:
  - i. Conflicts of interest (including procedures to identify and resolve conflicts and potential conflicts);
  - ii. Protection and proper use of corporate assets and opportunities;
  - iii. Confidentiality and use of confidential information;
  - iv. Accounting complaints;
  - v. Fair dealing with the Corporation's security holders, customers, suppliers, competitors and employees;
  - vi. Compliance with applicable laws, rules and regulations and the reporting of illegal or unethical behavior; and
  - vii. Requiring the Corporate Governance Committee to monitor compliance with the Code;
- c. Support Management in maintaining a culture of environmental and social responsibility by ensuring that each new investment is viewed through an environmental and social lens so as to minimize risks to both the Corporation and the region in which it invests.

## **8. Senior Management and Board Leadership**

- a. Review and approve the Terms of Reference for the CEO, the Chair, and other officers as recommended by the Corporate Governance Committee;
- b. Review and approve the appointment of the CEO and the Chair and their performance relative to corporate goals and objectives. As applicable, compensation will be reviewed and approved by the Compensation and Nominating Committee.
- c. Review and approve the succession planning processes of the Corporation with respect to senior management as recommended by the Corporate Governance Committee;
- d. Ensure that all directors have open access to the Corporation's senior management for relevant information;

- e. Allow management discretion over expenses in the ordinary course of business; and
- f. Approve all decisions involving unbudgeted material operating, financing and investment expenditures in excess of \$5,000,000.

## **9. Board Organization and Membership**

### **a. Board Mandate**

Approve terms of reference for the Board as recommended by the Corporate Governance Committee.

### **b. Chair of the Board**

Approve a position description for the Chair of the Board as recommended by the Corporate Governance Committee.

### **c. Board Committees**

- i. Establish an Audit Committee, a Corporate Governance Committee and a Compensation and Nominating Committee and any other Committees as it deems advisable to assist in discharging its duties under this Charter;
- ii. Review and approve Committee Charters as recommended by the Corporate Governance Committee and otherwise delegate to these Committees such duties and responsibilities as may be permitted by law and as it deems necessary or advisable. The Board will, however, retain its oversight function and ultimate responsibility for such matters and associated delegated responsibilities;
- iii. Ensure that a majority of members of the Corporate Governance and Compensation and Nominating Committees and all members of the Audit Committee are composed of “independent” directors in accordance with applicable law and that all members of the Audit Committee shall be “financially literate”; and
- iv. Ensure that the responsibilities of each Committee as laid out in their individual Charters are adhered to notwithstanding the fact that the Board is ultimately responsible for matters assigned to each Committee for its determination and understanding that the role of the Committee is to review and make recommendations to the Board with respect to the approval of matters considered by the Committee.

### **d. Board Size and Independence**

- i. Determine its size as defined by limits defined by the Corporation’s articles;
- ii. Ensure the Board is of sufficient size and is sufficiently diverse to provide a diversity of expertise and opinions and allow for effective committee organization, yet small enough to enable efficient meetings and decision making while maximizing full Board attendance; and
- iii. Ensure the Board consists of sufficient “independent” directors to provide independent input to each of the Committees and to the Board, and is notified through the Corporate Governance Committee of any change in circumstances that may affect any director’s “independence”.

e. Retirement and Term Limits

No retirement age requirement or term limits exist for directors. However, value to the Board occurs if some turnover takes place that allows for new ideas, skills or diversity. Therefore, the Corporate Governance Committee is mandated to periodically review and recommend changes to the composition of the Board.

f. Criteria and Selection of New Board Members

- i. Mandate the Compensation and Nominating Committee to review annually the competencies, skills and personal qualities needed to best serve the interests of the Corporation;
- ii. Mandate the Compensation and Nominating Committee to recruit and consider candidates for director when the appropriate competitive, skills, personal qualities or diversity are deemed lacking; and
- iii. Recommend to the shareholders candidates for election to the Board.

g. Director Orientation and Education

- i. Provide a comprehensive orientation to new Board members on the nature and operation of the business and affairs of the Corporation and as to the role and responsibilities of the Board, the Board Committees and of each director; and
- ii. Encourage all Directors to participate in education opportunities that will enhance their ability to fulfill their role and mandate as directors.

10. Director Responsibilities and Performance

a. Director Responsibilities

- i. Use individual skills and experience to provide oversight to the business of the Corporation;
- ii. Act honestly and in good faith with a view to the best interests of the Corporation;
- iii. Exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances;
- iv. Participate in all Board and Committee meetings in person or by conference call if attendance in person is not possible and, if attendance is not possible, notify the Chair of the Board, the Chair of the Committee or the Corporate Secretary;
- v. Review and be familiar with Board and Committee materials that have been provided for review prior to a meeting and advise the Board or Committee Chair of matters which they believe should be added to a meeting agenda; and
- vi. Obtain a "second opinion" or delegate a non-management advisor to assist on matters before the Board if needed and at the expense of the Corporation with authorization from the Board as a whole.

b. Assessment of Board and Committee Performance

- i. Ensure that the Corporate Governance Committee is responsible for making an annual assessment of the overall performance and effectiveness of the Board and

each Committee; and

- ii. Ensure that each Committee reports on such assessments to the Board with the objective of ensuring continued Board effectiveness in the execution of its responsibilities and to contribute to a process of continuing improvement.

c. Board Compensation

- i. Ensure that directors receive reasonable compensation for their services as may be determined from time to time by the Board; and
- ii. Ensure that directors are reimbursed for expenses incurred on Corporation business or in attending Board or Committee meetings.

d. Board Meetings and Materials

i. Meeting Agendas

The Chair and the CEO, in consultation with the Corporate Secretary, shall develop the agenda for each Board meeting.

ii. Meeting Materials

Meeting materials shall be provided to Directors before each Board meeting in sufficient time to ensure adequate opportunity exists for review, understanding that under certain circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written materials in advance.

iii. Non-Directors at Board Meetings

The Board will allow certain members of Management, when appropriate, to attend each Board meeting to provide information and opinion to assist the Directors in their deliberations. Attendance by Management shall be determined by the CEO with the concurrence of the Chair. Management attendees shall be excluded for any agenda items that are reserved for discussion among directors only.

iv. Independent Director Meetings

The independent Directors may meet without senior executives of the Company or any non-independent Directors, as required.

#### IV. OPERATION OF THE BOARD OF DIRECTORS

In connection with the discharge of its duties and responsibilities, the Board shall observe the following procedures:

##### 1. Meetings

The Board shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities. The Board may meet at any place within or outside of Canada.

##### 2. Advisors

The Board may, at the Corporation's expense, engage such outside advisors as it determines necessary or advisable to permit the carrying out of its duties and responsibilities.

### **3. Quorum**

A quorum at any meeting of the Board shall be 50% of the Board plus one.

### **4. Secretary**

The Chair (or, in the absence of the Chair, the acting Chair) of the Board shall appoint a person to act as secretary of meetings of the Board.

### **5. Notice of Meetings**

A meeting of the Board may be called by the Chair of the Board or by such other Directors as may from time to time be authorized by the Chair of the Board, or by a majority of the Directors, on not less than 24 hours' notice to the members of the Board specifying the place, date and time of the meeting. Meetings may be held at any time without notice if all members of the Board waive notice. If a meeting of the Board is called by anyone other than the Chair, the person(s) calling such a meeting shall so advise the Chair.

### **6. Board Meeting Following Annual Meeting**

As soon as practicable after each annual meeting of shareholders, a meeting shall be held without notice of such of the newly elected Directors as are then present, provided that they constitute a quorum, at which meeting the Directors may appoint officers, may appoint the Chair of the Board, may appoint members to and the Chair of each Board Committee, and may transact such other business as comes before the meeting.

## **V. REVIEW**

The Corporate Governance Committee, with input by the Chair of the Board, will review these terms of reference at least every two years or, where circumstance warrants, at such shorter interval as is necessary, to determine if further additions, deletions or amendments are required and make a recommendation to the Board as to their approval.

## **VI. HISTORY**

These Terms of Reference were initially adopted by the Board on February 4, 2021.

