

# HARTE GOLD CORP.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**Meeting**") of shareholders ("**Shareholders**") of Harte Gold Corp. (the "**Corporation**" or "**Harte**") will be held at the offices of WeirFoulds LLP, Mason Room, 66 Wellington Street West, Suite 4100, Toronto Dominion Centre, PO Box 35 Toronto, ON, M5K 1B7 on Thursday, June 21, 2018 at 10:30 a.m. (Toronto time) for the following purposes:

1. to receive the report of the directors and the financial statements of the Corporation for the fiscal year ended December 31, 2017 together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint auditors for the ensuing year and, upon the advice and recommendation of the audit committee of the board of directors, to authorize the directors to fix their remuneration;
4. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters to be put before the Meeting as identified above are set forth in the management information circular (the "**Information Circular**") of the Corporation dated May 8, 2018. Please review the Information Circular carefully and in full prior to completing and returning the enclosed proxy or voting instruction form, as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, and National Instrument 51-102 – *Continuous Disclosure Obligations* (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 reduce the volume of materials that must be physically mailed to Shareholders by allowing the Corporation to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Information Circular. The Corporation will not use the procedure known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

The Information Circular, the Corporation's audited financial statements for the years ended December 31, 2017 and 2016 (the "**Annual Financial Statements**") and the Corporation's management discussion and analysis for the year ended December 31, 2017 (the "**Annual MD&A**", collectively the "**Meeting Materials**"), are available on the Corporation's website at [www.hartegold.com](http://www.hartegold.com) and under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com). Any Shareholder who wishes to receive a paper copy of the Meeting Materials should contact the Corporation at 1-855-221-4474 (toll-free) prior to Tuesday, June 12, 2018. Shareholders may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

The board of directors of the Corporation has fixed the close of business on May 8, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and any adjournments thereof. Only the holders of record of Harte common shares are entitled to have their votes counted at the Meeting.

Shareholders are invited to attend the Meeting and are urged to complete and return the enclosed proxy or voting instruction form promptly. **To be effective, Harte proxies must be received at the Toronto office of TSX Trust Company, the Corporation's registrar and transfer agent, by 10:30 a.m. (Toronto time) on June 19, 2018 or the last business day prior to any adjourned or postponed Meeting.** Shareholders whose common shares are held by a nominee may receive either a voting instruction form or form of proxy from such nominee and should carefully follow the instructions provided by the nominee in order to have their shares voted at the Meeting.

**Registered Shareholders are entitled to vote at the meeting in person or by proxy.**

**If it is not your intention to be present at the meeting, please exercise your right to vote by promptly signing, dating and returning the enclosed form of proxy or voting instruction form in the envelope provided for that purpose.**

**DATED** at Toronto, this 8<sup>th</sup> day of May, 2018.

By Order of the Board of Directors

"Stephen G. Roman"

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Stephen G. Roman  
Chairman, President and CEO



Dear fellow Harte Gold Shareholders,

2017 was another busy year as we completed our 70,000 tonne Advanced Exploration and Bulk Sample program, began underground development work related to our 30,000 tonne Phase I Commercial Production permit and began work on our on-site processing facility in preparation for the beginning of commercial production at the Sugar Zone Mine Q3 2018.

In addition to the above mining operations work, Harte Gold conducted drill programs that included over 70,000 meters drilled at the Sugar Zone Deposit, the newly discovered Middle Zone Deposit, Wolf Zone and other regional exploration targets and completed property wide airborne geophysical surveys to identify additional exploration targets. Results from the survey led to the staking of an additional 40,000 ha as Harte Gold moved to acquire more promising ground in the vicinity of the Sugar Zone property.

Results from the 2017 drill programs were included in the updated Sugar Zone NI 43-101 Resource Report released in Q1 2018 which Resource Statement tripled the mineral resource from approximately 475,000 ounces to 1.5 million gold ounces. The increased mineral resource was incorporated into an update of Harte Gold's NI 43-101 Preliminary Economic Assessment ("PEA") and released in early Q2 2018.

The PEA outlines the economics of the current mine plan and features a higher degree of accuracy than previously as Harte Gold has mined 100,000 tonnes of ore from the Sugar Zone Deposit over the past two years and as a result, key project metrics such as the optimum mining method, mining dilution and recovered grades have been tested and are well understood. In addition, most capital items have either been paid for or contracted and budgeted expenses in the PEA are well defined and unlikely to change to any material degree.

Site development is well underway with the Mill Building completed and major Mill components largely ready to go. A 100 person camp facility including full commercial kitchen has been established in the Town Of White River on property acquired by Harte Gold. The camp allows us to provide room and board in Town which is consistent with overall efforts to maximize local economic benefits and minimize environmental impacts on site.

2017 also saw the completion of five levels of underground development at the Sugar Zone Mine and the establishment of a 40,000 tonne stockpile on surface which will serve to bed in the Mill and ramp up early stage production.

Permitting for full commercial production is near completion. Harte gold is working closely with Ontario government ministries and anticipates final Permits will be issued end of Q2 2018 and mining will re-commence immediately thereafter at an initial rate of 540 tonnes per day to generate approximately 50,000 ounces per year.

Two key recent developments include the signing of an Impact Benefits Agreement with proximal Band; Pic Mobert First Nation ("Pic Mobert"). Harte Gold has worked closely with Pic Mobert since entering into an Exploration Agreement with Pic Mobert in 2011. Harte Gold looks forward to continuing to work together as we celebrate our 10<sup>th</sup> year on the project by moving into full commercial production and continuing exploration programs over the 83,850 hectare Sugar Zone property.

The second key development is the signing by Harte Gold of loan agreements for up to US\$70 million from two institutional investors which amount provides a full financing solution to complete project construction and provide working capital.

2017 was a pivotal year for Harte Gold as we set the foundation for the commencement of full commercial production. Management and the Board of Directors would like to take this opportunity to thank our shareholders, friends, employees and contractors for their hard work and support in contributing to Harte Gold Corp.'s successful 2017.

On behalf of the Board,

"Stephen G. Roman"

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Stephen G. Roman  
Chairman, President & CEO

# MANAGEMENT INFORMATION CIRCULAR

May 8, 2018

## MANAGEMENT SOLICITATION

This information circular ("Information Circular") is furnished in connection with the solicitation of proxies by and on behalf of the management of Harte Gold Corp. (the "Corporation" or "Harte") for use at the annual general meeting (the "Meeting") of the holders of common shares ("Common Shares") in the capital of the Corporation to be held on Thursday, June 21, 2018 at 10:30 a.m. (Toronto time), at the offices of WeirFoulds LLP, Mason Room, 66 Wellington Street West, Suite 4100, Toronto Dominion Centre, PO Box 35 Toronto, ON, M5K 1B7 for the purposes set out in the accompanying notice of meeting. In addition to the use of the mails, proxies may be solicited by officers, directors and regular employees of the Corporation personally or by telephone. The cost of such solicitation will be borne by the Corporation. The persons named in the enclosed form of proxy, who are directors or officers of the Corporation, will vote or withhold from voting the shares represented by proxy in accordance with the direction of the shareholders appointing them on any ballot that may be called for and that, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares shall be voted accordingly. **In the absence of such direction, such shares shall be voted for the election of directors and the appointment of auditors, as stated under those headings in this Information Circular. The Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting and with respect to other matters which may properly come before the Meeting. If matters which are not now known should properly come before the Meeting the shares represented by the proxy will be voted on such matters in accordance with the best judgment of the person voting the proxy. A shareholder desiring to appoint another person to represent him at the Meeting may do so either by inserting the name of such person in the blank space provided in the Form of Proxy or by completing another proxy in form similar to the enclosed and, in either case, sending it to the Corporation or TSX Trust Company, the Corporation's transfer agent. Instruments appointing proxies to be used at the forthcoming Meeting, must be deposited with the Corporation or TSX Trust Company by 10:30 a.m. (Toronto time) on June 19, 2018.**

## NOTICE-AND-ACCESS

The Corporation is using the notice-and-access process ("Notice-and-Access") under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of this Circular and other meeting materials to registered shareholders of the Corporation and Non-Registered Shareholders (as defined herein).

Notice-and-Access allows issuers to post electronic versions of meeting materials, including circulars, annual financial statements and management discussion and analysis, online, via SEDAR and one other website, rather than mailing paper copies of such meeting materials to shareholders. Utilization of Notice-and-Access process has been proven to reduce both postage and printing costs.

The Corporation has posted this Management Information Circular, the audited financial statements for the years ended December 31, 2017 and December 31, 2016 (the "Annual Financial Statements") and management discussion and analysis for the year ended December 31, 2017 (the "Annual MD&A") on its web site at [www.hartegold.com](http://www.hartegold.com) and on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

Although the Circular, Annual Financial Statements and Annual MD&A (collectively, the "Meeting Materials") will be posted electronically online, as noted above, the registered shareholders and Non-Registered Shareholders (subject to the provisions set out below under the heading "Advice to Beneficial Shareholders") will receive a "notice package" (the "Notice-and-Access Notification"), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form. Shareholders are reminded to review the Circular before voting. Management of the Corporation will send proxy-related materials directly to non-objecting Non-Registered Shareholders, through the services of its registrar and transfer agent, TSX Trust Company. The Management of the Corporation is paying for intermediaries to forward the Notice-and-Access Notification to OBOs (as defined herein) under NI 54-101, and therefore the OBOs will receive, the Notice-and-Access Notification. The Corporation will not rely upon the use of 'stratification'.

Shareholders will not receive a paper copy of the Meeting Materials unless they contact the Corporation, in which case the Corporation will mail the requested materials within three (3) business days of any request, provided the request is made prior to the Meeting, as set out below. Shareholders with questions about Notice-and-Access may contact the Corporation at 1-855-221-4474 (toll free). **Requests for paper copies of the Meeting Materials must be received by 10:30a.m. (Toronto time) on June 12, 2018, being at least five (5) business days in advance of the proxy deposit date and time.**

## REVOCAION OF PROXY

A shareholder executing the enclosed form of proxy has the power to revoke it. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing that is signed by the shareholder or by an attorney who is authorized by a document that is signed in writing or by electronic signature by depositing or transmitting, by telephonic or electronic means, such instrument at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or with the chairman of such Meeting on the day of the Meeting or adjournment thereof, and upon either of such deposits the proxy is revoked.

## ADVICE TO BENEFICIAL SHAREHOLDERS

The non-registered shareholders of the Corporation should review the information set forth in this section carefully. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, not be registered in the shareholder's name. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such shares are registered in the name of CEDE & Co. (the registration name for The Depository Trust Company, which acts as nominee for many U.S. brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

National Instrument 54-101 of the Canadian Securities Administrators requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The voting instruction form supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions, Canada ("**Broadridge**") (formerly: ADP Investor Communications) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBOs". Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Corporation are referred to as "OBOs". These securityholder materials are being sent to both registered shareholders and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The meeting materials sent to NOBOs who have not waived the right to receive meeting materials are accompanied by a voting instruction form, instead of a form of proxy. By returning the voting instruction form in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the Common Shares owned by it. Voting instruction forms, whether provided by the Corporation or by an intermediary, should be completed and returned in accordance with the specific instructions noted on the voting instruction form. The purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or an agent of such broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the shares in that capacity or have someone attend on his or her behalf. Beneficial Shareholders who wish to attend the Meeting, or have someone attend on his or her behalf, and indirectly vote their shares as proxyholder for the registered shareholder, should clearly print the name of the person to attend the Meeting in the blank space on the voting instruction form provided to them by their broker (or the broker's agent) and return same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or the broker's agent).

**If you receive a voting instruction form, please return your voting instructions as specified in the voting instruction form. Beneficial Shareholders who receive a voting instruction form should carefully follow the instructions set out in the voting instruction form, including those regarding when and where the voting instruction form is to be delivered.**

**All references to shareholders in this Information Circular and the accompanying Form of Proxy and Notice of Meeting are to registered shareholders as of the record date unless specifically stated otherwise.**

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Each holder of Common Shares of record at the close of business on May 8, 2018 will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy, a quorum for the transaction of business at the Meeting shall be two persons present in person, each being a shareholder entitled to vote at the Meeting or a duly appointed proxy holder or representative for a shareholder so entitled, irrespective of the

number of shares held by such persons.

The Corporation is authorized to issue an unlimited number of common shares without par value. As of May 8, 2018, the Corporation had 574,901,158 issued and outstanding Common Shares. Each Common Share carries the right to one vote per share. The outstanding Common Shares are listed on the Toronto Stock Exchange (the "TSX" or "Exchange") under the symbol "HRT".

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, the following entity beneficially owns, controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to the Common Shares.

Name	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly <sup>(1)</sup>	Percentage of Outstanding Common Shares <sup>(1)</sup>
ANR Investments B.V. <sup>(2)</sup>	113,091,588	19.67 %

Note: (1) based on the number of issued and outstanding Common Shares as at May 8, 2018.

(2) ANR Investments B.V. is owned by Appian Natural Resources Fund, L.P. and Appian Natural Resources (UST) Fund, L.P. (collectively, Appian Natural Resource Fund)

As at the date hereof, the directors and senior officers of the Corporation, as a group, beneficially own directly or indirectly, or exercise control over approximately 25.5% of the outstanding Common Shares.

#### APPROVAL OF MATTERS

Unless otherwise noted, approval of matters to be placed before the Meeting is by an "ordinary resolution"; a resolution passed by a simple majority (50% plus 1) of the votes cast by shareholders of the Corporation entitled to vote and present in person or represented by proxy.

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

No person who has been a director or officer of the Corporation or is a proposed director of the Corporation at any time since the beginning of its last completed financial year or any associate or affiliate of any such director or officer has any material interest, direct or indirect, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, except as disclosed in this Information Circular.

#### INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no director, executive officer, shareholder beneficially owning (directly or indirectly) or exercising control or direction over more than 10% of the Common Shares, or proposed nominee for election as a director of the Corporation, and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the beginning of the Corporation's last completed fiscal year or in any proposed transaction which, in either such case, has materially affected or will materially affect the Corporation.

#### PARTICULARS OF MATTERS TO BE ACTED UPON

##### 1. AUDITED FINANCIAL STATEMENTS

The consolidated financial statements for the fiscal year ended December 31, 2017 and the report of the auditors thereon which accompany this Information Circular will be placed before the shareholders of the Corporation at the Meeting. The presentation at the Meeting of the auditors' report and the Corporation's financial statements for this financial period will not constitute a request for approval or disapproval of any matters referred to therein. Copies of the Corporation's annual and interim financial statements are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

##### 2. ELECTION OF DIRECTORS

The following information relates to the election of directors of the Corporation and to the persons proposed to be nominated for election as directors. At the Meeting, a board of eight (8) directors will be proposed for election. Management will nominate the persons named below for election as directors to hold office for the ensuing year or until their successors are duly elected or appointed. At the date hereof, management is not aware that any nominee will be unable or unwilling to serve as a director but in the event that any nominee is unwilling or unable to serve, it is intended that the discretionary authority given in the proxies hereby solicited will be exercised to vote such proxies for the election of another person as a director.

The Corporation has adopted a majority voting policy providing that if any proposed nominee receives a greater number of votes "withheld" from his or her election than votes "for" such election, then such nominee will be expected to forthwith submit their resignation to the Board, effective on acceptance by the Board. The Nominating, Compensation & Governance Committee will expeditiously consider the director's offer to resign and make a recommendation to the Board on whether to accept it. Within 90 days of receiving the final voting results, the Board will issue a press release announcing the resignation of the director or explaining the reasons justifying its decision not to accept the resignation. If the Board accepts the resignation, it may appoint a new director to fill the vacancy. The policy applies only in the case of an uncontested election of directors.

The following table sets out the names of the persons nominated by management for election as directors as of the date hereof. The table includes

information furnished by the nominees individually concerning their principal occupations, employment, Common Shares beneficially owned by them or over which they exercise control or direction and certain other information.

Name	Office	Director Since	Principal Occupation	Common Shares <sup>(1)</sup>
Stephen G. Roman B.A. King City, Ontario	Chairman, President, CEO Director	January 2009	Mining Executive and Resource Consultant, President and Chief Executive Officer of the Corporation since 2009	27,370,833
Richard M. Colterjohn, B.Comm.; MBA Acc.Dir. <sup>(2)</sup> Toronto, Ontario	Director	February 2017	Former investment banker and Managing Partner of Glencoban Capital Management Inc.; a merchant banking firm, since 2003	1,000,000
Michael P. Cowie H.B.A. <sup>(3)</sup> Toronto, Ontario	Director	Proposed	An early partner of Leasco Realty later Colliers International, currently Principal of Cowie Capital Partners; a private real estate company with planned development projects in excess of \$1 billion, Mr. Cowie has significant permitting and government relations experience.	4,102,871
Richard R. Faucher, Metallurgist <sup>(2) (3)</sup> Montreal, Quebec	Director	June 2011	Retired Mining Engineer	163,500
Fergus P. Kerr P.Eng. <sup>(4)</sup> Sudbury, Ontario	Director	January 2018	Mining Consultant to top tier international mining clients, focus is mine safety, health and environmental issues	200,000
Derek C. Rance, B.Sc. MBA P.Eng. <sup>(3) (4)</sup> Toronto, Ontario	Director	July 2010	Formerly principal of Behre Dolbear & Company, Inc.; a mining consultancy	864,333
Michael W. Scherb BBA, Masters of Finance London, UK	Director	April 2018	Founding Partner, Appian Capital Advisory LLP	113,091,588
Richard H. Sutcliffe Ph.D. Geol. P.Geo. <sup>(2) (4)</sup> Ancaster, Ontario	Director	July 2015	President and Chief Executive Officer, Pavey Ark Minerals Inc.; a private mineral exploration company	40,000

Notes:

- (1) Information as to shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the nominees.
- (2) Member of the Nominating, Compensation & Governance Committee (the "Nominating, Compensation & Governance Committee").
- (3) Member of the Audit Committee (the "Audit Committee").
- (4) Member of the Health and Safety Committee (the "Health and Safety Committee")
- (5) Mr. Scherb is the founder and general partner of Appian Capital Advisory LLP, the investment advisor of Appian Natural Resource Fund, which is the sole shareholder of ANR Investments B.V. ANR Investments B.V. owns 113,091,558 Common Shares of the Corporation.

**Voting for the election of the above named directors will be conducted on an individual, not slate, basis. It is the intention of the persons named in the above enclosed form of proxy, if not expressly directed to the contrary, to vote proxies in favor of the election of the nominees listed herein as directors of the Corporation for the ensuing year.**

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

Except as disclosed below, to the knowledge of the Corporation, no director of the Corporation (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Corporation, that, (i) was subject to a 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 that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a 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 that was issued after the proposed director 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, (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company, including the Corporation, 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, state the fact; or (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director. Mr. Stephen G. Roman was a former director and the former Executive Chairman of Exall Energy Corporation, having resigned prior to it entering into receivership on March 25, 2015.

**VOTING FOR THE ELECTION OF THE ABOVE NAMED DIRECTORS WILL BE CONDUCTED ON AN INDIVIDUAL, AND NOT A SLATE, BASIS. THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY WILL, IF NOT DIRECTED TO THE CONTRARY, VOTE PROXIES IN FAVOUR OF THE ELECTION OF THE NOMINEES LISTED HEREIN AS DIRECTORS OF THE CORPORATION.**

### 3. APPOINTMENT OF AUDITORS

Upon the advice and recommendation of the Audit Committee, management proposes the re-appointment of RSM Canada LLP (formerly Collins Barrow Toronto LLP, Chartered Accountants ("RSM Canada"), as auditors of the Corporation for the ensuing year and that the directors be

authorized to fix their remuneration. Collins Barrow has been retained as auditors of the Corporation since February 17, 2009.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE RE-APPOINTMENT OF RSM CANADA AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.**

## STATEMENT OF EXECUTIVE COMPENSATION

Unless otherwise stated, "dollars" or "\$" means Canadian dollars.

### Compensation Discussion and Analysis

This section of the Information Circular explains how the Corporation's executive compensation program is designed and operated with respect to the President and Chief Executive Officer (referred to as the "CEO" in the narrative discussion in this section and under the section entitled "Executive Compensation Tables"), Chief Financial Officer ("CFO"), and the three other most highly compensated executives included in this reported financial year whose total compensation was, individually, more than \$150,000 (together with the CEO and CFO collectively referred to as the "NEOs", and each a "NEO"). This section also identifies the objectives and material elements of compensation awarded to the NEOs and the reasons for the compensation. For a complete understanding of the executive compensation program, this compensation discussion and analysis should be read in conjunction with the "Summary Compensation Table" and other executive compensation-related disclosure included in this Information Circular.

The philosophy of the Board is to determine compensation for the Corporation's executive officers relative to the performance of the Corporation in executing on its objectives. The Board established the Nominating, Compensation & Governance Committee on June 21, 2011 following the annual and special meeting of Shareholders of the Corporation held June 21, 2011 and pursuant to the listing of the Corporation's Common Shares on the TSX. However, the duties and responsibilities of the Nominating, Compensation & Governance Committee in determining compensation levels for the year ended December 31, 2017 were performed by the Board as a whole.

The Board's assessment of corporate performance is based on a number of qualitative and quantitative factors including execution of on-going projects and transactions, safety, operational performance and progress on key growth initiatives. For the most recently completed fiscal year ended December 31, 2017, the Board determined the overall corporate performance rating to be "at target". NEOs do not automatically receive any particular award based on the Board's determination of the overall performance of the Corporation, but rather the determination establishes the background for the Board's subsequent review of the NEOs' individual performance. The Board's decisions with respect to Total Direct Compensation (as defined herein) for NEOs for 2016 are noted below in the section "Compensation Decisions for 2017".

### Named Executive Officers

At the end of the most recently completed financial year-end the Named Executive Officers were as follows:

- Stephen G. Roman, President and CEO
- Rein A. Lehari, CFO
- Timothy N. Campbell, Vice President & Secretary
- Roger J. Emdin, Vice President Operations
- George A. Flach, Vice President Exploration

### Objectives of the Compensation Program

The objectives of the Corporation's executive compensation program are:

- to reward individual contributions in light of overall business results;
- to be competitive with the companies with whom the Corporation competes for talent;
- to align the interests of the executives with the interests of the shareholders; and
- to attract and retain executives who can help the Corporation achieve its objectives.

### Elements of Executive Compensation

Total direct compensation ("Total Direct Compensation") represents the combined value of fixed compensation and performance-based variable incentive compensation, comprising: base salary, short-term incentive compensation in the form of an annual cash bonus, and long-term incentive compensation in the form of stock options.

The allocation of Total Direct Compensation value to these different compensation elements is not based on a formula, but rather is intended to reflect the Board's discretionary assessment of an executive officer's past contribution and ability to contribute to future short and long-term business results.

### *Base Salary*

The base salary of each NEO is reviewed annually and is the fixed portion of each NEO's Total Direct Compensation and is designed to provide income certainty and to attract and retain executives.

### *Short-term Incentives*

The annual cash bonus is a short-term incentive that is intended to reward each executive officer for their yearly individual contribution and performance of personal objectives in the context of overall annual corporate performance. The annual cash bonus is designed to motivate executives annually to achieve personal business objectives, to be accountable for their relative contribution to the Corporation's performance, as well as to attract and retain executives. Further details are set out below under the table entitled "Summary Compensation Table".

### *Long-term Incentives*

Long-term incentive compensation is provided through the granting of stock options. This incentive arrangement is designed to motivate executives to achieve longer-term sustainable business results, align their interests with those of the shareholders and to attract and retain executives. Participants benefit only if the market value of the Corporation's Common Shares at the time of a stock option exercise is greater than the exercise price of the stock options at the time of the relevant grant.

### **Determination of Compensation**

Rather than strictly applying formulas and weightings to forward-looking performance objectives, which may lead to unintended consequences for compensation purposes, the Board exercises its discretion and uses sound judgment in making compensation determinations. For this reason, the Board does not measure performance using any pre-set formulas in determining compensation awards for NEOs.

The Board's comprehensive assessment of the overall business performance of the Corporation, including corporate performance against objectives (both quantitative and qualitative), business circumstances and, where appropriate, relative performance against peers, provides the context for individual executive officer evaluations for all direct compensation awards and management fees. In setting compensation, the Board does not rely upon benchmarking or mathematical formulas.

The Board does not feel it is necessary to assess the effectiveness of individual board members. Each Board member has considerable experience which is sufficient to meet the needs of the Corporation. On an annual basis, however, the Board assesses the contributions of each of the individual directors, and of the Board as a whole, in order to determine whether each is functioning effectively.

### **Stock Options**

#### *Stock Option Granting Process*

Generally, stock option grants are determined annually. The CEO makes recommendations to the Board regarding individual stock option awards for all recipients. The CEO does not engage in discussions with the Board regarding his own stock option grants. The Board deliberates without the CEO and considers relevant market data and other information in order to determine the CEO's stock option grant.

The Board reviews the appropriateness of the stock option grant recommendations from the CEO for all eligible Participants and accepts or adjusts these recommendations. The Board is responsible for approving all individual stock option grants, including grants that are awarded outside the annual compensation deliberation process for such things as promotions or new hires. The Board is also responsible for the approval of any stock option grants for executive officers.

The Corporation's current stock option plan is summarized below in the section "Securities Authorized For Issuance Under Equity Compensation Plans – Stock Option Plan".

### **Other Compensation**

Executive officers may receive other benefits that the Corporation believes are reasonable and consistent with its overall executive compensation program. These benefits will be based on competitive market practices and support the attraction and retention of executive officers.

### **The Role of the Board**

The Board approves, or recommends for approval, all compensation to be awarded to the NEOs. The Board directs management to gather information on its behalf, and provide initial analysis and commentary. The Board reviews this material along with other information in its deliberations before considering or rendering decisions.

The Board has full discretion to adopt or alter management recommendations or to consult its own external advisors.

The Board believes it is important to follow appropriate governance practices in carrying out its responsibilities with respect to the development and administration of executive compensation and benefit programs. Governance practices followed by the Board include holding in-camera sessions without management present and when necessary, obtaining advice from external consultants.

Rather than strictly applying formulas and weightings to forward-looking performance objectives, which may lead to unintended consequences for compensation purposes, the Board exercises its discretion and uses sound judgment in making compensation determinations. For this reason, the Board does not measure performance using any pre-set formulas in determining compensation awards for NEOs.

The Board's comprehensive assessment of the overall business performance of the Corporation, including corporate performance against objectives (both quantitative and qualitative) and business circumstances provides the context for individual executive officer evaluations for all direct compensation awards.

On June 21, 2011 the Board established the Nominating, Compensation & Governance Committee to assist the Board in fulfilling its obligations relating to human resource and compensation matters of the Corporation and to establish a plan for the continuity and development of senior management. However, for the year ended December 31, 2017 the duties and responsibilities of the Nominating, Compensation & Governance Committee in determining NEO compensation levels were performed by the Board as a whole. The members of the Nominating, Compensation & Governance Committee are Messrs. Colterjohn, Faucher, and Sutcliffe each of whom is an independent director. See the section of this Information Circular below under the heading entitled "Statement of Corporate Governance Practices – Compensation – Nominating, Compensation & Governance Committee".

The Nominating, Compensation & Governance Committee is responsible for reviewing the performance, compensation, professional development, recruitment and succession planning of the directors and executive officers of the Corporation. The Board as a whole, ultimately determines compensation for the directors and officers on the advice of the Nominating, Compensation & Governance Committee.

### **The Role of Management**

Management has direct involvement in and knowledge of the business goals, strategies, experiences and performance of the Corporation. As a result, management plays an important role in the compensation decision-making process. The Board engages in active discussions with the CEO concerning the determination of performance objectives, including individual goals and initiatives for NEOs, and whether, and to what extent, criteria for the previous year have been achieved for those individuals. The CEO may also provide a self-assessment of his own individual performance objectives and/or results achieved, if requested by the Board.

The CEO makes recommendations to the Board regarding the amount and type of compensation awards for other members of executive management. The CEO does not engage in discussions with the Board regarding his own Total Direct Compensation.

### *Corporate Performance*

The Board approves annual corporate objectives, which include financial performance, strategic direction, plan implementation, financial controls and other facets of the Corporation's development, in line with the Corporation's key longer-term strategies for growth and value creation. These quantitative and qualitative objectives are utilized by the Board as a reference when making compensation decisions.

At the end of each year, the Board reviews the results achieved and discusses them with management. For the purposes of Total Direct Compensation deliberations, the Board then determines an overall rating for actual corporate performance relative to an expected level of performance. This overall corporate performance rating provides general context for the Board's review of individual performance by the NEOs.

### *Individual Performance*

The Board approves annual individual performance objectives, which include financial performance, strategic direction, plan implementation, financial controls and other facets of the Corporation's development, for the NEOs that are intended to align with the corporate objectives and reflect key performance areas for each executive relative to his or her specific role. As with the corporate objectives, individual executive officer's performance objectives may include a combination of quantitative and qualitative measures with no pre-determined weightings.

The Board, in consultation with the CEO, review the achievements and overall contribution of each individual executive officer who reports to the CEO. The Board has in-camera discussions to complete an independent assessment of the performance of the CEO. The Board then determines an overall individual performance rating for each individual executive officer and considers this rating in determining Total Direct Compensation.

### **Internal Equity and Retention Value**

Executive officer pay relative to other executives ("**internal equity**") is generally considered in establishing compensation levels. The difference between one executive officer's compensation and that of the other NEOs reflects, in part, the difference in their relative responsibilities. The CEO's responsibility for the management and oversight of the enterprise is greater than each of the executive officers' respective business areas. As a result, the compensation level for the CEO is higher than the other NEOs.

The Board also considers the retentive potential of its compensation decisions. Retention of the NEOs is critical to business continuity and succession planning.

### Previously Awarded Compensation

The Board approves or recommends compensation awards which are not contingent on the number, term or current value of other outstanding compensation previously awarded to the individual. The Board believes that reducing or limiting current stock option grants or other forms of compensation because of prior gains realized by an executive officer would unfairly penalize the officer and reduce the motivation for continued high achievement. Similarly, the Board does not purposely increase long-term incentive award values in a given year to offset less-than-expected returns from previous grants.

During the annual Total Direct Compensation deliberations, the Board is provided with summaries of the history of each executive officer's previously awarded Total Direct Compensation. These summaries help the Board to track changes in an executive officer's Total Direct Compensation from year to year and to remain aware of the historical compensation for each individual.

### Compensation Risk

The Corporation has not adopted a formal policy on compensation risk management nor has it engaged an independent compensation consultant. The Board has considered potential risks associated with the Corporation's compensation policies and found the policies to be properly constituted and sufficiently flexible so as to allow specific amendments to certain compensation packages. The Corporation recognizes that there may be risks in its current processes but with the generally low level of compensation relative to its peers historically, the Corporation does not believe the risks to be significant.

The Board believes that the executive compensation program of the Corporation should not raise its overall risk profile. Accordingly, the Corporation's executive compensation programs include safeguards designed to mitigate compensation risks. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments:

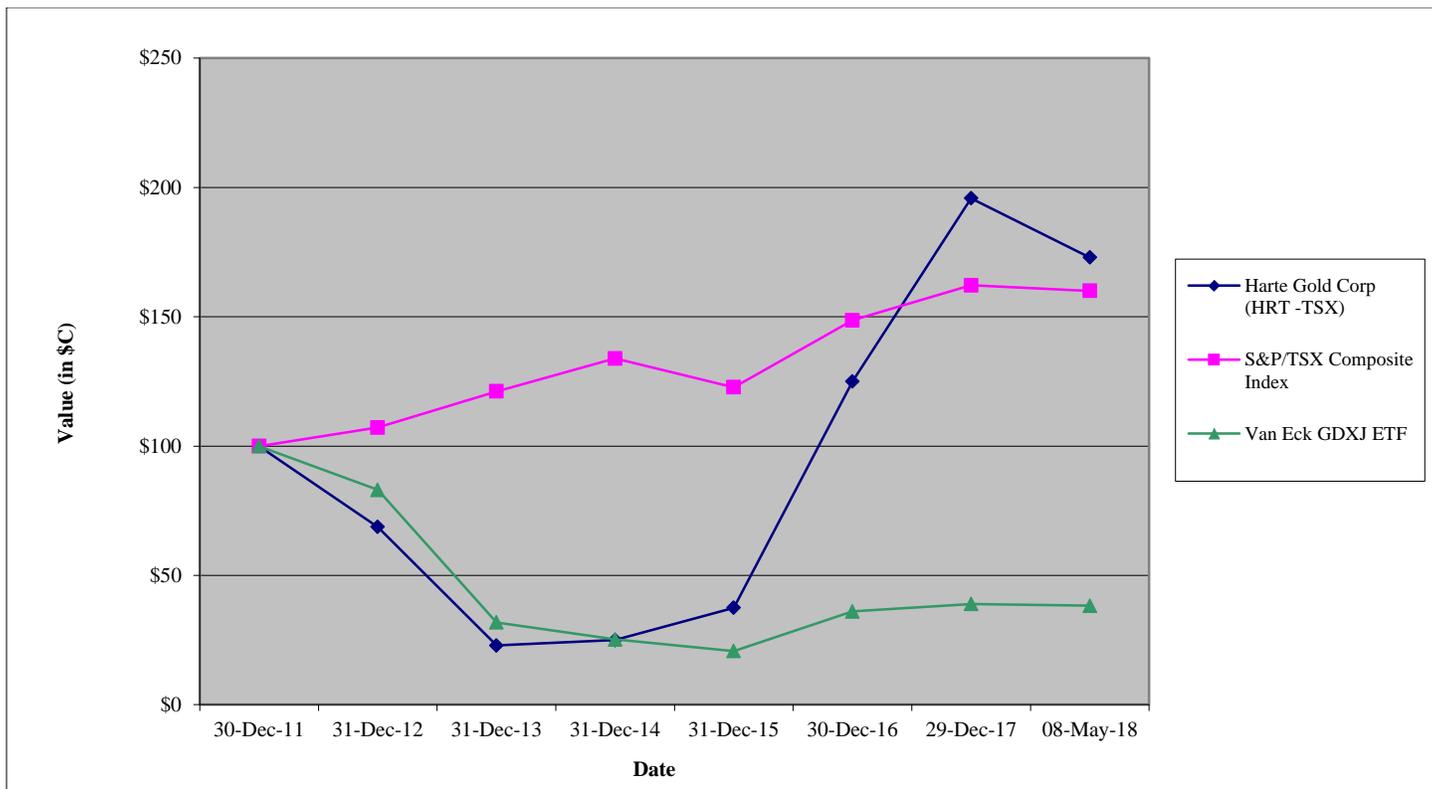
- discretionary bonus payments are recommended to the Board by management and the Nominating, Compensation & Governance Committee based on annual performance reviews;
- option terms of 5 years discourage excessive risk-taking to achieve short-term goals; and,
- implementation of trading black-outs limit the ability of senior officers to trade in securities of the Corporation.

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board, at which, activity by the executives must be approved by the Board if such activity is outside previously Board-approved actions and/or as set out in a board-approved budget. Due to the fact the Corporation is an exploration stage mining company transitioning to an operating company and given the current composition of the Corporation's executive management team, the Board and the Nominating, Compensation & Governance Committee are able to closely monitor and consider any risks which may be associated with the Corporation's compensation practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Corporation are reviewed, including executive compensation. NEOs are not permitted to purchase financial or hedging instruments that are designed to hedge or offset a decrease in the market value of equity securities granted to the NEO by the Corporation.

### Performance Graph

The following graph compares the yearly change in the cumulative total shareholder return, assuming an initial investment of \$100 in Common Shares on December 30, 2011 against the cumulative total shareholder return of the S&P/TSX Composite Index and the Van Eck GDXJ ETF Index, assuming the reinvestment of all dividends, assuming the reinvestment of all dividends, for the period during which the Corporation has been listed on the TSX. The Common Share performance as set out in the performance graph does not necessarily indicate future price performance.

<i>(in C\$)</i>	<u>30-Dec-11</u>	<u>31-Dec-12</u>	<u>31-Dec-13</u>	<u>31-Dec-14</u>	<u>31-Dec-15</u>	<u>30-Dec-16</u>	<u>31-Dec-17</u>	<u>08-May-18</u>
Harte Gold Corp (HRT -TSX)	\$100.00	\$68.75	\$22.92	\$25.00	\$37.50	\$125.00	\$195.83	\$172.92
S&P/TSX Composite Index	\$100.00	\$107.19	\$121.11	\$133.90	\$122.76	\$148.64	\$162.16	\$160.02
Van Eck GDXJ ETF	\$100.00	\$83.08	\$31.85	\$25.25	\$20.75	\$36.08	\$38.95	\$38.28



As noted above, the Board considers a number of factors and performance elements when determining compensation for the NEOs. Although the Corporation's total shareholder return is one performance measure that is reviewed, it is not the only consideration in executive compensation deliberations. As a result, a direct correlation between the total shareholder return over a given period and executive compensation levels is not anticipated.

#### **Compensation Decisions for 2017**

For the fiscal year ended December 31, 2017 the Board considered and approved compensation for the NEOs in the amounts shown in the table below.

#### **Summary Compensation Table**

The following table sets forth the total annual and long-term equity and non-equity compensation for each NEO, along with any other compensation awarded to each NEO, for services rendered in all capacities to the Corporation for the three most recently completed financial years ended December 31, 2017, December 31, 2016 and December 31, 2015. The Corporation does not have any pension plans, long-term non-equity incentive plans or deferred compensation plans. The Corporation does not currently have any plans or arrangements in place that provide for share-based awards.

NEO Name and Principal Position	Fiscal Year	Salary (\$)	Share-based awards (\$) <sup>(1)</sup>	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation		Pension value (\$) <sup>(3)</sup>	All other compensation (\$) <sup>(4)</sup>	Total Compensation (\$)
Stephen G. Roman Chairman, President, CEO and Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	400,000	400,000
	2016	Nil	Nil	546,000	Nil	Nil	Nil	300,000	846,000
	2015	Nil	Nil	149,730	Nil	Nil	Nil	115,000	264,730

NEO Name and Principal Position	Fiscal Year	Salary (\$)	Share-based awards (\$) <sup>(1)</sup>	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation		Pension value (\$) <sup>(3)</sup>	All other compensation (\$) <sup>(4)</sup>	Total Compensation (\$)
Rein A. Lehari CFO	2017			Nil	Nil	Nil	Nil	235,000	235,000
	2016	Nil	Nil	273,000	Nil	Nil	Nil	180,000	453,000
	2015	Nil	Nil	59,892	Nil	Nil	Nil	65,000	124,892
Timothy N. Campbell Vice President & Secretary	2017	Nil	Nil	Nil	Nil	Nil	Nil	271,000	271,000
	2016	Nil	Nil	273,000	Nil	Nil	Nil	216,000	489,000
	2015	Nil	Nil	85,560	Nil	Nil	Nil	110,000	195,560
Roger J. Emdin Vice President Operations	2017	Nil	Nil	Nil	Nil	Nil	Nil	227,803	227,803
	2016	Nil	Nil	91,000	Nil	Nil	Nil	220,200	311,200
	2015	Nil	Nil	29,500	Nil	Nil	Nil	34,250	63,750
George A. Flach Vice President Exploration	2017	Nil	Nil	Nil	Nil	Nil	Nil	235,000	235,000
	2016	Nil	Nil		Nil	Nil	Nil	180,000	180,000
	2015	Nil	Nil		Nil	Nil	Nil	100,000	100,000

- Notes:
- (1) The Corporation does not have a share-based awards plan.
  - (2) The amount reported is the fair value of the stock options granted. The fair value of stock options granted was estimated on the date of grant using the Black-Scholes option pricing model, assumptions as described in Note 13 to the Consolidated Financial Statements for the year ended December 31, 2017.
  - (3) The Corporation does not have a pension plan.
  - (4) Mr. Roman, Mr. Emdin, Mr. Flach and corporations controlled by Mr. Lehari and Mr. Campbell received management fees for services rendered during the period.

#### **Employment Contracts, Termination and Change of Control**

The Corporation has consulting contracts with each of Mr. Roman, Mr. Flach, Mr. Emdin and corporations controlled by Mr. Lehari and Mr. Campbell. The contracts specify that on a change of control of the Corporation, each of the NEOs has the option of terminating his consulting arrangement anytime within one year from the change of control, and upon such termination, is entitled to a Resignation Settlement Amount equal to three years' compensation in the case of Mr. Roman and two years' compensation in the case the other NEO's (the "**Resignation Settlement Amounts**"). If, within two years following a change of control of the Corporation, an NEO is terminated by the Corporation for any reason other than for cause, such NEO will have the right to demand from the Corporation payment of the applicable Resignation Settlement Amount.

In the event of a change of control, if an NEO is no longer under contract with the Corporation, the NEO has the right to receive payment of any in-the-money value of all options held by the NEO or may elect to hold any such options until the expiry date applicable thereto. A change of control is defined as a change in effective control of the Corporation, the acquisition of 20% of the voting rights of the Corporation, the exercise of voting powers so as to cause or result in the election of less than a majority of the nominees of management of the Corporation to the Board, the disposition of 50% or more of the Corporation's assets or any business combination or transaction resulting in a change in control of the Corporation. No termination payments are payable to the NEOs in the event an NEO is terminated for cause or as a result of death or permanent disablement, or in the event an NEO is terminated or resigns for any reason except upon a change of control as disclosed above.

**Outstanding option-based awards and share-based awards as at December 31, 2017**

NEO Name	Option-based Awards				Share-based Awards <sup>(1)</sup>		
	Number of securities underlying unexercised options (#) <sup>(2)</sup>	Option exercise price (\$) <sup>(3)</sup>	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(4)</sup>	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 share-based awards not paid out or distributed (\$)
<b>Stephen G. Roman</b> Chairman, President, CEO and Director	3,000,000 3,500,000 1,500,000	0.35 0.10 0.10	Dec 14, 2021 Oct 14, 2020 Apr 25, 2019	360,000 1,295,000 555,000	N/A	N/A	N/A
<b>Rein A. Lehari</b> CFO	1,500,000 1,400,000 850,000	0.35 0.10 0.10	Dec 14, 2021 Oct 14, 2020 Apr 25, 2019	180,000 518,000 314,500	N/A	N/A	N/A
<b>Timothy N. Campbell</b> Vice President & Secretary	1,500,000 2,000,000 1,500,000	0.35 0.10 0.10	Dec 14, 2021 Oct 14, 2020 Apr 25, 2019	180,000 740,000 555,000	N/A	N/A	N/A
<b>Roger J. Emdin</b> Vice President Operations	500,000 500,000	0.35 0.10	Dec 14, 2021 Nov 10, 2020	60,000 185,000	N/A	N/A	N/A
<b>George A. Flach</b> Vice President Exploration	2,000,000 2,000,000 1,500,000	0.35 0.10 0.10	Dec 14, 2021 Oct 14, 2020 Apr 25, 2019	240,000 740,000 555,000	N/A	N/A	N/A

- Notes:
- (1) The Corporation does not have a share-based awards plan.
  - (2) The securities underlying the stock options of the Corporation are Common Shares. The issuer of the stock options is the Corporation. For further details concerning the terms of the Plan and options granted thereunder, reference is made to the section below entitled "Securities Authorized For Issuance Under Equity Compensation Plans".
  - (3) The exercise price of an option granted under the Plan is generally the closing sale price of the Common Shares on the TSX on the trading day immediately preceding the date of grant.
  - (4) The value of unexercised in-the-money options is calculated as the difference between the closing price of the Corporation's Common Shares on the TSX on December 31, 2017 of \$0.47 and the underlying option exercise price, multiplied by the number of options outstanding. This value has not been, and may never be, realized by the NEO. The actual gains, if any, on exercise will depend on the value of the Common Shares on the TSX on the date of the option exercise.

**Value vested or earned during the year financial year ended December 31, 2017**

NEO Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation - Value earned during the year (\$) <sup>(2)</sup>
<b>Stephen G. Roman</b> President, CEO and director	Nil	N/A	Nil
<b>Rein A. Lehari</b> CFO	Nil	N/A	Nil
<b>Timothy N. Campbell</b> Vice President & Secretary	Nil	N/A	Nil
<b>Roger J. Emdin</b> Vice President Operations	Nil	N/A	Nil
<b>George A. Flach</b> Vice President Exploration	Nil	N/A	Nil

Any options held by a NEO that vested during the year had an exercise price higher than the market price at the time of vesting and therefore no dollar amount would have been realized if the options had been exercised on the date of vesting.

**Pension Plan Benefits**

The Corporation does not have any pension plans that provide for payments or benefits at, following, or in connection with retirement or provide for retirement or deferred compensation plans.

## Director Compensation

The following table sets forth information concerning the annual and long term compensation in respect of the directors of the Corporation, other than the NEOs, during the fiscal year ended December 31, 2017.

### Director Compensation Table

Name	Fees earned (\$)	Share-based awards (\$) <sup>(1)</sup>	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$) <sup>(3)</sup>	Pension value (\$) <sup>(4)</sup>	All other compensation (\$) <sup>(5)</sup>	Total Compensation (\$)
Richard M. Colterjohn	Nil	\$25,000	N/A	N/A	N/A	Nil	25,000
Derek C. Rance	Nil	N/A	N/A	N/A	N/A	Nil	Nil
Richard R. Faucher	Nil	N/A	N/A	N/A	N/A	Nil	Nil
Douglas Scharf <sup>(6)</sup>	Nil	N/A	N/A	N/A	N/A	Nil	Nil
Richard H. Sutcliffe	Nil	N/A	N/A	N/A	N/A	Nil	Nil

- Notes:
- (1) The Corporation does not have a share-based awards plan
  - (2) The securities underlying the stock options of the Corporation are Common Shares. The issuer of the stock options is the Corporation. For further details concerning the terms of the Plan and options granted thereunder, reference is made to the section below entitled "Securities Authorized for Issuance Under Equity Compensation Plans". The exercise price of an option granted under the Plan is generally the closing sale price of the Common Shares on the Exchange on the trading day immediately preceding the date of grant. The amount reported is the fair value of the stock options granted. The fair value of stock options granted was estimated on the date of grant using the Black-Scholes option pricing model, assumptions as described in Note 13 to the Consolidated Financial Statements for the fiscal year ended December 31, 2017.
  - (3) The Corporation does not have a non-equity incentive plan for directors.
  - (4) The Corporation does not have a pension plan.
  - (5) Douglas Scharf is included in the table above as he served as a Director for the year ended December 31, 2017. Mr. Scharf passed away March 23, 2018.

### Material Factors Necessary to Understand Director Compensation

There are no standard or other arrangements under which directors of the Corporation were compensated by the Corporation and its subsidiaries during the most recently completed financial year for their services in their capacity as directors or for services as consultants or experts. Reference is made to the section of this Information Circular below entitled "Securities Authorized for Issuance under Equity Compensation Plans" for details of incentive stock options granted to directors since the previous meeting of Shareholders of the Corporation.

The Board reviews and approves changes to the Corporation's director compensation arrangements from time to time to ensure they remain competitive in light of the time commitments required from directors and align directors' interests with those of the Corporation's shareholders. During the fiscal year ended December 31, 2017 no changes were made to the Corporation's director compensation arrangements. Directors are also eligible to participate in the Plan and are awarded stock options under the Plan from time to time as compensation for their services as directors. For further details concerning the terms of the Plan, please see the section of this Information Circular below entitled "Securities Authorized for Issuance under Equity Compensation Plan - Stock Option Plan".

During the fiscal year ended December 31, 2017 the directors (excluding NEOs who are directors and are not entitled to any additional compensation for their service as directors) received the compensation set out in this Information Circular. The directors are not entitled to any compensation under any annual or long-term non-equity incentive plans. The Corporation has not granted, and nor do the directors hold, any share-based awards.

### Director Option-based Awards

#### **Outstanding option-based awards and share-based awards as at December 31, 2017**

Name	Option-based Awards				Share-based Awards <sup>(1)</sup>	
	Number of securities underlying unexercised options (#) <sup>(2)</sup>	Option exercise price (\$) <sup>(3)</sup>	Option expiration date	Value of unexercised in-the-money Options (\$) <sup>(4)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)

Richard M. Colterjohn	500,000	0.42	Feb 26, 2022	25,000	N/A	N/A
Richard R. Faucher	500,000 350,000 150,000	0.35 0.175 0.10	Dec 14, 2021 Mar 22, 2021 Apr 25, 2019	60,000 103,250 55,500	N/A N/A N/A	N/A N/A N/A
Derek C. Rance	500,000 150,000 150,000	0.35 0.10 0.10	Dec 14, 2021 Oct 14, 2020 Apr 25, 2019	60,000 55,500 55,500	N/A N/A N/A	N/A N/A N/A
Douglas Scharf	500,000 500,000	0.35 0.10	Dec 14, 2021 Oct 14, 2020	60,000 185,000	N/A N/A	N/A N/A
Richard H. Sutcliffe	500,000 500,000	0.35 0.10	Dec 14, 2021 Oct 14, 2020	60,000 185,000	N/A N/A	N/A N/A

- Notes:
- (1) The Corporation does not have a share-based awards plan.
  - (2) The securities underlying the stock options of the Corporation are Common Shares. The issuer of the stock options is the Corporation. For further details concerning the terms of the Plan and options granted thereunder, reference is made to the section below entitled "Securities Authorized For Issuance Under Equity Compensation Plans".
  - (3) The exercise price of an option granted under the Plan is generally the closing sale price of the Common Shares on the TSX on the trading day immediately preceding the date of grant.
  - (4) The value of unexercised in-the-money options is calculated as the difference between the closing price of the Corporation's Common Shares on the TSX on December 31, 2017 of \$0.47 and the underlying option exercise price, multiplied by the number of options outstanding. This value has not been, and may never be, realized by the Director. The actual gains, if any, on exercise will depend on the value of the Common Shares on the TSX the date of the option exercise.

#### Incentive plan awards - value vested or earned during the year ended December 31, 2017

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year <sup>(1)</sup> (\$)	Non-equity incentive plan compensation - Value earned during the year <sup>(2)</sup> (\$)
Richard M. Colterjohn	Nil	N/A	Nil
Derek C. Rance	Nil	N/A	Nil
Richard R. Faucher	Nil	N/A	Nil
Douglas Scharf <sup>(3)</sup>	Nil	N/A	Nil
Richard H. Sutcliffe	Nil	N/A	Nil

- Notes:
- (1) The Corporation does not have a share-based awards plan.
  - (2) The Corporation does not have any long-term non-equity incentive plans in place.
  - (3) Douglas Scharf passed away March 23, 2018

Any options held by a Director that vested during the year had an exercise price higher than the market price at the time of vesting and therefore no dollar amount would have been realized if the options had been exercised on the date of vesting.

The Board considers option grants to directors at the time a director joins the Board and from time to time thereafter.

#### DIRECTORS' AND OFFICERS' INSURANCE AND INDEMNIFICATION

The Corporation maintains directors' and officers' liability insurance. In accordance with the provisions of the OBCA, the Corporations' by-laws provide that the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

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

The only equity compensation plan which the Corporation has in place is the Plan which was approved by the shareholders in 2003, amended in January 2009 and approved by the Shareholders of the Corporation on May 27, 2010, June 21, 2011, June 26, 2014 and June 27, 2017. The purpose of the Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees, consultants and Service Providers (as defined in the TSX Company Manual) (each a "Participant") of the Corporation or a subsidiary of the Corporation, to acquire Common Shares, thereby (a) increasing the proprietary interests of such persons in the Corporation, (b) aligning the interests of such person with the interests of the Corporation's shareholders, (c) encouraging such persons to remain associated with the Corporation, and (d) furnishing such persons with an additional incentive in their efforts on behalf of the Corporation. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Corporation's other previously established or proposed share compensation arrangements, may not exceed 10% of the

total number of issued and outstanding Common Shares at the time of grant. Please see the section of this Information Circular below entitled "Stock Option Plan" above for a full description of the terms and features of the Plan. The Plan is subject to the approval of shareholders every three years, and was last approved at the Meeting of the Shareholders of the Corporation held June 27, 2017. The following table sets out equity compensation plan information at December 31, 2017.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)</b>
Equity compensation plans approved by shareholders	32,850,000	\$0.22	22,130,765
Equity compensation plans not approved by shareholders	Nil	Nil	Nil
<b>Total</b>	<b>54,980,765</b>		<b>22,130,765</b>

#### **Stock Option Plan**

On November 28, 2003 the Shareholders of the Corporation approved the Plan, which is a rolling stock option plan, which was subsequently amended and was most recently approved by the Shareholders of the Corporation at the meeting of the Shareholders held on June 27, 2017. The purpose of the Plan is to advance the interests of the Corporation by encouraging the Participants to acquire Common Shares, thereby (a) increasing the proprietary interests of such persons in the Corporation, (b) aligning the interests of such person with the interests of the Corporation's shareholders generally, (c) encouraging such persons to remain associated with the Corporation and, (d) furnishing such persons with an additional incentive in their efforts on behalf the Corporation.

The Plan is subject to the approval of shareholders every three years, and was last approved at the meeting of Shareholders of the Corporation held June 27, 2017. Thereafter, notice of Options granted under the Plan must be given to the TSX. Any amendments to the Plan must also be approved by the TSX and, if necessary, by the Shareholders of the Corporation prior to becoming effective. As of the date hereof and since the date of listing of Harte Gold Corp. common shares on the TSX a total of 1,280,000 stock options have been exercised under the Plan equal to 0.28% of the common shares outstanding as of the Record Date.

According to the provisions of the Plan, the Board is authorized to provide for the granting, exercise and method of exercise of options, all on such terms as it shall determine including the delegation of the administration and operation of the Plan, in whole or in part, to a committee of the Board, subject to the terms of the Plan and applicable stock exchange rules. Under the Plan, the aggregate number of shares reserved for issuance may not exceed 10% of the total number of issued and outstanding Common Shares at the time of any option grant. As of the date of hereof, an aggregate of 48,590,000 options (representing approximately 8.45% of the issued and outstanding Common Shares) have been granted under the Plan (on a rolling basis). Accordingly, as of the date of this Information Circular 48,590,000 Common Shares (representing approximately 8.45% of the issued and outstanding Common Shares) are currently reserved for issuance pursuant to options granted under the Plan and the Corporation may grant an additional 8,900,116 options under the Plan, calculated based on 10% of the number of Common Shares issued and outstanding as of the date of this Information Circular.

The number of Common Shares that may be acquired under an option granted to a Participant is determined by the Board, provided that, (a) the number of securities issuable to insiders of the Corporation, at any time, under all security based compensation arrangements, cannot exceed 10% of issued and outstanding securities of the Corporation and (b) the number of securities issued to insiders of the Corporation, within any one year period, under all security based compensation arrangements, cannot exceed 10% of the issued and outstanding securities of the Corporation. The Plan does not provide for a maximum number of Common Shares which may be issued to an individual pursuant to the Plan and any other share compensation arrangement (expressed as a percentage or otherwise).

The exercise price of any options granted under the Plan will be fixed by the Board at the time of the grant, provided that the exercise price of the options shall not be less than the "market price" of the Corporation's common shares as traded on the Exchange, being the closing price of the Common Shares on the Exchange on the day preceding the grant, or such other price as may be agreed to by the Corporation and accepted by the Exchange.

The period during which an option may be exercised shall also be determined by the Board at the time the option is granted, provided that no option shall be exercisable for a period exceeding ten (10) years from the date it was granted and subject to any vesting limitations imposed by the Board in its sole unfettered discretion at the time of the grant. Generally, options expire within 90 days of a Participant ceasing to be a Participant, or immediately if the Participant is terminated for cause. In the event of the death of any Participant, the legal representative(s) of the Participant shall have the right for a period of one year (or until the normal expiry date of the option rights of such Participant if earlier) from the date of death of the deceased Participant to exercise the Participant's option with respect to the Participant's shares. All options granted pursuant to the Plan are personal to the grantee and are not assignable or otherwise transferable except for a limited right of assignment to allow (a) the exercise of options by a Participant's legal representative in the event of death or incapacity, or (b) the transfer of an option to a corporation wholly owned by the Participant or certain trusts, of which the Participant is the sole beneficiary or (c) to an individual providing services to the Corporation on behalf of the Optionee, where the Optionee is a holding entity of such individual.

The Plan or any Option thereunder may be amended at any time, subject to the approval of the Board and, if required, the Shareholders, as well as any requisite regulatory approvals. The Plan provides that Shareholder approval will be required in the case of any amendments to the Plan resulting in: (a) a reduction in the exercise price or purchase price under the Plan benefiting an Insider of the Corporation; (b) an extension of the term under the Plan benefiting an insider of the Corporation; (c) any amendment to remove or exceed the insider participation limit set out in the Plan; (d) an increase in the maximum number of Common Shares issuable, either as a fixed number or a fixed percentage of the Corporation's outstanding capital represented by such Common Shares; and (e) amendments to an amending provision within the Plan in addition to such other matters that may require Shareholder approval under the rules and policies of Exchange. The Board has the authority to make other amendment to the Plan without requiring Shareholder approval, including but not limited to the following (i) amendments of a "housekeeping" nature; (ii) a change to the vesting provisions of options granted pursuant to the Plan; and (iii) a change to the termination provisions of Options granted under the Plan which does not entail an extension beyond the original expiry date.

#### **INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS**

None of the directors or senior officers of the Corporation and no associates or affiliates of any of them, nor any proposed nominee as a director of the Corporation, is or has been indebted to the Corporation or its subsidiaries at any time since the beginning of the Corporation's last completed financial year.

#### **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

##### **Corporate Governance**

The Canadian Securities Administrators in National Instrument 58-101 – *Disclosure of Corporate Governance Practices ("NI 58-101")* have adopted guidelines for effective corporate governance which address the constitution and independence of boards, the functions to be performed by boards and their committees and the recruitment, effectiveness and education of board members. A description of the Corporation's corporate governance practices is set out below, including a discussion of the principal matters relating to corporate governance practices discussed in NI 58-101.

##### **Board of Directors**

The Board exercises independent supervision over the Corporation's management through frequent meetings of the Board; Richard Colterjohn, Richard Faucher, Derek Rance, Douglas Scharf and Richard Sutcliffe are independent directors as such term is defined by NI 58-101 and constitute a majority of the Board. None of the independent directors has a direct or indirect material relationship with the Corporation, including any business or other relationship, which could reasonably be expected to interfere with the director's ability to act with a view to the best interest of the Corporation or which could reasonably be expected to interfere with the exercise of the director's independent judgment. Messrs. Flach and Roman are deemed to be members of management and are therefore not considered independent. Independent members of the Board meet separately from non-independent directors on an as needed basis. The Chairman of the Board is not independent.

Name of Director	Directorships with other Reporting Issuer(s) <sup>(1)</sup>	Attendance at Board Meetings
Stephen G. Roman	Global Atomic Corporation	11/11
George A. Flach <sup>(3)</sup>	None	10/11
Richard R. Faucher	Karmin Exploration Inc., Robex Resources Inc., Global Atomic Corporation	11/11
Derek C. Rance	Global Atomic Corporation	11/11
Douglas Scharf <sup>(4)</sup>	None	11/11
Richard H. Sutcliffe	Inventus Mining Corp.	11/11
Richard M. Colterjohn <sup>(2)</sup>	Mag Silver Corp., Roxgold Corp.	11/11
Michael W. Scherb <sup>(5)</sup>	None	N/A
Michael P. Cowie <sup>(6)</sup>	None	N/A
Fergus P. Kerr	None	N/A

(1) Information as to directorships with other reporting issuers is provided by the directors.

(2) Appointed to the Board February 15, 2017

(3) George Flach resigned from the Board December 31, 2017

(4) Douglas Scharf passed away March 23, 2018

(5) Michael Scherb appointed to the Board April 4, 2018

(6) Proposed Director

##### **Board Mandate**

The Board is responsible for hiring senior management and supervising and overseeing the management of the business of the Corporation. Below is a copy of the text of the Board's written mandate as adopted by the Corporation.

##### **I. Purpose**

The Board Mandate is established to provide a framework within which the Board assumes responsibility for the stewardship of the Corporation.

## **II. Responsibilities**

The Board is responsible for the following matters (either itself, or through duly appointed and constituted committees of the Board in accordance with applicable laws):

1. The Board contributes to the development of strategic direction by approving, at least annually, a strategic plan developed and proposed by management. The plan will take into account the business opportunities and business risks of the Corporation. The Board reviews with management from time to time the strategic planning environment, the emergence of new opportunities, trends and risks and the implications of these developments for the strategic direction of the Corporation. The Board reviews and approves the Corporation's financial objectives, plans and actions, including significant capital allocations and expenditures.
2. The Board monitors corporate performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
3. The Board identifies the principal business risks of the Corporation and ensures that there are appropriate systems put in place to manage these risks.
4. The Board monitors and ensures the integrity of the internal controls and procedures (including adequate management information systems) within the Corporation and its financial reporting procedures of the Corporation.
5. The Board is responsible for ensuring appropriate standards of corporate conduct including adopting a corporate code of ethics for all employees and senior management, and monitoring compliance with such code. Only the full Board may grant waivers of the corporate code of ethics which would be to the benefit of directors and/or executive officers.
6. The Board, directly and indirectly through the Audit Committee, is responsible for the review and approval of quarterly and annual financial statements, management's discussion and analysis related to such financial statements, and budgets and forecasts.
7. The Board is responsible for establishing and reviewing from time to time a dividend policy for the Corporation.
8. The Board, directly and indirectly through the Nominating, Compensation & Governance Committee, is responsible for reviewing the compensation of members of the senior management team to ensure that they are competitive within the industry and that the form of compensation aligns the interest of each such individual with those of the Corporation.
9. The Board reviews and approves material transactions not in the ordinary course of business.
10. The Board ensures that there is in place appropriate succession planning, including the appointment, training and monitoring of senior management and members of the Board.
11. The Board is responsible for assessing its own effectiveness in fulfilling its mandate and evaluating the relevant relationships of each independent director.
12. The Board develops and approves a disclosure policy to include a framework for investor relations and public disclosure policy.
13. The Board is responsible for satisfying itself as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the organization. The Board is responsible for developing and approving goals and objectives which the CEO is responsible for meeting.
14. The Board is responsible for developing the Corporation's approach to corporate governance principles and guidelines that are specifically applicable to the Corporation.
15. The Board is responsible for performing such other functions as prescribed by law or assigned to the Board in the Corporation's governing documents.
16. Set forth below are procedures relating to the Board's operations:

### **(a) Size of Board and Selection Process**

The directors of the Corporation are elected each year by the shareholders at the annual meeting of shareholders. The Nominating, Compensation & Governance Compensation Committee recommend to the full Board the nominees for election to the Board. The Board then proposes a slate of nominees to the shareholders for election based upon the following considerations:

- (i) the competencies and skills which the Board as a whole should possess;
- (ii) the competencies and skills which each existing director should possess; and

- (iii) the appropriate size of the Board to facilitate effective decision-making.

Any shareholder may propose a nominee for election to the Board either by means of a shareholder proposal upon compliance with the requirements prescribed by the OBCA or at the annual meeting. The Board also recommends the number of directors on the Board to shareholders for approval, subject to compliance with the OBCA. Between annual meetings, the Board may appoint directors to serve until the next annual meeting.

**(b) Qualifications**

Directors should have the highest personal and professional ethics and values and be committed to advancing the best interests of the Corporation. They should possess skills and competencies in areas that are relevant to the Corporation's activities. As a TSX listed Corporation, the majority of the directors will be "independent" directors within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, of the Canadian Securities Administrators.

**(c) Director Orientation and Continuing Education**

The Nominating, Compensation & Governance Committee is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- (i) the role of the Board and its committees;
- (ii) the nature and operation of the business of the Corporation; and
- (iii) the contribution which individual directors are expected to make to the Board in terms of time and resource commitments.

**(d) Meetings**

The Board has at least five scheduled meetings a year. Additionally, the Board will meet as required for specific purposes.

***Orientation and Continuing Education***

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

***Ethical Business Conduct***

The Board adopted a written code of business conduct and ethics effective March 27, 2013 and has established a whistle blower policy, which outlines the complaint procedure for concerns about any aspect of the Corporation's activities and operations; details of the whistle blower policy are described in the Audit Committee Charter included in Item 15 of the Corporation's Annual Information Form (the "AIF") dated March 31, 2017 which is on the Corporation's website at [www.hartegold.com](http://www.hartegold.com) and filed on SEDAR at [www.sedar.com](http://www.sedar.com). In addition, as some of the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, the directors must comply with the conflict of interest provisions under the OBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his or her interest and is not entitled to vote at meetings of directors where such a conflict arises.

***Position Descriptions***

The Board has developed written position descriptions for the Chairman of the Board, the Chairs of its committees and the CEO.

***Orientation and Continuing Education***

Each director brings a different skill set and professional background, the Board is able to determine what orientation to the nature and operations of the Corporation's business will be necessary and relevant to each new director. The Corporation will provide continuing education for directors as such need arises and encourages open discussion at all meetings which format encourages learning by the directors.

***Nomination of Directors***

Candidates for the Board are initially assessed by the Nominating, Compensation & Governance Committee and recommended for approval by the Board. The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, the composition required to carry out the Board's duties effectively and maintain a diversity of views and experience. For as long as ANR Investments B.V. ("ANR") holds a minimum 7.5% interest in the Corporation, the number of directors on the Board shall not exceed eight (8) individuals of whom ANR will have the right to nominate two (2) Board nominees.

***Compensation***

Members of the Board are not currently compensated for acting as directors, save for the grant of incentive stock options pursuant to the Corporation's stock option plan and the policies of the TSX. Management presents the Board or the Nominating, Compensation & Governance Committee its suggested option grants for both management and the Board which suggestions are reviewed by the Board or, reviewed by the Committee and if in agreement, recommended to the Board for approval.

### ***Women on the Board and in Executive Offices***

The Corporation has not adopted a written policy specifically relating to the identification and nomination of women directors nor does the Board or the Nominating, Compensation & Governance Committee consider the level of representation of women on the Board or in executive positions when nominating candidates for election to the Board or when making executive officer appointments. Instead, the Board and the Nominating, Compensation & Governance Committee evaluates potential nominees to the Board by reviewing the qualifications of the nominee, irrespective of gender, the composition of the Board and anticipated skills required to round out the capabilities of the Board. Similarly, the Board assesses candidates for executive positions with the Corporation based on experience, skill and merit. The Corporation values diversity, including, without limitation, diversity of experience, perspective, education, race and gender. The Board has not set specific targets as to the number of women board members it will maintain or the number of women executive positions it will maintain given the relatively small number of directors it currently has and the infrequent turnover of directors and executive officers. As at the date of this Information Circular, no women are members of the Board.

### ***Term Limits***

The Corporation has not adopted a written policy with regards to Director Term Limits. The Board ensures that there is in place appropriate succession planning, including the appointment, training and monitoring of senior management and members of the Board.

### **Nominating, Compensation & Governance Committee**

The Nominating, Compensation & Governance Committee was first established on June 21, 2011 following the annual and special meeting of Shareholders of the Corporation held June 21, 2011 and pursuant to the listing of the Corporation's Common Shares on the TSX. The duties and responsibilities of the Nominating, Compensation & Governance Committee in determining compensation levels for the year ended December 31, 2017 were performed by the Board. The Nominating, Compensation & Governance Committee assists the Board in fulfilling its obligations relating to human resource and compensation matters of the Corporation and its subsidiaries and to establish a plan for the continuity and development of senior management. The current members of the Nominating, Governance & Compensation Committee are Messrs. Colterjohn, Faucher and Sutcliffe each of whom is an independent director. Further information regarding the Nominating, Compensation & Governance Committee's responsibilities, powers and operation are set out above under the section entitled "Statement of Executive Compensation". The Corporation believes each of the Nominating, Compensation & Governance Committee members possess the skills and experience to enable the member to make decisions on the suitability of compensation and governance policies and practices of the Corporation as set out below.

#### **Mr. Colterjohn**

Mr. Colterjohn has over 25 years in the mining sector as an investment banker, director and operator, formerly Head of Mining Sector Investment at UBS Bunting Warburg from 1992 to 2002. Currently Managing Partner of Glencoban Capital Management Inc.; an investment management company, Director of MAG Silver Corp. since 2007 and Roxgold Inc. since 2012.

#### **Mr. Faucher**

Mr. Faucher is a retired Professional Engineer trained in metallurgical engineering. Mr. Faucher has had extensive experience in the management of large mining and metallurgical projects and has held senior management positions in several large mining companies and metallurgical projects including serving as Vice-President, Brunswick Mining & Smelting, for Noranda Inc. and, President and General Manager Falconbridge Dominicana, a large nickel mine.

#### **Mr. Sutcliffe**

Mr. Sutcliffe is a Professional Geoscientist with PhD in geology and has over 30 years' experience in the mining sector as a director and executive managing mineral exploration and development programs. Currently he is President of Pavey Ark Minerals Inc., a private exploration company,

### ***Other Board Committees***

In addition to the Audit Committee and the Nominating, Compensation & Governance Committee, the Board has established a Health & Safety Committee. The current members of the Health & Safety Committee are Messrs. Kerr, Rance and Sutcliffe. Each committee has been constituted with directors, at least 50% of whom are independent.

### ***Assessments***

The Board does not currently have a formal process in place for assessing the effectiveness of the Board or its individual directors.

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

The Audit Committee is governed by an Audit Committee Charter (the "**Charter**") which has been adopted by the Board in order to comply with NI 52-110 and to define the role of the Audit Committee in the oversight of the financial reporting process of the Corporation. The Corporation's Audit Committee is currently comprised of two independent directors due to the passing of Mr. Douglas Scharf on March 23, 2018. Messrs. Faucher and Rance are "financially literate" as defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Mr. Michael Cowie H.B.A., a proposed Director, is a graduate of the Richard Ivey School of Business Administration, University of Western Ontario. An early partner of Leasco Realty later Colliers International; a global commercial real estate services company with over 500 offices and 15,000 employees. Mr. Cowie is a founding partner and director of Cowie Capital Partners, a private real estate development company that holds a number of large, mixed use projects, associated planned development costs are in excess of \$1 billion. Mr. Cowie is "financially literate" as defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").

Nothing in the Charter is intended to restrict the ability of the Board or the Audit Committee to alter or vary procedures in order to comply more

fully with NI 52-110, as amended from time to time. The Audit Committee Charter and further disclosure with respect to the members and actions of the Audit Committee as required pursuant to NI 52-110 are included in Item 15 of the AIF which can be found on the Corporation's website at [www.hartegold.com](http://www.hartegold.com) and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is included in the Corporation's audited Financial Statements for the fiscal year ended December 31, 2017 and the related Management's Discussion and Analysis and is available on SEDAR at [www.sedar.com](http://www.sedar.com) or by contacting the Corporation as shown in the Notice of Annual Shareholders Meeting.

#### **BOARD APPROVAL OF CIRCULAR**

The contents of this Information Circular and the sending thereof have been approved by the directors of the Corporation.

**DATED:** May 8, 2018

*"Stephen G. Roman"*

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Stephen G. Roman  
President and Chief Executive Officer