

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders ("AGM" or the "Meeting"), of Western Resources Corp. (the "Company" or "Western Resources") will be held virtually by ZOOM (see below for access information) on Friday, **March 10, 2023** at **9:00 a.m.** PST for the following purposes:

1. To receive and consider the audited financial statements of the Company for fiscal year ended Sept. 30, 2022, including the auditor's report, and the annual Management Discussion and Analysis Report (MD&A).
2. To set the number of Directors at seven (7).
3. To elect directors to hold office until the close of the next Annual General Meeting.
4. To appoint auditor for the Company to hold office until the close of the next Annual General Meeting.
5. To authorize the directors to fix the remuneration to be paid to the auditor of the Company.

The audited financial statements of the Company for fiscal year ended Sept. 30, 2022 are available for viewing on SEDAR at <https://www.sedar.com> and on <https://www.westernresources.com/investors/agm>.

The Management Information Circular ("MIC") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. The MIC is available for viewing on SEDAR (<https://www.sedar.com>) and at <https://www.westernresources.com/investors/agm> or can be obtained at the Meeting.

The directors of the Company fixed the close of business on **January 25, 2023** as the record date for determining holders of common shares who are entitled to vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead.

All registered shareholders can join the virtual AGM by accessing the ZOOM link below:

Direct access at:

<https://us02web.zoom.us/j/3317168384?pwd=R3RzbVNBMmhtb2lnbENLV3ZMRU8xUT09>

or through Meeting ID and Passcode at: <https://www.zoom.us/join>

Meeting ID: 331 716 8384

Passcode: western

If you are unable to attend the virtual Meeting in person, please complete, sign and date the Form of Proxy and return your signed Form within the time and to the location in accordance with the instructions set out in the Form of Proxy and Information Circular accompanying this Notice. Please advise the Company of any change in your address.

DATED at Vancouver, B.C. this 31<sup>st</sup> day of January 2023.

BY ORDER OF THE BOARD OF DIRECTORS

**WESTERN RESOURCES CORP.**

*"Bill Xue"*

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Bill Xue, Chairman

## MANAGEMENT INFORMATION CIRCULAR

As at January 31<sup>st</sup>, 2023 unless otherwise noted

(All dollar amounts shown are in Canadian dollars unless otherwise stated)

### SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Western Resources Corp. ("Western Resources" or the "Company"), at the time and place and for the purposes set forth in the Notice of Annual General Meeting of Shareholders (the "Notice of Meeting").

Notes: The term "shareholder" as defined in the *Business Corporations Act* (British Columbia), S.B.C.2002, c.57 (the "BCBCA"), except in section 385, means a person whose name is entered in a securities register of a company as a registered owner of a share of the company or, until such an entry is made for the company:

- (a) in the case of a company incorporated before the coming into force of the BCBCA, a subscriber, or
- (b) in the case of a company incorporated under the BCBCA, an incorporator.

Under National Instruments 54-101 and 52-102, and with the concept of Notice & Access introduced by the Canadian Securities Administrators (the "CSA"), issuers may change their existing mail packs to a single Notice outlining the meeting date, time, venue, and provide information on how to ACCESS the proxy materials online. Main benefit of the Notice & Access is the reduction in printing which greatly reduces environmental impact as no longer printing high volume of materials. However, proxies may also be solicited personally or by telephone by directors, officers or employees of the Company at nominal cost. The cost of this solicitation will be borne by the Company.

### APPOINTMENT OF PROXYHOLDER

A duly completed Form of Proxy will constitute the person(s) named in the enclosed Form of Proxy as the proxyholder for the shareholder (the "Registered Shareholder"). The persons whose names are printed in the enclosed Form of Proxy for the Meeting are officers or directors of the Company (the "Management Proxyholders").

A Registered Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Registered Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy ("Proxy") in a form similar to the enclosed form. A proxyholder needs not be a Registered Shareholder.

The persons named in the accompanying Form of Proxy are nominees of the Company's management. A shareholder desiring to appoint another person (who needs not be a shareholder) to represent him or her at the Meeting may do so either by:

- (a) STRIKING OUT THE PRINTED NAMES AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY; OR
- (b) BY COMPLETING ANOTHER PROPER FORM OF PROXY.

The completed Proxy must be deposited at the office of Computershare Investor Services Inc., 100 University Ave., 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting.

A shareholder who has given a Proxy may revoke it by an instrument in writing delivered to the office of Computershare Investor Services Inc., Stock Transfer Department, or to the registered office of the Company at Suite 2500 – 666 Burrard St, Vancouver BC V6C 2X8 or to the Chairman of the Meeting, or in any other manner provided by law, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) or postponement(s) thereof.

### VOTING OF PROXIES

If the instructions as to voting indicated in the Proxy are certain, the common shares of the Company (the "Shares") represented by the proxy will be voted on any poll and where a choice with respect to any matter to be acted upon has been specified in the Proxy, the Shares will be voted on any poll in accordance with the specifications so made. IF A CHOICE IS NOT SO SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY MANAGEMENT IN THE ACCOMPANYING FORM OF PROXY WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED ON THE FORM OF PROXY AND FOR THE NOMINEES OF MANAGEMENT FOR DIRECTORS AND AUDITOR.

The Form of Proxy accompanying this Information Circular confers discretionary authority upon the named Management Proxy holder with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Company knows of no such amendment or variation or matters to come before the Meeting other than those referred to in the accompanying Notice of Meeting.

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Except for the statements of historical fact contained herein, the information presented in this Circular and the information incorporated by reference herein, constitutes "forward-looking information" within the meaning of applicable Canadian Securities Laws concerning the business, operations, plans, financial performance and condition of each of Western Potash and Western Resources. Often, but not always, forward-looking statements can be identified by words such as "*pro forma*", "plans", "expects", "may", "should", "could", "will", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations including negative variations thereof of such words and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual plans, results, performance or achievements of Western Resources or Western Potash to differ materially from any future plans, results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the timing, closing or non-completion of the Arrangement, including due to the parties failing to receive, in a timely manner and on satisfactory terms, the necessary Court, securityholder, stock exchange and regulatory approvals or the inability of the parties to satisfy or waive in a timely manner the other conditions to the closing or the conditions precedent, as applicable, of the Arrangement; factors discussed under the heading "*Risk Factors*".

Although Western Resources has attempted to identify important factors that could cause plans, actions, events or results to differ materially from those described in forward-looking statements in this Circular, and the documents incorporated by reference herein, there may be other factors that cause plans, actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate as actual plans, results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements in this Circular, nor in the documents incorporated by reference herein. All of the forward-looking statements made in this Circular, including all documents incorporated by reference herein, are qualified by these cautionary statements.

Western Resources Shareholders are cautioned not to place undue reliance on forward-looking statements. Western Resources undertakes no obligation to update any of the forward-looking statements in this Circular or incorporated by reference herein, except as required by law.

### **NON-REGISTERED HOLDERS**

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the Shares they own are not registered in their own names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a Registered Shareholder in respect of Shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees of administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")), of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "OBOs".

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to non-registered shareholders unless the non-registered shareholder has waived the right to receive them.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "VIF"). This form is instead of a Proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal Proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

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

Other than as disclosed elsewhere herein, none of the following persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors:

- (a) any director or executive officer of the Company at any time since the commencement of the Company's last completed financial year;
- (b) any proposed nominee for election as a director of the Company; and any associate or affiliate of any of the foregoing persons.

### **FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS**

The consolidated financial statements of the Company for the year ended September 30, 2022 (the "Financial Statements"), including the accompanying notes and the auditor's report, and the Management Discussion and Analysis will be available to the shareholders at the Meeting. These documents are also available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.westernresources.com/investors/agm](http://www.westernresources.com/investors/agm).

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). A securityholder may contact the Company to request copies of the Company's financial statements and Management's Discussion and Analysis ("MD&A"). Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year.

### **APPOINTMENT AND REMUNERATION OF AUDITOR**

Management of the Company will recommend to the Meeting that MNP LLP, at MNP Tower, Suite 2200 - 1021 West Hastings Street, Vancouver, BC, be re-appointed as auditor of the Company to hold office until the close of the next Annual General Meeting of Shareholders. It is proposed that the remuneration to be paid to the auditor be fixed by the directors.

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

The Company is authorized to issue an unlimited number of Shares without par value, of which **408,490,478** Shares are issued and outstanding as of the date of this Information Circular. Only Registered Shareholders whose names have been entered into the registers of Western Resources as at the close of business (5:00 p.m. PST) on the Record Date will be entitled to receive notice of and vote at the Meeting, and the Registered Shareholders are entitled to one vote for each Share held. The directors of the Company fixed **January 25, 2023** as the record date for determining those shareholders entitled to vote at this Meeting or at any adjournment(s) or postponement(s) thereof.

To the knowledge of the directors and senior officers of the Company, there are no persons who, or corporations which, beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Company other than the following:

1. as of the record date, Vantage Chance Limited held 219,726,258 Shares, representing 53.79% of the issued and outstanding Shares;

2. as of the record date, TR Int'l Investment Ltd. held 44,444,446 Shares, representing 10.88% of the issued and outstanding Shares.

### DETERMINATION OF NUMBER OF DIRECTORS

The directors are elected at each annual general meeting to hold office until the next Annual General Meeting or until their successors are duly elected or appointed, unless such office is earlier vacated in accordance with the Articles of the Company or a director becomes disqualified to act as a director. As at the date of this Information Circular the Company has six (6) directors.

The Shareholders at last year's AGM approved the number of directors to be set at six. Management intends to expand the number of directors comprising the Board to seven (7) for the ensuring year.

### ELECTION OF DIRECTORS

The persons named in the following table are proposed by management for election as directors of the Company for the ensuring year, all of whom are incumbent and have confirmed their respective consents to continue sitting in the board. Each director elected will hold office until the next Annual General Meeting or until his successor is duly elected or appointed, unless such office is earlier vacated in accordance with the Articles of the Company or he becomes disqualified to act as a director. In the absence of instructions to the contrary, the enclosed Proxy will be voted for the nominees listed herein.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. THE COMPANY HAS NOT RECEIVED NOTICE OF, AND MANAGEMENT IS NOT AWARE OF, ANY PROPOSED NOMINEE IN ADDITION TO THE NAMED NOMINEES.

The following information concerning the respective nominees has been furnished by each of them:

Name, Province/State and Country of Ordinary Residence	Present principal occupation, business or employment and, if not elected a director by a vote of security holders, principal occupation, business or employment during the past five years <sup>(1)</sup>	Term of service as a director of the Company and Proposed Expiry Date <sup>(2)</sup> and First and Last Position in the Company	Approx. no. of voting securities beneficially owned, or controlled or directed, directly or indirectly or over which direction or control is exercised <sup>(3)</sup>
Bill Xue <sup>(8)</sup> <sup>(9)</sup> BC, Canada	President & CEO of the Company, Executive Director of Tairui Mining Inc. (Canada).	Director & President since September 2015; CEO since April 2017. Chairman since March 2020.	69,305,710 <sup>(9)</sup>
George Gao <sup>(7)</sup> <sup>(8)</sup> Toronto, Canada	Senior VP of the Company since June 2016; CAO & CFO of the Company and President of Western Potash Corp. from June 2016 till April 2019.	Director since March 2021, CFO since April 2021.	Nil
Mark Fracchia <sup>(5)</sup> Calgary, Canada	Chair of the Executive Committee ("EC") of Western Potash Corp. since May 2022; Consultant at March Consulting from 2018 to now; President, Potash at PotashCorp/ Nutrien from 2014 to 2018.	Director and Chair of Nominating & Governance Committee of the Company since March 2022.	Nil
Justin Xing <sup>(10)</sup> Hong Kong, China	Chairman of Vantage Chance Limited	Director since October 2022.	219,726,258

Name, Province/State and Country of Ordinary Residence	Present principal occupation, business or employment and, if not elected a director by a vote of security holders, principal occupation, business or employment during the past five years <sup>(1)</sup>	Term of service as a director of the Company and Proposed Expiry Date <sup>(2)</sup> and First and Last Position in the Company	Approx. no. of voting securities beneficially owned, or controlled or directed, directly or indirectly or over which direction or control is exercised <sup>(3)</sup>
Guy Bentinck <sup>(4) (6) (7)</sup> Toronto, Canada	Consultant of Baffinland Iron Mines since 2019; SVP & CFO of Fairfax Africa from 2017- 2019; President and CEO of Potash Ridge Corp., from 2010-2015; SVP & CFO of Sherritt Int'l Corp. from 1997 to 2010.	Director since March 2020.	Nil
Andrew Hancharyk Victoria, Canada <sup>(4) (6) (7)</sup>	Lawyer for the Government of BC since January 1, 2021; Counsel, Laurentian Bank of Canada, February 2021 to October 2021; Independent Director for Discovery Harbour Resources from September 2010 to now.	Director since March 2021	Nil
Scott Nagel Minneapolis, USA	President of ADM Benson Quinn from 2008 to January 2023.	Director and Audit Committee member candidate	Nil

**Notes:**

- (1) Unless otherwise stated, each of the above-named nominees has held the principal occupation or employment indicated for at least five years.
- (2) For the purposes of disclosing positions held in the Company, "Company" shall include the Company and/or a parent or subsidiary thereof. The term of office of each director or proposed director will expire at the next Annual General Meeting.
- (3) Securities beneficially owned by directors are based on information furnished to the Company by the nominees.
- (4) Member of Audit Committee.
- (5) Member of Nominating & Governance Committee.
- (6) Member of Compensation Committee.
- (7) Member of Corporate Disclosure Policy Committee.
- (8) Member of Executive Committee.
- (9) Mr. Bill Xue controls, directly and indirectly a total of 69,305,710 common shares over which he exercises direction through TR Int'l Investment Ltd., and C&C Int'l Capital Ltd, etc.
- (10) Mr. Justin Xing holds 219,726,258 common shares over which he exercises direction through Vantage Chance Limited.

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

No individual set forth in the above table is, as at the date hereof, or was, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) 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 in effect for a period of more than 30 consecutive days and that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) 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 in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while

such individual was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as set out below, no individual set forth in the above table, nor any personal holding company of any such individual:

- (a) is, as of the date hereof, or has been within 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while such individual was acting in that capacity, or within a year of such individual ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, 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 such individual; or
- (c) has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

### **Majority Voting Policy**

The Board of Directors has adopted a majority voting policy for the election of directors in uncontested elections that meets the requirements of the policies of the Toronto Stock Exchange (the "TSX"). Under this policy, if a nominee does not receive the affirmative vote of at least the majority of votes cast, the director shall be expected to promptly tender a resignation for consideration by the Board. The Board shall, taking all material facts into consideration as they determine necessary, and with the nominee in question not participating in such meeting, consider the resignation and determine the appropriate action to be taken with respect to such offered resignation. Such factors may include, without limitation, the stated reasons why shareholders withheld votes from the election of the nominee, the length of service and the qualifications of the director whose resignation has been submitted, such director's contributions to the Company and the Company's governance guidelines, if any. The Board's determinations may include: accepting the resignation, maintaining the director but addressing what the Board believes to be the underlying cause of the withheld votes, resolving that the director will not be re-nominated in the future for election, or rejecting the resignation. Such resolution shall set out the reasons underlying the basis for the Board's decision. With exception of special circumstances that would warrant the continued service of the applicable director on the Board, the Board shall be expected to accept the resignation by the director. If a resignation is accepted, the Board may appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board.

The Board's decision shall be made within 90 days after the shareholder meeting at which the election of directors occurred and the Company will then promptly issue a news release setting out that decision. If applicable, the news release will set out the reasons for rejecting any resignation.

### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of this Information Circular:

- (a) "Chief Executive Officer" or "CEO" means each individual who served as chief executive officer of the Company or acted in a similar capacity during the most recently completed financial year;
- (b) "Chief Financial Officer" or "CFO" means each individual who served as chief financial officer of the Company or acted in a similar capacity during the most recently completed financial year;
- (c) "Named Executive Officers" or "NEOs" means the following individuals:
  - (i) each CEO;
  - (ii) each CFO;

- (iii) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000; and
- (iv) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, on Sept. 30, 2022.

The following disclosure sets out the compensation that the Board intended to pay, make payable, award, grant, give or otherwise provide to each NEO and director for the financial year ended Sept. 30, 2022.

## COMPENSATION DISCUSSION AND ANALYSIS

The Company has established a Compensation Committee, which Committee was comprised of three (3) directors for the past fiscal year (one director resigned in May 2022 as a result of the change in his nominee shareholder's holdings of Western Resources). The Board will appoint annually, at the organizational meeting of the full Board, from its members, the members of the Committee. The Board will appoint one member of the Committee as Chair of the Committee. Should a Committee member cease to be a director of the Company, then such Committee member shall be automatically removed. In discharging its general purposes, the Committee's duties include the following items:

1. reviewing the adequacy and form of compensation of senior management;
2. reviewing the performance of the Company's senior management and recommending annually to the Board for approval the amount and composition of compensation to be paid to the Company's senior management;
3. reviewing and approving the corporate goals and objectives relevant to CEO, President and CFO and other senior officer's compensation;
4. reviewing and making recommendations to the Board of Directors with respect to pension, stock option and other incentive plans for the benefit of senior management;
5. overseeing the administration of the Company's employee stock option plan; and
6. reviewing the adequacy and form of the compensation of directors.

On March 4, 2008 the Board (and through to April 5, 2017 when the Plan of Arrangement occurred, all referring to that of the Western Potash Corp) approved the Company's first employee incentive stock option plan (the "Initial Plan"). Pursuant to the terms of the Initial Plan, up to 10% of the total number of Shares issued and outstanding from time to time were reserved for issuance as stock options. Shareholder approval to the Initial Plan, as amended, was obtained at the Company's Annual General Meetings held March 26, 2009, March 24, 2010, and March 30, 2011.

On July 12, 2011 the Company's listing was transferred from the TSX Venture Exchange to the Toronto Stock Exchange ("TSX"). At the Company's Annual and Special General Meeting held on March 26, 2012, Management of the Company sought and obtained shareholder approval to replace the Company's Initial Plan with a new stock option plan in order to become fully compliant with the policies of the TSX.

The TSX requires all unallocated options, rights or other entitlements under a security-based compensation arrangement which does not have a fixed maximum aggregate of securities issuable to be approved by shareholders every three years and therefore the Plan was placed before the shareholders for ratification and approval at its 2015 Annual General Meeting, 2018 Annual General Meeting and 2021 Annual General Meeting of the Company, respectively.

The purpose of the Company's Plan was to attract, retain and motivate directors, officers, employees and other service providers by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and to benefit from its growth.

The Company's compensation policies and programs are designed to be competitive with similar mineral property exploration companies and to recognize and reward executive performance consistent with the success of the Company's business. As of January 31, 2023, the total number of issued and outstanding stock options of the Company is **27,450,000**.

The compensation program is designed to reward performance of the NEO of the duties and responsibilities of the particular position and the attainment of the goals set for the NEO in conjunction with the strategic plan of the issuer. The Compensation Committee approved ranges for base salaries for executives of the Company. Compensation comparables were determined on the position of the executive and using experience levels commensurate with the biographies of the current executive and management team. Compensation information, including potential bonuses as a percentage of salary, was extracted from 9 mid-tier and 9 junior mining companies (whose names were not disclosed) classified as either "Development/Exploration, Surface projects < 100 employees", or "Operating mines,



Surface projects < 1,000,000 tonnes per year, <100 employees". These categories are relevant to the Company's business and industry size.

Performance goals or similar conditions for the Company upon which bonuses are based include subjective and objective measurements tied to the overall development of the Company. As the Company has no earnings and is in the construction stage of its mineral project, performance goals are not directly based on its financial statements, apart from capital raised for the Company by management through equity or debt offerings.

The significant elements of compensation awarded to the NEOs are cash salary, stock options and/or annual bonuses.

**Cash Salary:**

The NEOs are paid a salary in order to ensure that the compensation package offered by the Company is in line with that offered by other companies in the industry, and as an immediate means of rewarding the NEOs for efforts expended on behalf of the Company. The salary to be paid to a particular NEO is determined by available information from the industry. Payment of a cash salary fits within the objective of the compensation program since it rewards the NEO for performance of his or her duties and responsibilities. The payment of such salary may impact on other elements of the compensation package to a particular NEO.

The Compensation Committee reviews the compensation of senior officers and management and provides recommendations to the Board for discussions and approvals with respect to compensation entitlement to incentive compensation (if any), in light of the senior officers' annual performance and in light of criteria proposed by the Committee and adopted by the Board.

**Annual Bonus, Stock Options, etc:**

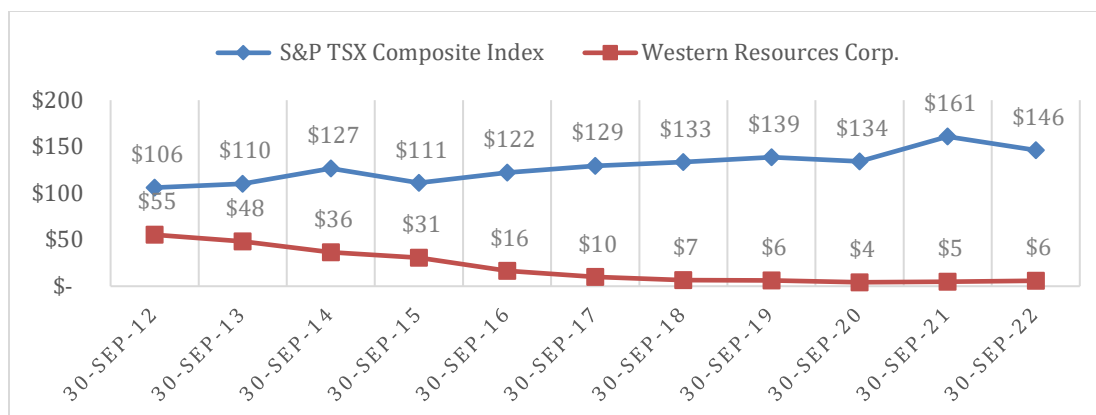
The Compensation Committee reviews any bonuses and stock option grants with the Board and proposes to the Board criteria for assessing the performance of senior management, on an annual basis, in accordance with an evaluation process established by the Board. The performance evaluations of the CEO, CFO and other senior management are then submitted to the Board or Chairman for review and approval. Annual bonuses, if any, and stock options are not based on formal measures, such as share price and E/P ratios.

Following the year ended September 30, 2022 the Company did not take any action or make any decisions or policies that could affect a reasonable person's understanding of any NEO's compensation for the most recently completed financial year, other than as otherwise disclosed herein and in the public records of the Company.

**Performance Graph**

The graph below compares the yearly percentage change in the cumulative total shareholder return on the Company's common shares against the cumulative total shareholder return of the Toronto Stock Exchange 300 Total Return Index for the period commenced September 30, 2013 and ended September 30, 2022, which was in contrast to the general performance of the S&P/TSX Composite over the same period of time, but was generally in line with the overall trend of global potash industry performance.

**Chart 1** Comparison of Total Shareholder Return on Common Shares  
of the Company and the S&P/TSX Composite - Total Return Index Value  
(based on Canadian dollars)



The graphs assume that the initial value of the investment on the stock exchange in the Company's common shares and in the indexes was \$100 on the initial date. The Company was initially listed on the TSX Venture Exchange on May 6, 2008. It has been listed on the TSX since July 12, 2011. On April 5, 2017, Western Potash Corp., through a Plan of Arrangement (the "Arrangement") with Western Resources Corp, was delisted from the Toronto Stock Exchange, and all of its issued and outstanding shares, in the amount of 219,726,258, were simultaneously exchanged for Western Resources common shares on the basis of one Western Potash share for 0.2 of a Western Resources share. As a result, Western Resources common shares commenced trading at the TSX on April 5, 2017 under the symbol of WRX. On September 28, 2022, the Company successfully closed a transaction which resulted in the conversion of common shares of Western Potash Holdings Corp. (a subsidiary of Western Resources which held all of the shares of Western Potash) held by Vantage Chance Limited into Western Resources and resulting in Vantage having a control position in Western Resources.

It is noted that the trend shown by this graph does not reflect the trend in the Company's compensation to executive officers over this period. During this period, the Company was experiencing significant growth while the shareholder return was declining due to disruptions in the financial, junior resource and potash markets.

### Option Based Awards

As stated elsewhere herein, the Company has adopted an updated incentive stock option plan (the "**2021 Plan**"). The Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board. The Plan provides that options will be issued pursuant to option agreements to directors, officers, employees or consultants of the Company. All options expire on a date not later than ten (10) years after the issuance of such options.

The process by which the Board grants option-based awards to executive officers is:

- Options are generally granted to board directors, corporate executives and employees in key positions as well as major consultants as part of the annual compensation review. Options are also granted at other times during the year to individuals commencing employment with the Company or as circumstances warrant, including the closing of significant financings or other transactions. The exercise price for the options is established at the time each option is granted, and such price, in all cases shall be not less than the market price of the securities at the time the option is granted; or a reasonable pre-determined formula, based on a weighted average trading price or average daily high and low board lot trading prices for a short period of time prior to the time of the grant.
- The Board often approves base salaries, annual cash incentives and stock options at the same time to facilitate consideration of target direct compensation to executive officers. Options are granted at other times of the year to individuals commencing employment with the Company.

### SUMMARY COMPENSATION TABLE

The compensation paid to the NEOs during the Company's last three fiscal years as of September 30, 2022 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary <sup>(1)</sup> (\$)	Share-based awards (\$)	Option-based awards <sup>(2)</sup> (\$)	Non-equity incentive plan compensation <sup>(3)</sup> (\$)		Pension value (\$)	All other compensation <sup>(4)</sup> (\$)	Total Compensation (\$)
					Annual incentive plans <sup>(3)</sup>	Long-term incentive plans			
Bill Xue <sup>(5)</sup> CEO & President; Managing Director of WPC	2022	\$240,000	N/A	\$31,492	\$72,000	N/A	N/A	NIL	\$343,492
	2021	\$240,000	N/A	NIL	N/A	N/A	N/A	NIL	\$240,000
	2020	\$240,000	N/A	NIL	N/A	N/A	N/A	NIL	\$240,000
Fritz Venter COO of Western Potash <sup>(6)</sup>	2022	NIL	N/A	NIL	NIL	N/A	N/A	NIL	NIL
	2021	\$100,000	N/A	NIL	N/A	N/A	N/A	\$20,000	\$120,000
	2020	\$240,000	N/A	NIL	N/A	N/A	N/A	\$36,000	\$276,000
George Gao, CFO <sup>(7)</sup>	2022	\$90,000	N/A	\$32,887	\$127,000	N/A	N/A	NIL	\$249,887
	2021	\$77,500	N/A	\$43,840	\$18,000	N/A	N/A	NIL	\$139,340
	2020	\$60,000	N/A	\$24,805	NIL	N/A	N/A	NIL	\$84,805
Jerry Zhang, VP, WRX SVP, WPC	2022	\$180,000	N/A	\$15,747	\$12,000	N/A	N/A	NIL	\$207,747
	2021	\$180,000	N/A	NIL	\$9,000	N/A	N/A	NIL	\$189,000
	2020	\$168,000	N/A	NIL	N/A	N/A	N/A	\$25,000	\$193,000
Francis Mukanya Engineering Manager of WPC	2022	\$157,872	N/A	\$113,075	\$47,361	N/A	N/A	NIL	\$318,308
	2021	\$152,724	N/A	\$21,524	\$39,468	N/A	N/A	\$10,000	\$202,214
	2020	\$128,800	N/A	\$18,475	N/A	N/A	N/A	\$8,000	\$155,275

**Notes:**

- (1) Includes the dollar value of cash and non-cash base salary earned during a financial year covered.
- (2) The amount represents the fair value, on the date of grant, of awards made under the Company's stock option plan. Deemed fair value of options granted during the fiscal year, based on the Black-Scholes option pricing model. The Company used the Black-Scholes option pricing model as the methodology to calculate the grant date fair value, and relied on the following weighted average assumptions and estimates for the 2019 and 2020 calculations:
  - For the 2019 stock option grants: risk-free interest rate of 1.49%; expected life of 5 years; forfeiture rate of 0%; expected volatility of 66% and a dividend rate of 0%.
  - For the 2020 stock option grants: risk-free interest rate of 0.39%; expected life of 5 years; forfeiture rate of 0%; expected volatility of 81%, and a dividend rate of 0%.
  - For the 2021 stock option grants: risk-free interest rate of 0.46% to 0.79%; expected life of 5 years; forfeiture rate of 0%; expected volatility of 65% to 94%, and a dividend rate of 0%.
 The Black-Scholes option pricing model is used because it provides a fair value widely accepted by the business community and is regarded as one of the best ways of determining fair prices of options.
- (3) These amounts, if any, include annual non-equity incentive plan compensation, such as bonuses, including signing bonus and discretionary amounts for the year ended September 30, 2021.
- (4) These amounts cover all compensation other than amounts already set out in the table for the year ended September 30, 2022 and include directors' fees, as applicable, and annual bonuses for prior year's performance, new employee signing bonus, and, if any, amounts paid upon resignation, retirement or other termination of employment or change in control and insurance premiums with respect to term life insurance. Director fees for sitting on the Board and for Board meetings are set at \$5,000 per quarter for each of the last four quarters, payable to non-executive directors only. Committee Chairmen are paid \$7,500 per quarter including director fees effective April 1, 2018.
- (5) Bill Xue was appointed Managing Director of Western Potash effective April 2021.
- (6) Fritz Venter resigned from Western Potash as CEO & President as of March 31, 2021 and re-joined as its COO effective as of Oct 1, 2022.
- (7) George Gao worked on part-time basis effective May 1, 2019. He was appointed as CFO since April 2021.
- (8) Francis Mukanya was appointed Engineering Manager of Western Potash as of October 2022, prior to that he was the Operations Manager since September 2020.
- (9) Randy Lange was contracted as the Construction Manager of Western Potash as of May 2022.

**INCENTIVE PLAN AWARDS**

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

The purpose of the Company's Initial Plan and the following Stock Option Plan was to attract, retain and motivate directors, officers, employees and other service providers by providing them with the opportunity, through share

options, to acquire a proprietary interest in the Company and to benefit from its growth. Directors, officers, employees and consultants of the Company are eligible for stock options at the sole discretion of the Board of Directors. Please refer to the most updated Stock Option Plan circulated together with the Management Information Circular relating to the 2021 shareholder meeting titled "Western Resources Corp. Incentive Stock Option Plan", available also for viewing on SEDAR at [www.sedar.com](http://www.sedar.com).

As of September 30, 2022, there was a total of **16,750,000** stock options that were outstanding for any of the Company's directors, executives, consultants or staffs, and there were **1,890,000** shares exercised by recipients during the fiscal year ended September 30, 2022.

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

The following table sets out all incentive plans (value vested or earned) during the year ended September 30, 2022, for each NEO:

<b>Name</b>	<b>Option-based awards – Value vested during the year<sup>(1)</sup> (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Bill Xue	\$31,492	N/A	N/A
George Gao	\$32,887	N/A	N/A
Jerry Zhang	\$15,747	N/A	N/A
Francis Mukanya	\$113,075	N/A	N/A

**Notes:**

- (1) In accordance with the terms of the Company's current stock option plan, all stock options awarded are exercisable for a period of up to ten years. The outstanding stock options were issued on May 29, 2019, June 28, 2019, April 24, 2020, August 4, 2020, March 15, 2021, October 26, 2021, April 25, 2022 and June 1, 2022, respectively, all valid for five years. These Options, granted per the 2018 & 2021 Incentive Stock Option Plan, became exercisable effective May 7, 2020 upon Board and the Executive Committee resolutions agreeing to remove all conditions placed upon the exercising of the vested stock options, exercisable at 30% of total Options of each holder on an annual base, with any portion or whole of the 30% unvested allowed to be carried over to the following year for exercise.

#### **PENSION PLAN BENEFITS**

The Company has no pension plans for its directors, officers or employees.

#### **TERMINATION OF EMPLOYMENT, CHANGE IN RESPONSIBILITIES AND EMPLOYMENT CONTRACTS**

Effective August 1, 2019, the Company entered into an Employment Contract with Fritz Venter, who held the positions of CEO and President of the Company's wholly owned subsidiary Western Potash Corp., with an annual salary of \$240,000, plus a signing bonus of \$100,000. Effective February 26, 2021, the Company entered into a Termination and Mutual Release Contract with Fritz Venter, who resigned from his positions of CEO and President of Western Potash Corp. on March 31, 2021. Mr. Venter rejoined Western Potash Corp in the position of Chief Operations Officer effective October 1, 2022, with a compensation package of \$300,000 per annum.

Effective November 1, 2021, Western Potash Vice President of Procurement Lowell Berg resigned from his role.

Effective April 1, 2022, Western Potash Vice President of Technology Matthew Wood resigned from his role.

There are no other major employment contracts between the Company or any of its subsidiaries and a Named Executive Officer during the past financial year. There is no compensatory plan or arrangement, including payments to be received from the Company or any of its subsidiaries, with respect to the Named Executive Officers.

#### **DIRECTOR COMPENSATION**

##### ***Director Compensation Table***

During the most recently completed fiscal year, the directors who are not Named Executive Officers of the Company received compensation from the Company in the aggregate amount of \$100,000. This amount includes a value

assigned to option-based awards based on the Black Scholes Option Pricing Model, but there is no assurance that actual value of the options awarded, which are priced above the current trading price of the Company's shares as of the date of this Information Circular, will ever be equal to the amount stated.

Fees provided to the directors for the Company's most recently completed financial year of September 30, 2022 are as follows:

Name	Fees earned (\$) <sup>(1)</sup>	Share-based Awards (\$)	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation <sup>(3)</sup> (\$)	Total (\$)
Bill Xue <sup>(4)</sup>	N/A	NIL	\$31,492	N/A	NIL	NIL	\$31,492
Justin Xing <sup>(5)</sup>	N/A	NIL	NIL	N/A	NIL	NIL	NIL
George Gao <sup>(6)</sup>	N/A	NIL	\$32,887	N/A	NIL	NIL	\$32,887
Guy Bentinck <sup>(7)</sup>	\$30,000	NIL	\$15,747	N/A	NIL	NIL	\$45,747
Andrew Hancharyk <sup>(8)</sup>	\$27,500	NIL	\$15,747	N/A	NIL	NIL	\$43,247
Mark Fracchia <sup>(9)</sup>	\$22,500	NIL	\$45,706	N/A	NIL	NIL	\$68,206

**Notes:**

- (1) Includes all fees awarded, earned, paid or payable in cash for services as a director, including annual retainer fees, committee, chair and meeting fees.
- (2) The amount, if any, represents the fair value, on the date of grant, of awards made under the Company's stock option plan. For fiscal 2022 the grant date fair value has been calculated using the Black Scholes Option Pricing Model in accordance with International Financial Reporting Standards.
- (3) Includes all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly and directors' fees, as applicable, and annual bonuses for the prior year's performance. The non-executive directors receive \$5,000 per quarter for each quarters, and directors who are also committee chairmen receive \$7,500 per quarter (including director fees) effective April 1, 2018.
- (4) Bill (Wenye) Xue resigned from the Board in April 2016 and was subsequently re-appointed in September 2016.
- (5) Justin Xing joined the board of the Company in October 2022.
- (6) George Gao joined the board in March 2021.
- (7) Mr. Bentinck joined the board in March 2020.
- (8) Mr. Hancharyk joined the board in March 2021.
- (9) Mr. Fracchia joined the board in March 2022.

During the fiscal year ended September 30, 2022, a total of **10,000,000** stock options were granted by the Company to management, directors and key staffs and consultants.

Following are the particulars of incentive stock option grants to directors who are not Named Executive Officers during the fiscal year, if any, and for each such director, all share-based awards and option-based awards outstanding as of September 30, 2022:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not been vested (\$) <sup>(2)</sup>	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed
Justin Xing	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andrew Hancharyk	200,000	\$0.36	2027-04-24	\$15,747	N/A	N/A	N/A
Guy Bentinck	200,000	\$0.36	2027-04-24	\$15,747	N/A	N/A	N/A

**Notes:**

- (1) Calculated based on the difference between the closing market price of the common shares on the last trading day of the most recently completed financial year and the exercise price of the option.
- (2) In accordance with the policies of the TSX, the exercise price per share was based on the last closing price of the Company's shares on the trading day immediately preceding the date of the stock option grant/date on which the directors publicly announced the stock option grant, less, if applied by the Company, the applicable discount, and would not otherwise be less than \$0.10 per share.

**Compensation of Directors**

The Company currently pays non-executive directors a quarterly retainer of \$5,000 (with executive directors receiving no director fees). Board Committee Chairs (if non-executives) receive a quarterly retainer of \$7,500 (including director fees) each. Directors are entitled to receive stock options under the Company's incentive stock option plan. See "Incentive Stock Options" elsewhere herein for additional particulars.

During the fiscal year ended September 30, 2022, other than as set out above and in the table under the heading "Executive Compensation" for compensation paid to the Named Executive Officers, no other compensation was paid or is payable by the Company to the other directors of the Company or the Company's subsidiaries, (the "Other Directors"), if any, for their services in respect of the following:

- (a) in their capacity as directors, including any amounts payable for committee participation or special assignments pursuant to any standard or other arrangements; or
- (b) as consultants or experts.

During the most recently completed financial year (October 1, 2021 to September 30, 2022), the Company granted incentive stock options to its Other Directors and Named Executive Officers, as disclosed above in the "Summary Compensation Table" and "Option-Based Awards" / "Share-Based Awards" tables.

Please refer to the section captioned "Election of Directors" for further details with respect to the present positions of the directors of the Company and number of Shares held in the Company.

The Other Directors, as a group, did not exercise any incentive stock options to purchase Shares of the Company during the financial year ended September 30, 2022.

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

On March 4, 2008 the Company's Board of Directors (for all events prior to the Plan of Arrangement completed on March 31, 2017, the "Board of Directors" refers to the board of directors of Western Potash Corp.) approved the Company's Initial Plan. Pursuant to the terms of the Initial Plan, up to 10% of the total number of common shares issued and outstanding from time to time were reserved for issuance as stock options. Shareholder approval of the Initial Plan, as amended, was obtained at the Company's Annual General Meetings held March 26, 2009, March 24, 2010, and March 30, 2011. On July 12, 2011 the Company's listing was transferred from the TSX Venture Exchange to the TSX. At the Company's Annual and Special General Meeting held on March 26, 2012, management of the Company sought and obtained shareholder approval to replace the Company's Initial Plan with a 2012 Plan in order to become fully compliant with the policies of the TSX. The TSX requires all unallocated options, rights or other entitlements under a security-based compensation arrangement which does not have a fixed maximum aggregate of securities issuable to be approved by shareholders every three years and therefore the Plan was placed before the shareholders for approval, which approval was obtained during that meeting and at each of the subsequent Annual General Meetings of the Company, respectively on February 26, 2015, March 9, 2018 and March 12, 2021.

**As of January 31, 2022**, the Company has a total of **27,450,000** outstanding stock options, most of which are now exercisable once the Board and the Executive Committee agree to remove conditions placed upon the exercise of vested stock options. In addition, the number of options that is exercisable for each option holder is up to 30%, per annum, of the option holder's vested options. Any portion of or whole of the 30% option amount that remains unvested is allowed to be carried over to the following year for exercise.

The Company currently has a total issued and outstanding common shares of **408,490,478**. Based on the rolling 10% of Company's three-year term Incentive Stock Options Plan, the Company has a total of **40,849,048** shares issuable anytime from September 28, 2022 (when share conversion with Vantage was completed), of which **13,399,048** Stock Options are still available for issuance as of today. Please note that the Company has already listed and reserved all those shares issuable under exercised options with the TSX, which shares can be issued anytime within the three years under the Plan.

## Equity Compensation Plan Information

The following table provides details, as of September 30, 2022, aggregated information for the Company's compensation plans under which equity securities of the Company are authorized for issuance from treasury. As of September 30, 2022, there were 408,490,478 Common Shares issued and outstanding.

Option Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders – stock option plan	43,926,451	N/A	32,299,048
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
		<b>Total</b>	<b>32,299,048</b>

## INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, former executive officers, directors and employees of the Company or any of its subsidiaries, proposed nominees for election or associates of such persons is or has been indebted to the Company (other than routine indebtedness) in excess of \$50,000 at any time for any reason whatsoever, including the purchase of securities of the Company or any of its subsidiaries.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the commencement of the Company's last completed financial year, other than as disclosed below and elsewhere herein, no informed person of the Company, any proposed director of the Company or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Company. The term "informed person" as defined in National Instrument 51-102 Continuous Disclosure Obligations, means

- (a) a director or executive officer of a reporting issuer;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of a reporting issuer or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

During the fiscal year ended September 30, 2022, the Company had no material transactions in which "informed persons" had an interest.

## MANAGEMENT CONTRACTS

Other than entities controlled by executive officers of the Company, as disclosed elsewhere in this Information Circular, there are no management functions of the Company which are to any substantial degree performed by a person other than a director or executive officer of the Company.

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

It is not known that any other matters will come before the Meeting other than as set forth in the Notice of Meeting accompanying this Information Circular, but if such should occur the persons named in the accompanying Form of Proxy intend to vote on them in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment thereof.

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

### *Board of Directors*

The Company's Board of Directors is currently comprised of six directors, including Bill Xue, George Gao, Justin Xing, Guy Bentinck, Andrew Hancharyk and Mark Fracchia. Guy Bentinck and Andrew Hancharyk are independent directors as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Bill Xue, George Gao and Justin Xing are not independent by virtue of their being either in executive roles or representing a controlling shareholder as defined in NI 52-110.

### *Directorships*

The following director(s) of the Company are presently directors of other issuers that are reporting issuers (or the equivalent) in any jurisdiction including foreign jurisdictions.

Director	Other Reporting Issuers
Andrew Hancharyk	Discovery Harbour Resources Corp.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. However, during the course of a directors' meeting, if a matter is more effectively dealt with the presence of members of management, the independent directors ask members of management to leave the meeting, and the independent directors then meet *in camera*.

From October 1, 2021 until the end of the fiscal year ended September 30, 2022, the Company held nine (9) board meetings.

### *Board Mandate*

At its first board meeting on April 5, 2017, immediately after the completion of the Plan of Arrangement with Western Potash Corp., the Board of Directors of Western Resources Corp. approved a written mandate named "Rules of Procedure for the Board of Directors" which regulates the rules of discussion and the decision-making procedure of the Board of Directors, and clarifies the obligations and authority of the Board of Directors and the professional committees, formulated in accordance with the *Business Corporations Act* (British Columbia), the *Interpretation Act* (British Columbia), and the Articles of the Company and relevant regulations. The Rules of Procedure for the Board of Directors were updated during the annual board meeting dated October 28, 2020 to reflect changes and developments of the Company and the board. Through this mandate, the Board of Directors is, in general, responsible for supervising management in carrying out the businesses and affairs of the Company. Directors are required to act and exercise their powers with reasonable prudence in the best interests of the Company. The Board agrees with and confirms its responsibility for overseeing management's performance in the following particular areas:

- the strategic planning process of the Company;
- identification and management of the principal risks associated with the business of the Company;
- planning for succession of management members;
- the Company's policies regarding communications with its shareholders and others; and
- the integrity of the internal controls and management information systems of the Company.

In carrying out its mandate, the Board relies primarily on management to provide it with regular detailed reports, including reports on the project which the Company is constructing, the operations of the Company, and its financial position. The Board reviews and assesses these reports at meetings of the full Board and of its committees. The



President and CEO is a member of the Board, which also gives the Board direct access to information in his areas of responsibility. Other management personnel regularly attend Board meetings to provide information and answer questions. Directors also consult from time to time with management and certain directors have, on occasion, visited the properties of the Company although this has been proven challenging during the Covid period. The reports provided to the Board include details concerning the monitoring and management of the risks associated with the Company's activities, such as compliance with safety standards and legal requirements, environmental issues and the financial position and liquidity of the Company. At least annually, the Board reviews management's report on its business and strategic plan and any changes with respect to risk management and succession planning.

### ***Position Descriptions***

The Board adopted The Rules of Procedure for the Board of Directors (the "Rules") at its first Board Meeting dated April 5, 2017 following the completion of the Plan of Arrangement on April 5, 2017, which Rules were further updated by the Board on October 28, 2020. The Rules include a detailed position description for the Chairman, the chairman of any Board committees, but not the CEO, the President or the CFO (other than has been summarized in management contracts between the Company and, respectively, the CEO and CFO). The Board is at this time of the view that, given the size of the Company, the relatively frequent discussions among Board members, the CEO and the CFO, and the experience of the individual board members, the responsibilities of the CEO and CFO are known and understood without the need for position descriptions to be reduced to writing. The Board will evaluate this position from time to time, and if written position descriptions appear necessary to improve governance, the Board will direct that such descriptions be created.

### ***Orientation and Continuing Education***

The Company does not have a formal orientation and continuing education program. However, the Company ensures that new board members are properly trained and oriented as part of the Board of Directors' overall stewardship responsibility. The Board of Directors is responsible for supervising management in carrying on the business and affairs of the Company. Directors are required to act and exercise their powers with reasonable prudence in the best interests of the Company. The Board discharges the following responsibilities as part of its overall stewardship responsibility:

- the strategic planning process of the Company;
- identification and management of the principal risks associates with the business of the Company;
- planning for succession of management;
- the Company's policies regarding communications with its shareholders and others; and
- the integrity of the internal controls and management information systems of the Company.

### ***Ethical Business Conduct***

The directors of the Company encourage and promote a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility.

### ***Audit Committee Charter***

The Audit Committee of the Board of Directors of the Company operates under a written charter that sets out its responsibilities and composition requirements. The Audit Committee charter was updated by the Audit Committee and the Board on July 10, 2020, which text is attached as Schedule "A" to the Company's Annual Information Form for the financial year ended September 30, 2022 and is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com). The mandate of the Audit Committee includes direct responsibility for overseeing the Company's accounting and financial reporting process and audits of financial statements, and direct responsibility for the appointment, compensation, and oversight of the work of any registered external auditor employed by the Company (including resolution of disagreements between management and the external auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The Company also updated its Whistleblower policy on April 17, 2020, which may be further updated from time to time depending on the Company's overall status and needs.

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

As of the date of hereof, the members of the Audit Committee are Guy Bentinck (Chair) and Andrew Hancharyk (member), all of whom are "financially literate and "independent", within the meanings set out in NI 52-110.

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

**Mr. Bentinck** joined the board of the Western Resources Corp. in March 2020. He is currently Chair of the Company's Audit Committee and acting Chair of the Compensation Committee.

Mr. Bentinck is a seasoned executive with a record of accomplishments in leadership, strategy, value accretion, operations, capital markets, mergers & acquisitions, capital projects and sustainable business improvement. He is well connected in mining and financing sectors, particularly in potash industry. His extensive experiences include having served as Senior VP and CFO of Fairfax Africa, President and CEO of Potash Ridge Corporation, and Senior VP Finance, CFO and SVP Capital Projects of Sherritt International Corporation.

Mr. Bentinck has a Master of Arts degree from the University of Aberdeen, UK, and holds qualifications of Chartered Accountant / CPA in both Canada and Scotland.

**Mr. Hancharyk** joined the board of Western Resources Corp. in March 2021, serving also in the Company's Audit Committee in his capacity as an independent director. He is currently an independent director of Discovery Harbour Resources Corp., and a consultant with focus in legal, finance and investment services.

Mr. Hancharyk is currently lawyer for the Government of the Province of British Columbia. He was Director of Corporate Services for The County of the Corporation of Prince Edward, Picton, ON (Oct 2018 to Sep 2019); Chief Legal Officer of Largo Resources Ltd., (May 2013 to Jul 2015); Senior Legal Counsel and Consultant for CHC Helicopter Group, (Oct 2010 to Nov 2012); National Policy Manager of TMX Group - TSX Venture Exchange, Vancouver, BC (Nov 2007 to Feb 2010); General Counsel and Corporate Secretary of First Quantum Minerals Ltd., Vancouver, BC (Sep 2005 to Sep 2007) and Associate Counsel of Sherritt International Corporation/Sherritt Power Corporation, Toronto, ON (Jul 1998 to Aug 2005).

Mr. Hancharyk's background as lawyer is in the corporate, securities and M&A sectors. He holds a business degree and a JD/LL.B from the University of Ottawa as well as a Master of Laws from Osgoode Hall at York University.

### ***Executive Committee***

The Company has established an Executive Committee. As of the date hereof, the members of the Executive Committee are Justin Xing, Bill Xue and George Gao, with Justin Xing as Chair. The Executive Committee has been established to make recommendations to the board on business strategy, planning, policy, investment and risk decisions.

### ***Compensation Committee***

The Company has established a Compensation Committee. As of the date hereof, the members of the Compensation Committee are Guy Bentinck, Andrew Hancharyk, with Guy Bentinck as chair. The directors receive compensation as detailed previously. The Compensation Committee reviews the compensation of the CEO, CFO and other officers of the Company. The review is conducted in the context of the services of the Officers and in the context of market rates for persons of similar qualifications performing similar services.

### ***Corporate Disclosure Policy Committee***

The Company has established a Corporate Disclosure Policy Committee. As of the date hereof, the members of the Corporate Disclosure Policy Committee are Andrew Hancharyk, Jerry Zhang and Simon Guo, with Andrew Hancharyk as the Chair. The Corporate Disclosure Policy Committee has been established to make recommendations to the Board on required corporate disclosures and to carry out its functions, guided by the Corporate Disclosure Policy as adopted by the Company. The Corporate Disclosure Policy also deals with and establishes guidelines relating to ethical business conduct in certain instances.

### ***Nominating & Governance Committee***

The Company established a Nominating and Governance Committee in March 2022. As of the date hereof, the members of the Nominating & Governance Committee are Mark Fracchia, Bill Xue and George Gao, with Mark Fracchia as the Chair. The Committee has been established to make recommendations to the Board on appointments of senior management personnel and set-up of appropriate positions as well as the enhancement and improvement of the Company's governance standards.

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

The Board of Directors has no other Special Committees in place at this time, except for the Executive Committee, Audit Committee, Compensation Committee, Corporate Disclosure Policy Committee and Nominating & Governance Committee, the size of which is believed to be in alignment with the current workload of the Company.

However, as the scale of the Company's operations and its employee and management base increase, the Board expects that its size may increase modestly, and the formality of its corporate governance processes may also be reviewed. The Board of Directors of the Company as a whole is cognizant of further developing the Company's approach to corporate governance. Board and management meet and discuss Company business frequently.

### ***Assessments***

The Board of Directors of the Company does not conduct any formal evaluation of the performance and effectiveness of the members of the Board, the Board as a whole or any committee of the Board. Each director has broad public company experience. Frequency of attendance at Board and committee meetings and the quality of participation in such meetings are two of the criteria by which the performance of a director is assessed.

### ***Reliance on Certain Exemptions to Sections of NI 52-110***

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the following exemptions of NI 52-110:

- (a) the exemption in section 2.4 *De Minimis Non-audit Services*;
- (b) the exemption in section 3.2 *Initial Public Offerings*;
- (c) the exemption in section 3.4 *Events Outside Control of Member*;
- (d) the exemption in section 3.5 *Death, Disability or Resignation of Audit Committee Member*; or
- (e) an exemption from NI 52-110, in whole or part granted under Section 8, *Exemptions*

### ***Reliance on the Exemption in Subsection 3.3(2) or Section 3.6 of NI 52-110***

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in subsection 3.3(2), *Controlled Companies*, or section 3.6, *Temporary Exemption for Limited and Exceptional Circumstances*.

### ***Reliance on Section 3.8 of NI 52-110***

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in section 3.8, *Acquisition of Financial Literacy*.

### ***Audit Committee Oversight***

At no time since the commencement of the Company's most recently completed financial year, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board of Directors.

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

Subject to the requirements of NI 52-110, the Audit Committee has the sole authority to review in advance, and grant any appropriate pre-approvals, of all non-audit services to be provided by the independent auditors and, in connection therewith, to approve all fees and other terms of engagement. The Audit Committee will also review and approve disclosures required to be included in periodic reports filed with securities regulators with respect to non-audit services performed by external auditors.

In recognition of the fact that the independent auditors are ultimately accountable to the Committee, the Committee shall have the authority and responsibility to nominate for shareholder approval, evaluate, and where appropriate, replace the independent auditors and shall approve all audit engagement fees and terms and all non-audit engagements with the independent auditors. The Committee shall consult with management but shall not delegate these responsibilities.

### **External Auditor Service Fees (By Category)**

Set forth below are details of certain service fees paid to the Company's external auditor in each of the last two fiscal years for audit services:

<b>Financial Year End</b>	<b>Audit Fees <sup>(1)</sup></b>	<b>Audit Related Fees <sup>(2)</sup></b>	<b>Tax Fees <sup>(3)</sup></b>	<b>All Other Fees <sup>(4)</sup></b>
September 30, 2022	\$170,000	\$11,900	NIL	\$10,968
September 30, 2021	\$118,000	\$8,260	NIL	NIL

**Notes:**

- (1) The aggregate fees billed by the Company's external auditor.
- (2) The aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees".
- (3) The aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than the services reported under clauses (1), (2) and (3) above.

### **ADDITIONAL INFORMATION**

Additional information concerning the Company is available on SEDAR at (<http://www.sedar.com>) and at the Company's web site at (<http://www.westernresources.com>). Financial information concerning the Company is provided in the Company's comparative audited financial statements and Management's Discussion and Analysis for the fiscal year ended September 30, 2022.

### **BOARD APPROVAL**

The contents of this Information Circular have been reviewed and approved in substance by the directors of the Company pursuant to resolutions passed as of January 31, 2023.

### **CERTIFICATE**

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or is necessary to make a statement not misleading in the light of the circumstances in which it was made.

BY ORDER OF THE BOARD

**Western Resources Corp.**

*"Bill Xue"*

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BILL XUE, CHAIRMAN