



**Bearing Lithium Corp.**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**OF SHAREHOLDERS**  
**TO BE HELD ON APRIL 29, 2021**

**AND**

**INFORMATION CIRCULAR**

**MARCH 17, 2021**

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Circular, you should immediately contact your advisor.*

## **BEARING LITHIUM CORP.**

Suite 810 – 789 West Pender Street  
Vancouver, BC V6C 1H2

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS GIVEN THAT an annual general meeting (the “Meeting”) of the holders of common shares (the “Shareholders”) of Bearing Lithium Corp (“Bearing Lithium” or the “Company”) will be held at Suite 810 – 789 West Pender Street, Vancouver, BC V6C 1H2 on Thursday, April 29, 2021 at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited financial statements of Bearing Lithium for the fiscal years ended October 31, 2020 and October 31, 2019, together with the auditor’s report thereon;
2. to set the number of directors;
3. to elect the directors of Bearing Lithium to hold office until the next annual meeting of Shareholders;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as Bearing Lithium’s auditor for the current financial year ending October 31, 2021 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
5. to ratify and approve the Company’s 10% “rolling” stock option plan as required annually by the policies of the TSX-V; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Bearing Lithium’s Board of Directors has fixed March 17, 2021 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered Shareholder of Bearing Lithium and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Bearing Lithium’s transfer agent, Computershare, Attention: Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, no later than 10:00 a.m. on April 27, 2021 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at 1-800-319-7310, Participation Code: 77783.

## **Notice and Access**

The Company is utilizing the notice and access mechanism (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, for distribution of proxy-related materials to registered and beneficial Shareholders. The Notice and Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (including management information circulars), financial statements of the Company and related management discussion and analysis (“MD&A”) via the System for Electronic Document Analysis and Retrieval (“SEDAR”) and one other website, rather than mailing paper copies of such materials to shareholders. Electronic copies of the Notice of Annual General and Special Meeting, the Circular, the Proxy, the audited financial statements of the Company for the financial year ended October 31, 2020, together with the report of the auditors thereon, and the related MD&A may be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and the Company’s website at [www.bearingresources.ca](http://www.bearingresources.ca) as of March 24, 2021. Shareholders may request a paper copy of the Circular and the above noted documents be sent to them by contacting the Company by telephone at 604-262-8835 or by email at [rbaterina@bearinglithium.com](mailto:rbaterina@bearinglithium.com). The Company 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 Circular to certain Shareholders with the notice package.

Dated at Vancouver, British Columbia, this 17<sup>th</sup> day of March, 2021.

By Order of the Board of Directors

## **BEARING LITHIUM CORP.**

*“Gil Playford”*

Gil Playford  
Chief Executive Officer, Chairman and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**

## BEARING LITHIUM CORP.

Suite 810 – 789 West Pender Street  
Vancouver, BC V6C 1H2

## INFORMATION CIRCULAR

This Circular accompanies the Notice of the annual general meeting (the “Meeting”) of the Shareholders of Bearing Lithium Corp. (the “Company” or “Bearing Lithium”), and is furnished to Shareholders holding Bearing Lithium Shares, in connection with the solicitation by the management of Bearing Lithium of proxies to be voted at the annual general meeting to be held at 10:00 am on Thursday, April 29, 2021 at Suite 810 – 789 West Pender Street, Vancouver, BC V6C 1H2 or at any adjournment or postponement thereof.

Unless the context otherwise requires, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Glossary of Terms in this Circular.

### COVID-19

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at 1-800-319-7310, Participation Code: 77783.

### INFORMATION CONTAINED IN THIS INFORMATION CIRCULAR

The date of this Circular is March 17, 2021. Unless otherwise stated, all amounts herein are in Canadian dollars. The following documents filed by the Company on SEDAR at [www.sedar.com](http://www.sedar.com) are specifically incorporated by reference into, and form an integral part of, this Circular: the audited consolidated financial statements of the Company and the related notes thereto, for the financial years ended October 31, 2020 and October 31, 2019 the report of the Company's auditor thereon; and management's discussion and analysis related to the above financial statements.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisers in connection therewith.

### GLOSSARY OF TERMS

“**Bearing Lithium**” or “**Company**” means Bearing Lithium Corp.;

“**Bearing Shares**” means the common shares of Bearing Lithium;

“**Beneficial Shareholders**” means holders of Bearing Lithium Shares held of record by Intermediaries;

“**Board**” means the board of directors of the Company;

**“Business Day”** means a day other than a Saturday, Sunday or other than a day when banks in the City of Vancouver, British Columbia are not generally open for business;

**“Circular”** means this management information circular;

**“Computershare”** means Computershare Investor Services Inc.;

**“IFRS”** means international financial reporting standards in effect in Canada at the relevant time, including the accounting recommendations in the Handbook of the Canadian Institute of Chartered Accountants;

**“Intermediaries”** refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders;

**“Laws”** means all laws, by-laws, statutes, rules, regulations, principles of law, orders, ordinances, protocols, codes, guidelines, policies, notices, directions and judgments or other requirements and the terms and conditions of any grant of approval, permission, authority or license of any governmental entity (including the TSX-V) or self-regulatory authority, to the extent each of the foregoing have the force of law, and the term “applicable” with respect to such laws and in a context that refers to one or more Parties, means such laws as are applicable to such Party or its business, undertaking, property or securities and emanate from a Person having jurisdiction over the Party or Parties or its or their business, undertaking, property or securities; and **“Laws”** includes environmental laws;

**“Meeting”** means the annual general meeting of the Shareholders to be held on April 29, 2021, and any adjournment(s) or postponement(s) thereof;

**“Notice of Meeting”** means the notice of the Meeting;

**“Person”** means an individual, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, trustee, executor, administrator or other legal representative;

**“Registered Shareholder”** means a registered holder of Bearing Lithium Shares as recorded in the shareholder register of Bearing Lithium maintained by Computershare;

**“SEDAR”** means the System for Electronic Document Analysis and Retrieval;

**“Shareholders”** means the holders from time to time of Bearing Lithium Shares;

**“Stock Option Plan”** means the Company's stock option plan under which the Company grants incentive stock options to purchase Shares;

**“Stock Options”** means the outstanding stock options, whether or not vested, to acquire Shares;

**“TSX-V”** means the TSX Venture Exchange.

## NOTICE AND ACCESS

To reduce printing and mailing costs, Bearing Lithium will be using the notice and access provisions under National Instrument 54-101 to deliver the notice of meeting, management proxy circular, proxy, management's discussion and analysis and annual audited financial statements for the year ended October 31, 2020, and other materials (collectively, the “meeting materials”) for the shareholder meeting. Instead of receiving printed copies of the meeting materials, you will receive a notice with information on the meeting date, where it is being held and when, as well as information on how you may access the meeting materials electronically. The Company will not use the procedures known as “stratification”, meaning all shareholders will receive notice of the shareholder meeting in accordance with the notice and access provisions.

You can access electronic copies of our meeting materials on our website, [www.bearingresources.ca](http://www.bearingresources.ca), and on our SEDAR profile, [www.sedar.com](http://www.sedar.com). You can also request printed copies of the meeting materials in advance of the shareholder meeting, however your request should be received by 10:00 a.m. (Vancouver time) on Tuesday, April 20, 2021 in order to allow sufficient time for you to receive the printed copies and return your proxy or voting instruction form to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the city of Vancouver, British Columbia) prior to the time set for the meeting or any adjournments or postponements thereof.

## **PROXIES AND VOTING RIGHTS**

### **Management Solicitation**

The solicitation of proxies by management of Bearing Lithium will be conducted primarily by mail using the notice and access provisions described above, but may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of Bearing Lithium. Bearing Lithium does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that Bearing Lithium has requested brokers and nominees who hold stock in their respective names to furnish the proxy-related materials to their customers, and Bearing Lithium will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by Bearing Lithium. No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies.

If given or made, such information or representations must not be relied upon as having been authorized by Bearing Lithium. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Bearing Lithium has arranged for intermediaries to forward the Meeting materials to beneficial owners of Bearing Lithium Shares (the "Beneficial Shareholders") held of record by those intermediaries. Bearing Lithium will be using notice and access provisions under National Instrument 54-101 for distribution of the meeting materials to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the "Intermediaries") for distribution to Beneficial Shareholders held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by Bearing Lithium if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. Bearing Lithium will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

Bearing Lithium does not intend to pay for Intermediaries to forward to objecting Beneficial Shareholders under NI 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*. An objecting Beneficial Shareholder will not receive such materials unless the objecting Beneficial Shareholder's Intermediary assumes the cost of delivery.

These proxy-related materials are being sent to both registered and non-registered Shareholders. If you are a non-registered Shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your Bearing Lithium Shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

### **Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. On a show of hands, every Shareholder is entitled to one vote for each Bearing Lithium Share that such Shareholder holds on the record date of March

17, 2021 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of Registered Shareholders is available for inspection during normal business hours at the offices of Computershare and will be available at the Meeting.

The persons named as proxyholders (the "Designated Persons") in the enclosed form of proxy are directors and/or officers of Bearing Lithium.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.**

**TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

In order to be voted, the completed form of proxy must be received by Bearing Lithium's registrar and transfer agent, Computershare at their offices located at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by mail, voted by telephone at 1-866-732-8683, or by voting online at [www.investorvote.com](http://www.investorvote.com), no later than 10:00 am on Tuesday, April 27, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. In the absence of such direction, such shares will be voted in the discretion of the person named in the proxy. The enclosed 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. At the time of printing of this information circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

### **Revocation of Proxy**

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Bearing Lithium at the address set forth above, at any time up to and including the last Business Day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing

procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

### **Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Bearing Lithium Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Bearing Lithium Shares represented will be voted or withheld from the vote on that matter accordingly. **The Bearing Lithium Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Bearing Lithium Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE BOARD FOR DIRECTORS AND AUDITOR.**

The enclosed form of proxy confers discretionary authority upon the Designated Persons with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of Bearing Lithium is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Bearing Lithium Shares on any matter, the Bearing Lithium Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set out in this section is of significant importance to those Shareholders who do not hold shares in their own name. Beneficial Shareholders who do not hold their shares in their own name should note that only proxies deposited by Shareholders whose names appear on the records of Bearing Lithium as the registered holders of Bearing Lithium Shares can be recognized and acted upon at the Meeting.**

If Bearing Lithium Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Bearing Lithium Shares will not be registered in the Shareholder's name on the records of Bearing Lithium. Such Bearing Lithium Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Bearing Lithium Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, 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). **Beneficial Shareholders should ensure that instructions respecting the voting of their Bearing Lithium Shares are communicated to the appropriate person well in advance of the Meeting.**

Bearing Lithium does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Bearing Lithium Shares are voted at the Meeting. The form of proxy supplied to a

Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to Registered Shareholders by Bearing Lithium. However, its purpose is limited to instructing the Registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Bearing Lithium Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Bearing Lithium Shares held by them. 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 receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Bearing Lithium Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Bearing Lithium Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Bearing Lithium Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for a Registered Shareholder and vote the Bearing Lithium Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Bearing Lithium Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the proxy well in advance of the Meeting to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent).

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his, her or its Bearing Lithium Shares.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

Bearing Lithium is authorized to issue an unlimited number of common shares without par value. As of the record date, determined by the Board to be the close of business on March 17, 2021, a total of 80,840,238 Bearing Lithium Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only Registered Shareholders as of the record date, March 17, 2021, are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of Bearing Lithium, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of Bearing Lithium, other than as set forth below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares <sup>(1)</sup>
CDS & Co <sup>(2)</sup>	55,271,244 <sup>(3)</sup>	68.37%
Gil Playford	8,679,093 <sup>(4)</sup>	10.74%

**Notes:**

- (1) Based on 80,840,238 Bearing Lithium Shares issued and outstanding as of the date of this Information Circular.
- (2) CDS & CO is a share depository, the beneficial ownership of which is unknown to the Company.
- (3) The above information was supplied by Computershare, as of the record date.
- (4) Mr. Playford holds 8,679,093 Bearing Shares through Playford Family Limited Partnership, a private company controlled by Mr. Playford.

## AUDITED FINANCIAL STATEMENTS

The audited financial statements of Bearing Lithium for the financial years ended October 31, 2020 and October 31, 2019, and the report of the auditors on those statements will be placed before the Meeting. Receipt at the Meeting of the audited financial statements of Bearing Lithium will not constitute approval or disapproval of any matters referred to in those statements. No vote will be taken on the audited financial statements. These audited financial statements are available at [www.sedar.com](http://www.sedar.com).

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, both of the Canadian Securities Administrators, a person or corporation who in the future wishes to receive annual and interim financial statements from Bearing Lithium must deliver a written request for such material to Bearing Lithium. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the Request form attached to this Notice and return to the Company at 810-789 West Pender Street, Vancouver, BC V5T 1E4 by mail.

## NUMBER OF DIRECTORS

The articles of Bearing Lithium provide for a Board of no fewer than three directors and no greater than a number as fixed or changed from time to time by ordinary resolution passed by the Shareholders.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of Bearing Lithium for the ensuing year at five (5). The number of directors will be approved if the affirmative vote of the majority of Bearing Lithium Shares present or represented by proxy at the Meeting and entitled to vote, are voted in favour to set the number of directors at five (5).

***Management recommends the approval of the resolution to set the number of directors of Bearing Lithium at five (5).***

## ELECTION OF DIRECTORS

At present, the directors of Bearing Lithium are elected at each annual meeting and hold office until the next annual meeting or until their successors are duly elected or appointed in accordance with Bearing Lithium's articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the proxy, all of whom are presently members of the Board.

### Advance Notice Provisions

Pursuant to Article 14.12 of the Company's Articles, any additional director nominations for an annual general meeting must be received by the Company, not less than 30, nor more than 65 days prior to the date of the Meeting. As no nominations were received by March 30, 2021 being the date which is 30 days prior to the Meeting, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

Management of Bearing Lithium proposes to nominate the persons named in the table below for election by the Shareholders as directors of Bearing Lithium. Information concerning such persons, as furnished by the individual nominees, as of the date of this Circular, is as follows:

Name, Province, Country of Residence & Position(s)	Principal Occupation Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Bearing Lithium Shares Owned <sup>(1)</sup>
<b>PATRICK CUSSEN</b> Santiago, Chile Director	President, Celta Consultoras Limited, 1991 to present.	January 3, 2017 to Present	549,553
<b>WILLIAM TIMOTHY HEENAN</b> <sup>(2)(3)</sup> Mendoza, Argentina Director	Exploration Manager, Mirasol Argentina, SRL, 2003 to present.	May 25, 2017 to Present	99,302
<b>BOK HYUNG LEE</b> Republic of South Korea Director Nominee	Head of the PosLX Business Planning Group since January 2020	June 25, 2020 to Present	Nil
<b>GIL PLAYFORD</b> <sup>(2)(3)</sup> Florida, USA Director, CEO, Chairman	Semi-retired	August 19, 2019 to Present	8,679,093
<b>LUIS SÁENZ</b> <sup>(2)(3)</sup> Lima, Peru Director	CEO of Li3 Energy Inc. since October 2009 to Sept 2018; Director, Atico Mining Corporation, May 2014 to present; Director of Business Development, Ausenco, January 2018 to present.	September 19, 2017 to Present	667,466
<b>Total as a group</b>	<b>9,995,414 Bearing Lithium Shares (12.38%)</b>		

- (1) Bearing Lithium Shares beneficially directly or indirectly owned or over which control or direction is exercised, at the date of this Circular, based upon information furnished to Bearing Lithium by the individual directors. These numbers do not include outstanding Stock Options or warrants available for exercise.
- (2) Member of the Audit Committee.
- (3) Members of the Compensation Committee.

### ***Information Regarding Management's Nominees for Election to the Board***

The following biographical information about the nominees for election to the Board has been supplied by the directors:

#### **Patrick Cussen, Director**

Mr. Cussen is an industrial civil engineer with 46 years of mining industry experience. He has extensive experience in minerals and mining and specifically in marketing, sales, project exploration, project evaluation and economic assessments. Mr. Cussen was previously the Chairman of the Board of Li3. Mr. Cussen has served as the Chairman of The Center for Copper and Mining Studies for 16 years, Cesco, a Chilean think tank on mining. Mr. Cussen holds an engineering degree and a Masters of Economics from the University of Chile.

#### **William Timothy Heenan, Director**

Mr. Heenan has over 27 years of exploration experience throughout the Americas, and has worked exclusively in South and Central America since 1990. Mr Heenan has a wide range of diversified exploration experience throughout a range of geographic and geologic environments and is considered to be a highly skilled explorationist. Mr Heenan has extensive experience in design and implementation of generative to advanced exploration activities, and has been directly involved in the discovery and advancement of several high-profile projects which are currently in production, and others entering into their feasibility stage. Mr Heenan is a founder of Mirasol Resources Ltd., and a former director of Mirasol for over 12 years since its inception and listing on the Canadian Ventures Exchange. Mr. Heenan has been based in Mendoza, Argentina with Mirasol as Exploration Manager since its inception in 2003, and prior to that lived in Chile and worked for numerous mining and exploration companies in Chile for over a decade.

Apart from Mr Heenan's direct hand's on approach to exploration, he has also become very familiar with legal, corporate and administrative matters in both Chile and Argentina, is fluent in Spanish, and has developed an extensive network of contacts throughout the mining industry. Mr. Heenan is a Canadian citizen by birth, and maintains definitive legal residency status in both Chile and Argentina.

#### **Bok Hyung Lee, Director**

Mr. Bok Hyung Lee is currently the head of the PosLX Business Planning Group which is a leading Lithium business of POSCO. Prior to PosLX, Mr Lee worked for POSCO-China from 2004 to 2008 as a director in charge of business management. Mr. Lee has more than 30 years of experience in financial, investment and new business planning for more than 30 years. He majored in business administration from the Pusan National University, South Korea.

#### **Gil Playford, Director, CEO and Chairman**

Mr. Playford is a seasoned senior mining executive, having spearheaded the sale of LionOre Mining to Norilsk Nickel (NILSY-US) in 2007 for C\$6.8 billion in cash. Mr. Playford started his professional career with Union Carbide Corp. for 25 years and various senior executive positions including Managing Director in Switzerland, Belgium and Germany. Mr. Playford also was the Chairman and CEO of Union Carbide Canada and Chief Financial Officer of Union Carbide in New York. Mr. Playford became Chairman and CEO of UCAR Carbon, a joint venture with Mitsubishi and took the partnership public as GrafTech International. Mr. Playford then went on to found a nickel and gold mining company with assets in Africa and Australia, LionOre Mining International Ltd., and served as the CEO and subsequently as Chairman. Mr. Playford was instrumental in the sale of LionOre to Norilsk Nickel, a Russian mining conglomerate, in an all-cash offer of C\$6.8 billion, having trumped a rival C\$6.2 billion offer from Xstrata PLC. Mr. Playford holds an Engineering Degree from McGill University in Montreal and a Master's Degree in Business Administration from York University in Toronto.

#### **Luis Sáenz, Director and President of South American Operations**

Mr. Sáenz is a finance executive with over 25 years' experience in mining finance and metals trading with a focus on Latin America. Mr. Sáenz is a Director of Atico Mining Corporation with assets in Colombia, CEO and director of Compañía Minera Quiruvilca and South America Mining Investments with assets in Peru, and was the former CEO and a Director of Li3 in Chile. Since April 2017, he has held the position of President of South American Operations for the Company. Throughout his career, Mr. Sáenz has held senior roles with Standard Bank of South Africa, Merrill Lynch and Pechiney World Trade. He holds a degree in Economics and International Affairs from Franklin & Marshall College in Lancaster, PA.

***Management recommends the approval of each of the nominees listed above for election as a director of Bearing Lithium for the ensuing year.***

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Bearing Lithium Shares represented by proxy for the election of any other persons as directors.

#### **Cease Trade Orders and Conflicts of Interest**

To the best of the Company's knowledge, no proposed director of Bearing Lithium, as of the date hereof, is, or has been, 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 or similar order or an order that denied the corporation access to any statutory exemptions for a period of more than 30 consecutive days (an "Order"), which was issued while the proposed director or executive officer was acting in the capacity as director, CEO or CFO; or

- (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

The directors are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. All related party transactions during each reporting period are detailed in the Company's Management Discussion & Analysis for the financial years ended October 31, 2020 and October 31, 2019.

### ***Bankruptcies***

To the best of the Company's knowledge, no proposed director of Bearing Lithium is, or within ten (10) years before the date of this Circular, has been a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

### ***Personal Bankruptcies***

To the best of the Company's knowledge, no proposed director of Bearing Lithium has, within ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### ***Securities Related Penalties and Sanctions***

To the best of the Company's knowledge, no proposed director has been subject to, or entered into a settlement agreement resulting from:

- (a) a court order relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Definitions**

**"CEO"** means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

**"CFO"** means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

**“compensation securities”** includes Stock Options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

**“NEO”** or **“named executive officer”** means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an 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, at the end of that financial year;

**“option-based award”** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

**“plan”** includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

**“share-based award”** means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock; and

**“underlying securities”** means any securities issuable on conversion, exchange or exercise of compensation securities.

### Named Executive Officer and Director Compensation

The following table summarizes the compensation paid to the directors and NEOs of Bearing Lithium for the last three completed financial years:

Table of compensation excluding compensation securities							
Name and position	Year Ended July 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Gil Playford <sup>(1)</sup> Chairman, CEO and Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Jeremy Poirier <sup>(2)</sup> Former President, CEO and Director	2020	30,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	30,000
	2019	120,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	120,000
	2018	144,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	144,000

Table of compensation excluding compensation securities							
Name and position	Year Ended July 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Ryan Smith <sup>(4)</sup> CFO	2020	15,306	Nil	Nil	Nil	Nil	15,306
	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Ray Bateria <sup>(5)</sup> Corporate Secretary	2020	13,333	Nil	Nil	Nil	Nil	13,333
	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Ann Fehr <sup>(6)</sup> Former CFO and Corporate Secretary	2020	43,142	Nil	Nil	Nil	Nil	43,142
	2019	78,235 <sup>(6)</sup>	Nil	Nil	Nil	Nil	78,235
	2018	56,998 <sup>(6)</sup>	Nil	Nil	Nil	Nil	56,998
Patrick Cussen Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	2,500	Nil	Nil	Nil	Nil	2,500
William Timothy Heenan Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	4,500	Nil	Nil	Nil	Nil	4,500
Bok Hyung Lee <sup>(7)</sup> Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Dr. Sungwon Lee <sup>(8)</sup> Former Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Luis Sáenz Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	2,500	Nil	Nil	Nil	Nil	2,500

- (1) Mr. Playford was appointed a Director and Chairman of the Company on August 19, 2019. Mr. Playford was appointed as CEO on November 20, 2019.
- (2) Mr. Poirier resigned as President and CEO of the Company effective November 20, 2019. Mr. Poirier resigned as a Director effective June 20, 2020.
- (3) Paid to Nico Consulting Ltd. in exchange for providing the services of Mr. Poirier as CEO. Nico Consulting Ltd. is wholly owned by Mr. Poirier.
- (4) Mr. Smith was appointed CFO of the Company on March 31, 2020.
- (5) Mr. Bateria was appointed Corporate Secretary of the Company on March 31, 2020.
- (6) Ms. Fehr resigned as CFO and Corporate Secretary of the Company effective March 31, 2020.
- (7) Paid to Fehr & Associates in exchange for providing the services of Mrs. Fehr as CFO and in exchange for financial reporting work. Fehr & Associates is wholly-owned by Ms. Fehr.
- (8) Mr. Lee was elected as a Director of the Company on June 25, 2020.
- (9) Dr. Lee was elected as a Director of the Company on November 1, 2017 and resigned as a Director effective February 26, 2020.

Other than as set forth in the foregoing table, the named executive officers and directors have not received, during the most recently completed financial year, compensation pursuant to any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments, any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors, or any arrangement for the compensation of directors for services as consultants or experts.

## Stock Options and Other Compensation Securities

The following tables set forth the details of all compensation securities granted or issued to each named executive officer and director by Bearing Lithium (or any subsidiary, as applicable) in the most recently completed financial year for services provided or to be provided, directly or indirectly, to Bearing Lithium (or any subsidiary, as applicable):

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Gil Playford Current President, CEO and Director	Options	650,000 options representing 650,000 underlying common shares 0.89% <sup>(1)</sup>	March 27, 2020	\$0.11	\$0.11	\$0.15	March 27, 2025
Luis Sáenz Director	Options	500,000 options representing 500,000 underlying common shares 0.69% <sup>(1)</sup>	March 27, 2020	\$0.11	\$0.11	\$0.15	March 27, 2025
Patrick Cussen Director	Options	100,000 options representing 400,000 underlying common shares 0.14% <sup>(1)</sup>	November 20, 2019	\$0.16	\$0.18	\$0.15	November 20, 2023
		400,000 options representing 400,000 underlying common shares 0.55% <sup>(1)</sup>	March 27, 2020	\$0.11	\$0.11	\$0.15	March 27, 2025
William Timothy Heenan Director	Options	400,000 options representing 400,000 underlying common shares 0.55% <sup>(1)</sup>	March 27, 2020	\$0.11	\$0.11	\$0.15	March 27, 2025
Ryan Smith CFO	Options	200,000 options representing 200,000 underlying common shares 0.27% <sup>(1)</sup>	March 27, 2020	\$0.11	\$0.11	\$0.15	March 27, 2025
Ray Baterina Corporate Secretary	Options	100,000 options representing 100,000 underlying common shares 0.14% <sup>(1)</sup>	November 20, 2019	\$0.16	\$0.18	\$0.15	November 20, 2023
		100,000 options representing 100,000 underlying common shares 0.14% <sup>(1)</sup>	March 27, 2020	\$0.11	\$0.11	\$0.15	March 27, 2025
Jeremy Poirier Former President, CEO and Director	Options	70,000 options representing 70,000 underlying common shares 0.10% <sup>(1)</sup>	March 27, 2020	\$0.11	\$0.11	\$0.15	March 27, 2025

(1) Represents the percentage of the issued and outstanding Common Shares of the Company (72,849,778) as at October 31, 2020.

## **Exercise of Compensation Securities by Directors and NEOs**

70,000 stock options were exercised by Jeremy Poirier former President, CEO and Director on September 28, 2020.

## **External Management Companies**

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

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

The Company has in effect a 10% rolling Stock Option Plan approved by the shareholders of the Company at its annual general meeting held on June 25, 2020. The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan.

1. The maximum aggregate number of shares that may be issued upon the exercise of Stock Options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the last closing price of the Company's shares traded through the facilities of the TSX-V prior to the announcement of the option grant, or such other price as may be required or permitted by the TSX-V, or if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.
2. The Board shall not grant options to any one person in any 12-month period which will, when exercised, exceed 5% of the issued and outstanding shares of the Company or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding shares of the Company.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date exceeding five years from the date on which the Board grants and announces the granting of the option.
4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire on a date stipulated by the Board at the time of grant and, in any event, must terminate within 90 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Stock Option Plan.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, Stock Options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the Stock Options vesting in any three-month period.

## **Employment, Consulting and Management Agreements**

The Company entered into a consulting agreement with Ryan Smith (the "CFO") dated for reference February 27, 2020 (the "CFO Agreement") to provide certain financial management services to the Company for a monthly fee of \$2,075 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The CFO Agreement is for an initial term of 12 months, to be renewed for a subsequent longer-term agreement. The CFO Agreement may be terminated by either party by giving 60 days' written notice, or upon 14 days notice for cause. The CFO is entitled to participate in the Company's Stock Option Plan and to bonuses at the discretion of the Board.

The Company entered into a consulting agreement with Raymund Baterina (the “Corporate Secretary”) dated for reference March 31, 2020 (the “Corporate Secretary Agreement”) to provide certain administrative management services to the Company for a monthly fee of \$2,000 inclusive of applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Corporate Secretary Agreement is for an initial term of 12 months, to be renewed for a subsequent longer-term agreement. The Corporate Secretary Agreement may be terminated by either party by giving 60 days’ written notice, or upon 14 days notice for cause. The Corporate Secretary is entitled to participate in the Company’s Stock Option Plan and to bonuses at the discretion of the Board.

The Company entered into a management agreement (the “Management Contract”) with Partum Advisory Services Corp. (“Partum”) of Suite 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2 dated for reference June 1, 2020, to provide certain corporate, accounting and administrative services to the Company in accordance with the terms of the Management Contract for a monthly fee of \$4,250 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Management Contract is for an initial term of 12 months, to be automatically renewed for further twelve-month periods, unless either party gives 90 days’ notice of non-renewal, in which case the Management Contract will terminate. The Management Contract can be terminated by either party on 90 days’ written notice. It can also be terminated by the Company for cause without prior notice or upon the mutual consent in writing of both parties.

### **Oversight and Description of Named Executive Officer and Director Compensation**

The Compensation Committee of the Board is responsible for ensuring that the Company has appropriate procedures for setting executive compensation and making recommendations to the Board with respect to the compensation paid to each of the executive officers and ensuring that the compensation is fair, reasonable and is consistent with the Company’s compensation philosophy.

The Compensation Committee is also responsible for recommending compensation for the directors and granting Stock Options to the directors, officers and employees, and consultants of the Company pursuant to the Stock Option Plan.

The Compensation Committee is currently comprised of William Timothy Heenan (Chair), Gil Playford and Luis Saenz. Mr. Heenan and Saenz are independent directors.

The Board is satisfied that the composition of the Compensation Committee ensures an objective process for determining compensation. All members of the Compensation Committee have had experience in the mining sector, including the junior exploration sector and on other boards of directors.

The Compensation Committee reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer, including the NEOs, and the directors. It then submits to the Board recommendations with respect to the basic salary, bonus and participation in share compensation arrangements for each executive officer.

The Compensation Committee ensures that the Company has an executive compensation plan that is fair, motivational and competitive so that it will attract, retain and incentivize executive officers of a quality and nature that will enhance growth and development of the Company. In establishing levels of remuneration, Stock Option and bonus grants, the Compensation Committee is guided by the following principles:

- Compensation is determined on an individual basis by the need to attract and retain talented, qualified and effective executives;
- Total compensation is set with reference to the market for similar positions in comparable companies and with reference to the location of employment; and
- The current market and economic environment.

Due to the stage of development of the Company, the Company has not established any quantitative or identifiable measures to assess performance and the performance goals are largely subjective, based on qualitative measures such as consistent and focused leadership, ability to manage risks, enhancing the Company's profile and growth profile.

### **Pension Disclosure**

The Company does not have a pension plan that provides for payments or benefits to the NEOs or directors at, following, or in connection with retirement.

No other elements of compensation were awarded to, earned by, paid or payable to the NEOs or directors in the financial year ended October 31, 2020.

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

No person who is, or at any time during the two most recently completed financial years was, a director or executive officer of Bearing Lithium, a proposed nominee for election as a director of Bearing Lithium, or an associate of any of the foregoing individuals, has been indebted to Bearing Lithium at any time since the commencement of Bearing Lithium's last completed financial year.

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

Except as otherwise disclosed in this Circular, no: (a) director, proposed director or executive officer of Bearing Lithium; (b) person or company who beneficially owns, directly or indirectly, Bearing Lithium Shares or who exercises control or direction of Bearing Lithium Shares, or a combination of both carrying more than ten percent of the voting rights attached to the outstanding Bearing Lithium Shares (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of Bearing Lithium's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect Bearing Lithium, except with an interest arising from the ownership of Bearing Lithium Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders.

### **AUDIT COMMITTEE DISCLOSURE**

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52110") requires Bearing Lithium, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

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

The Board has adopted a Charter for the Audit Committee which sets out the Committee's mandate, organization, powers and responsibilities. The complete Charter is attached as Schedule "A" to this Circular.

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

As of the date of this Circular, the following are the members of the Audit Committee:

<b>Audit Committee Members</b>		
Luis Sáenz	Independent	Financially literate
William Timothy Heenan	Independent	Financially literate
Gil Playford	Not independent	Financially literate

## Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each member that is relevant to the performance of his responsibilities as a member of the Audit Committee is as follows:

**Luis Sáenz** - Mr. Sáenz is a finance executive with over 25 years' experience in mining finance and metals trading with a focus on Latin America. Throughout his career, Mr. Sáenz has held senior roles working within regulated environments. He holds a degree in Economics and International Affairs from Franklin & Marshall College in Lancaster, PA.

**William Timothy Heenan** - Mr. Heenan has strong corporate governance experience with over 14 years of board experience and a number of years serving on board committees including audit committees. Mr. Heenan is an experienced senior manager who is financially literate and has extensive experience working in regulated environments.

**Gil Playford** – Mr. Playford has over 40 years of business experience and has held a number of director positions. Mr. Playford holds an Engineering Degree from McGill University in Montreal and a Master's Degree in Business Administration from York University in Toronto.

## Complaints

The Audit Committee has established a "Whistleblower Policy" which outlines procedures for the confidential, anonymous submission by employees regarding the Company's accounting, auditing and financial reporting obligations, without fear of retaliation of any kind. If an applicable individual has any concerns about accounting, audit, internal controls or financial reporting matters which they consider to be questionable, incorrect, misleading or fraudulent, the applicable individual is urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of the relevant complaint or concern.

The applicable individual may report their concern in writing and forward it to the Chairman of the Audit Committee in a sealed envelope labelled "To be opened by the Audit Committee only." Further, if the applicable individual wishes to discuss any matter with the Audit Committee, this request should be indicated in the submission. Any such envelopes received by the Company will be forwarded promptly and unopened to the Chairman of the Audit Committee.

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate corrective actions.

The Audit Committee will retain as part of its records, any complaints or concerns for a period of no less than seven years. The Audit Committee will keep a written record of all such reports or inquiries and make quarterly reports on any ongoing investigation which will include steps taken to satisfactorily address each complaint.

## Audit Committee Oversight

Since the commencement of Bearing Lithium's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

## Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year, have we relied on the exemption in sections 2.4 (De Minimis Non-audit Services), 3.2 (Initial Public Offerings), 3.4 (Events Outside Control of Member), 3.5 (Death, Disability or Resignation of Audit Committee Member) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### Reliance on the Exemption in Subsection 3.3(2) or Section 3.6

At no time since the commencement of our most recently completed financial year, have we relied on the exemption in subsection 3.3(2) (Controlled Companies) or section 3.6 (Temporary Exemption for Limited and Exception Circumstances) of NI 52-110.

### Reliance on Section 3.8

At no time since the commencement of our most recently completed financial year, have we relied on section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

### Reliance on Section 6.1

Pursuant to section 6.1 of NI 52-110, as a venture issuer we are relying on the exemption from the audit committee composition requirements and certain reporting obligations found in Parts 3 and 5 of NI 52-110.

### Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter under the heading “External Auditors”.

### External Auditor Service Fees

In the following table, “audit fees” are fees billed by Bearing Lithium’s external auditor for services provided in auditing Bearing Lithium’s annual financial statements for the subject year. “Audit-Related Fees” are fees not included in audit fees that are billed by the Auditor for assurance and related services that are reasonably related to the performance of the audit review of Bearing Lithium’s financial statements. “Tax Fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All Other Fees” are fees billed by the Auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Auditor in the last two fiscal years, by category, are as set out in the table below.

Financial Year Ended October 31	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
2020	\$23,000 <sup>(1)</sup>	-	\$3,300 <sup>(1)</sup>	-
2019	\$27,633.06	-	\$5,512.50	-

(1) Estimate from the Company’s Auditor from 2020 audit which has not been billed in full as of the date of this Circular.

## CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board and Bearing Lithium’s management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of Bearing Lithium’s corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

### Board of Directors

The Board facilitates its exercise of independent supervision over Bearing Lithium’s management through frequent meetings of the Board.

## Independence of Directors

As a venture issuer, Bearing Lithium is exempt from the independence requirements of NI 52-110, Part 3. Patrick Cussen, William Timothy Heenan, Bok Hyung Lee and Luis Sáenz are not officers or employees of Bearing Lithium or of an affiliate of Bearing Lithium.

Gil Playford is the CEO and Chairman of Bearing Lithium, and is therefore considered to be not independent.

## Directorships

The current directors of Bearing Lithium and each of the individuals to be nominated for election as a director of Bearing Lithium at the Meeting may serve as a director or officer of one or more other reporting issuers as at the date of this Notice of Meeting and Circular. However, our directors are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any of our projects or opportunities. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not we will participate in any project or opportunity, that director will primarily consider the degree of risk to which we may be exposed and our financial position at that time.

To the best of our knowledge, there are no known existing or potential conflicts of interest among us and our promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

The directors of the Company that are currently serving on boards of the following other reporting companies (or equivalent) is as set out below:

Name of Director	Name of reporting company	Exchange Listed
William Timothy Heenan	Mirasol Resources Ltd Lions Bay Mining Corp.	TSX-V CSE
Luis Sáenz	Atico Mining Corporation	TSX-V
Gil Playford	Christina Lake Cannabis Corp.	CSE

## Orientation and Continuing Education

The Board of Bearing Lithium briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education, but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills as required to meet their obligations as directors. In addition, the Board undertakes strategic planning sessions with management.

## Ethical Business Conduct

The Board has adopted a Code of Business Ethics and Conduct (the "Code") applicable to all of its directors, officers and employees, including the CEO, the CFO and other persons performing financial reporting functions. The Code has been developed to communicate to directors, officers and employees standards for business conduct in the use of the Company, resources and assets, and to identify and clarify proper conduct in areas of potential conflict of interest. The Code is designed to deter wrongdoing and promote (a) honest and ethical conduct; (b) compliance with laws, rules and regulations; (c) prompt internal reporting of Code violations; and (d) accountability for adherence to the Code. Violations from standards established

in the Code, and specifically under “Whistleblower” situations, are reported to the Chairperson of the Audit Committee and can be reported anonymously. The Chairperson of the Audit Committee will report to the Board any reported violations at least quarterly, or more frequently depending on the specifics of the reported violation. Since incorporation, there have been no reported violations.

The Board must also comply with the conflict of interest provisions of the Business Corporations Act (British Columbia), as well as the relevant securities regulatory instruments, to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

### **Disclosure Policy**

The Board adopted a disclosure policy (the “Disclosure Policy”) on March 19, 2018, in order to ensure that communications made to the investing public concerning the Company are disseminated in accordance with all applicable legal and regulatory requirements. Pursuant to the Disclosure Policy, the CEO of the Company must provide explicit consent prior to the dissemination of news releases, website disclosure and other written communications made by the Company and its representatives to the public.

### **Nomination of Directors**

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of Shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to Bearing Lithium, the ability to devote the required time, show support for Bearing Lithium’s mission and strategic objectives, and a willingness to serve.

### **Other Board Committees**

In addition to the Audit Committee, the Board has established a Compensation Committee. Each of the committees of the Board are currently composed entirely of independent directors. The Compensation Committee is responsible for the review of all compensation (including Options) paid by the Company to the Board, senior management and employees of the Company and any subsidiaries, to report to the Board on the results of those reviews and to make recommendations to the Board for adjustments to such compensation. William Timothy Heenan (Chair), Gil Playford and Luis Saenz are the current members of the Compensation Committee.

### **Assessments**

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

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

Except as disclosed elsewhere in this Circular, no director or executive officer of Bearing Lithium who was a director or executive officer since the beginning of Bearing Lithium’s last financial year, each proposed nominee for election as a director of Bearing Lithium, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Bearing Lithium Shares or other securities in Bearing Lithium or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

## **RE-APPOINTMENT OF AUDITOR**

At the Meeting, Shareholders will be asked to pass an ordinary resolution re-appointing Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants as the auditor to hold office until the next

annual meeting of the Shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board to fix the remuneration to be paid to the auditor. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia has served as the auditor for Bearing Lithium since September 29, 2016.

**Management recommends that Shareholders vote for the approval of the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants as the auditor for Bearing Lithium for the ensuing year at a remuneration to be fixed by the Board.**

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

### **A. Ratification of Stock Option Plan**

The Company presently has in place a “rolling” Stock Option Plan whereby the Company is authorized to grant stock options of up to 10% of its issued and outstanding common shares, from time to time. The Stock Option Plan is described above under the heading “Executive Compensation – Stock Options and Other Compensation Securities”.

Shareholders will be asked to consider, and if thought fit, to approve an ordinary resolution ratifying and approving the Company’s Stock Option Plan.

Reference can be made to the full text of the Stock Option Plan which will be made available at the offices of the Company, Suite 810 – 789 West Pender Street, Vancouver, BC V6C 1H2 until the business day immediately preceding the date of the Meeting. A copy of the Stock Option Plan is also attached as Schedule “C” to this Information Circular. At the Meeting, the Shareholders will be asked to approve the following regular resolution:

#### **“BE IT RESOLVED THAT:**

1. The current incentive stock option plan of the Company, as described in the Information Circular of the Company (and as may be amended to comply with the policies of the TSX-V from time to time), be and is hereby affirmed, ratified and approved; and
2. Any one (1) director or officer of the Company be authorized to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing.”

## **ADDITIONAL INFORMATION**

Additional information relating to Bearing Lithium is available at [www.sedar.com](http://www.sedar.com) under the Company’s profile. Shareholders may contact Bearing Lithium at its head office by mail at Suite 810 - 789 West Pender Street, Vancouver, BC V6C 1H2, to request copies of Bearing Lithium’s financial statements and related Management’s Discussion and Analysis (the “MD&A”). Financial information is provided in the audited financial statements and MD&A for Bearing Lithium for its years ended October 31, 2020 and October 31, 2019.

## **OTHER MATTERS**

Management of Bearing Lithium knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting included at the beginning of this Circular. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named in the proxy to vote on such matters in accordance with their best judgment.

## **APPROVAL OF THE BOARD OF DIRECTORS**

The Board has authorized and approved the content of this Circular has been approved and the delivery of it to each Shareholder of Bearing Lithium entitled to receive it and to the appropriate regulatory agencies.

Dated at Vancouver, British Columbia as of the 17<sup>th</sup> day of March, 2021.

**ON BEHALF OF THE BOARD OF  
BEARING LITHIUM CORP.**

***“Gil Playford”***

Gil Playford  
Director, CEO and Chairman

**SCHEDULE "A"**  
**AUDIT COMMITTEE CHARTER**

**CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**  
**BEARING LITHIUM CORP.**

The following Audit Committee Charter was adopted by the Audit Committee of the Board of Directors and the Board of Directors of BEARING LITHIUM CORP. (the "Company"):

**Mandate**

The primary function of the audit committee (the "Committee") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

**Composition**

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 52-110), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 52-110), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

**Meetings**

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

**Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

## **1. Documents/Reports Review**

- (a) review and update this Audit Committee Charter annually; and
- (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

## **2. External Auditors**

- (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- (d) take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- (f) recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:
  - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
  - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services, and

- iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

### **3. Financial Reporting Processes**

- (a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### **4. Other**

- (a) review any related-party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

**SCHEDULE "B"**  
**COMPENSATION COMMITTEE CHARTER**

**PURPOSE**

The overall purpose of the Compensation Committee (the "Committee") is to develop executive compensation plans that:

1. attract and retain skilled and experienced executives and senior managers;
2. motivate executives and senior managers to achieve corporate objectives and create shareholder value; and
3. encourage executives and senior managers to link their personal financial interest to those of the shareholders.

The compensation of executives and senior management shall be based on competitive rates in the marketplace taking account of location and conditions of employment.

Compensation for executives and senior managers shall consist of a combination of a base salary, cash based annual incentive, a long-term incentive and employee benefits.

**COMPOSITION, PROCEDURES AND ORGANIZATION**

- A. The Committee shall consist of at least three members of the Board, a majority of whom shall be "independent" as that term is defined in National Instrument 58-101 "Disclosure of Corporate Governance Practices". In particular, a Committee member shall not:
  - i. other than in his or her capacity as a member of the Board or any committees of the Board, accept directly or indirectly any consulting, advisory or other fee from the Company;
  - ii. have been employed by the Company or any of its affiliates in the current or past two years; or
  - iii. be an affiliate of the Company or any subsidiaries.
- B. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- C. Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chairman from among their number.
- D. The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Committee.
- E. The Committee shall have access to such officers and employees of the Company, its external auditors and legal counsel and to such information respecting the Company and may engage separate independent counsel and advisors at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

## **MEETINGS**

- F. At the request of the Chief Executive Officer (“CEO”) or any member of the Committee, the Chairman will convene a meeting of the Committee and provide an agenda for such meeting.
- G. Any two directors may request the Chairman to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the Chairman of the Committee.
- H. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
- I. The Committee shall meet at least once in each year on such dates and at such locations as the Chairman of the Committee shall determine and may also meet at any other time or times on the call of the chair of the Committee or any two of the other members.

## **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee shall be as follows:

- J. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of these goals, and recommend the CEO’s package to the Board.
- K. Make recommendations to the Board on all elements of executive officers’ compensation.
- L. Review all compensation information before the Company discloses it publicly.
- M. Approve any compensation arrangement for a senior executive of any subsidiary.
- N. Review succession planning for senior positions, and make recommendations to the Board.
- O. Review appropriate compensation of the independent directors and to provide recommendations of such review for the approval by the Corporate Governance Committee and the CEO.

## **SCHEDULE "C"** **Stock Option Plan**

### **1. Purpose of the Plan**

The purpose of the Plan is to provide the Participants with an opportunity to purchase Common Shares and benefit from the appreciation thereof. This proprietary interest in the Company will provide an increased incentive for the Participants to contribute to the future success and prosperity of the Company, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Company and its Subsidiaries to attract and retain individuals of exceptional skill.

### **2. Defined Terms**

2.1 Where used herein, the following terms shall have the following meanings (all other capitalized terms used and not defined herein shall have the meanings ascribed to them in the TSX Venture Exchange Corporate Finance Manual):

- (a) **"Acceleration Right"** means the Participant's right, in certain circumstances, to exercise its outstanding Option as to all or any of the Common Shares in respect of which such Option has not previously been exercised and which the Participant is entitled to exercise, including in respect of Common Shares not otherwise vested at such time;
- (b) **"Board"** means the board of directors of the Company;
- (c) **"Business Day"** means each day other than a Saturday, Sunday or statutory holiday in Ontario, Canada;
- (d) **"Common Shares"** means the common shares in the capital of the Company or, in the event of an adjustment contemplated by Article 8 hereof, such shares to which a Participant may be entitled upon the exercise of an Option as a result of such adjustment;
- (e) **"Company"** means Bearing Lithium Corporation, and includes any successor Company thereof;
- (f) **"Exchange"** means the TSX Venture Exchange or, if the Common Shares are not then listed and posted for trading on the TSX Venture Exchange, then on any stock exchange in Canada on which such shares are listed and posted for trading or any other regulatory body having jurisdiction as may be selected for such purpose by the Board;
- (g) **"Exercise Notice"** means the notice in writing signed by the Participant or the Participant's legal personal representatives addressed to the Company specifying an intention to exercise all or a portion of the Option;
- (h) **"Expiry Time"** means the time at which the Options will expire, being 4:00 p.m. (Toronto time) on a date to be fixed by the Board at the time the Option is granted, which date will not be more than ten years from the date of grant;
- (i) **"Insider"** has the meaning ascribed thereto in the Exchange Corporate Finance Manual;
- (j) **"Option"** means an option to purchase Common Shares from treasury granted by the Company to a Participant, subject to the provisions contained herein;
- (k) **"Option Price"** means the price per share at which Common Shares may be purchased under the Option, as the same may be adjusted herein;
- (l) **"Participants"** means the directors, officers and employees of, and consultants to, the Company or its Subsidiaries, as defined by the relevant Exchange and, subject to compliance with the applicable requirements of the Exchange, the Personal Holding Companies of such persons, to whom an Option

has been granted by the Board pursuant to the Plan and which Option or a portion thereof remains unexercised;

- (m) **“Personal Holding Company”** means a company of which 100% of the voting shares are beneficially owned, directly or indirectly, by a director, officer or employee of, or consultant to, the Company or its Subsidiaries and such entity shall be bound by the Plan in the same manner as if the Options were held directly;
- (n) **“Plan”** means this stock option plan of the Company, as the same may be amended or varied from time to time;
- (o) **“Subsidiary”** means any Company that is a subsidiary of the Company, as such term is defined under the *Business Corporations Act* (British Columbia), as such provision is from time to time amended, varied or re-enacted, or a “related entity” as defined in Section 2.22 of National Instrument 45-106; and
- (p) **“Take-Over Bid”** has the meaning ascribed thereto in the *Securities Act* (Ontario), as such provision is from time to time amended, varied or re-enacted.

### 3. Administration of the Plan

3.1 The Board shall administer this Plan. Options granted under the Plan shall be granted in accordance with determinations made by the Board pursuant to the provisions of the Plan as to: (a) the Participants to whom and the time or times at which the Options will be granted; (b) the number of Common Shares which shall be the subject of each Option; (c) any vesting provisions attaching to the Option; and (d) the terms and provisions of the respective stock option agreements, provided however, that each director, officer, employee or consultant shall have the right not to participate in the Plan and any decision not to participate therein shall not affect the employment by or engagement with the Company. The Board shall ensure that Participants under the Plan are eligible to participate under the Plan, and, if required by the Exchange, shall represent and confirm that the Participant is a bona fide employee, consultant or management company employee (as defined in the policies of the Exchange).

3.2 The Board may, from time to time, adopt such rules and regulations for administering the Plan as it may deem proper and in the best interests of the Company and may, subject to applicable law, delegate its powers hereunder to administer the Plan to a committee of the Board (the **“Committee”**). The Committee shall be comprised of two or more members of the Board who shall serve at the pleasure of the Board. Vacancies occurring on the Committee shall be filled by the Board.

3.3 The Committee (or the Board where the Committee has not been constituted) shall have the power to delegate to any member of the Board or officer so designated (the **“Administrator”**), the power to determine which Participants are to be granted Options and to grant such Options, the number of Common Shares purchasable under each Option, the Option Price and the time or times when and the manner in which Options are exercisable, and the Administrator shall make such determinations in accordance with the provisions of this Plan and with applicable securities and stock exchange regulatory requirements, subject to final approval by the Committee or Board.

### 4. Granting of Option

4.1 Participants may be granted Options from time to time. The grant of Options will be subject to the conditions contained herein and may be subject to additional conditions determined by the Board from time to time. Each Option granted hereunder shall be evidenced by an agreement in writing, signed on behalf of the Company and by the Participant, in such form as the Board shall approve from time to time. Each such agreement shall recite that it is subject to the provisions of this Plan.

4.2 The aggregate number of Common Shares of the Company allocated and made available to be granted to Participants under the Plan shall not exceed 10% of the issued and outstanding Common Shares of the Company as at the date of grant (on a non-diluted basis). Any issuance of Common Shares from treasury pursuant to the exercise of Options shall automatically replenish the number of Common Shares available for Option grants under the Plan.

Common Shares in respect of which Options are cancelled or not exercised prior to expiry, for any reason, shall be available for subsequent Option grants under the Plan. No fractional shares may be purchased or issued hereunder.

4.3 The Company shall at all times, during the term of the Plan, reserve and keep available such number of Common Shares as will be sufficient to satisfy the requirements of the Plan.

4.4 Any grant of Options under the Plan shall be subject to the following restrictions:

- (a) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to any one Participant, other than a Consultant, in any 12 month period may not exceed 5% of the Company's total issued and outstanding Common Shares, unless disinterested shareholder approval is obtained;
- (b) the aggregate number of Common Shares issuable pursuant to Options granted to Insiders pursuant to the Plan and other security based compensation arrangements may not exceed 10% of the Company's total issued and outstanding Common Shares, unless disinterested shareholder approval is obtained;
- (c) the aggregate number of Common Shares issued to Insiders pursuant to the Plan and other security based compensation arrangements in any 12 month period may not exceed 10% of the Company's total issued and outstanding Common Shares, unless disinterested shareholder approval is obtained;
- (d) no more than 2% of the total issued and outstanding Common Shares at the time of grant may be granted to any one Consultant in any 12 month period; and
- (e) no more than an aggregate of 2% of the total issued and outstanding Common Shares at the time of grant may be granted to all persons engaged to conduct Investor Relations Activities in any 12-month period.

4.5 All Options granted pursuant to this Plan shall be subject to rules and policies of the Exchange and any other regulatory body having jurisdiction.

4.6 A Participant who has been granted an Option may, if otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional Option if the Board so determines.

## **5. Option Price**

5.1 Subject to applicable Exchange approval, the Option Price shall be fixed by the Board at the time the Option is granted to a Participant. In no event shall the price be less than the Discounted Market Price (as defined in the policies of the Exchange). If a press release fixing the price is not issued, the Discounted Market Price is the closing price per Common Share on the Exchange on the last trading day preceding the date of grant on which there was a closing price (less the applicable discount) or, if the Common Shares are not listed on any stock exchange, a price determined by the Board; provided that, if the Board, in its sole discretion, determines that the closing price on the last trading day preceding the date of grant would not be representative of the market price of the Common Shares, then the Board may base the price on the greater of the closing price and the weighted average price per share for the Common Shares for five (5) consecutive trading days ending on the last trading day preceding the date of grant on which there was a closing price on the Exchange. The weighted average price shall be determined by dividing the aggregate sale price of all Common Shares sold on the Exchange during the said five (5) consecutive trading days, by the total number of Common Shares so sold.

5.2 Once the Option Price has been determined by the Board, accepted by the Exchange and the Option has been granted, if the Optionee is an Insider, the Option Price may only be reduced if disinterested shareholder approval is obtained; provided that such disinterested shareholder approval is then a requirement of the Exchange or other regulatory body having jurisdiction.

## **6. Term of Option**

6.1 The term of the Option shall be a period of time fixed by the Board, not to exceed ten years from the date of grant. Unless the Board determines otherwise, Options shall be exercisable in whole or in part at any time during this period in accordance with such vesting provisions, conditions or limitations (including applicable hold periods) as are herein contained or as the Board may from time to time impose, or as may be required by the Exchange or under applicable securities law.

6.2 Each Option and all rights thereunder shall be expressed to expire at the Expiry Time, but shall be subject to earlier termination in accordance with Section 11 hereof.

6.3 Subject to any specific requirements of the Exchange, the Board shall determine the vesting period or periods within the Option term, during which a Participant may exercise an Option or a portion thereof.

6.4 In addition to any resale restriction under securities laws, an Option may be subject to a four month Exchange hold period commencing on the date the Option is granted.

6.5 Except in the case of a Participant's Option that terminates pursuant to Section 11.3 below, in the event that the term of any Option expires within or immediately following a "blackout period" imposed by the Company, the Option shall expire on the date (the "**Blackout Expiration Date**") that is ten Business Days following the end of such blackout period. The Blackout Expiration Date shall not be subject to the discretion of the Board.

## **7. Exercise of Option**

7.1 Subject to the provisions of the Plan and the terms of any stock option agreement, an Option or a portion thereof may be exercised, from time to time, by delivery of the Exercise Notice to the Company's principal office in Toronto, Ontario. The Exercise Notice shall state the intention of the Participant or the Participant's legal personal representative to exercise the said Option or a portion thereof and specify the number of Common Shares in respect of which the Option is then being exercised, and shall be accompanied by the full purchase price of the Common Shares which are the subject of the exercise. Such Exercise Notice shall contain the Participant's undertaking to comply, to the satisfaction of the Company, with all applicable requirements of the Exchange and any applicable regulatory authorities.

## **8. Adjustments in Shares**

8.1 If the outstanding shares of the Company are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Company through a re-organization, plan of arrangement, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board, in its discretion, in the number or kind of shares optioned and the exercise price per share with respect to: (a) previously granted and unexercised Options or portions thereof; and (b) Options which may be granted subsequent to any such change in the Company's capital.

8.2 Determinations by the Board as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. The Company shall not be obligated to issue fractional securities in satisfaction of any of its obligations hereunder.

## **9. Accelerated Vesting**

9.1 In the event that certain events such as a liquidation or dissolution of the Company or a re-organization, plan of arrangement, merger or consolidation of the Company with one or more Company's, as a result of which the Company is not the surviving corporation, or the sale by the Company of all or substantially all of the property and assets of the Company to another Company prior to the Expiry Time, are proposed or contemplated, the Board may, notwithstanding the terms of this Plan or any stock option agreements issued hereunder, exercise its discretion, by way of resolution, to permit accelerated vesting of Options on such terms as the Board sees fit at that time. If the Board, in its sole discretion, determines that the Common Shares subject to any Option granted hereunder shall vest on an accelerated basis, all Participants entitled to exercise an unexercised portion of Options then outstanding shall have the right at such time, upon written notice being given by the Company, to exercise such Options to the extent

specified and permitted by the Board and within the time period specified by the Board, which shall not extend past the Expiry Time.

9.2 An Option may provide that whenever the Company's shareholders receive a Take-Over Bid and the Company supports this bid, pursuant to which the "offeror" would, as a result of such Take-Over Bid being successful, beneficially own in excess of 50% of the outstanding Common Shares, the Participant may exercise the Acceleration Right. The Acceleration Right shall commence on the date of the mailing of the Board circular recommending acceptance of the Take-Over Bid and end on the earlier of:

- (a) the Expiry Time; and
- (b) (i) in the event the Take-Over Bid is unsuccessful, the expiry date of the Take-Over Bid; and (ii) in the event the Take-Over Bid is successful, the tenth (10th) day following the expiry date of the Take-Over Bid.

9.3 At the time of the termination of the Acceleration Right, the original vesting terms of the Options shall be reinstated with respect to the Common Shares issuable thereunder which were not acquired by the holders of such Options pursuant to the terms thereof. Notwithstanding the foregoing, the Acceleration Right may be extended for such longer period as the Board may resolve.

## **10. Decisions of the Board**

All decisions and interpretations of the Board respecting the Plan or Options granted thereunder shall be conclusive and binding on the Company and the Participants and their respective legal personal representatives and on all directors, officers, employees and consultants of the Company who are eligible to participate under the Plan.

## **11. Ceasing to be a Director, Officer, Employee or Consultant**

11.1 Subject to the terms of the applicable stock option agreements and subject to Section 11.4 hereof, in the event of the Participant ceasing to be a director, officer, employee or consultant of the Company or a Subsidiary for any reason other than death, including the resignation or retirement of the Participant or the termination by the Company or a Subsidiary of the employment of the Participant, prior to the Expiry Time, such Option (including an Option held by a Participant's Personal Holding Company) may be exercised as to such Common Shares in respect of which the Option has not previously been exercised (and as the Participant would have been entitled to exercise) at any time up to and including (but not after) the earlier of: (a) the Expiry Time; and (b) a date that is ninety (90) days (or such other period as may be determined by the Board, provided that such period is not more than one year) following the effective date of such resignation or retirement or a date that is ninety (90) days (or such other period as may be determined by the Board, provided that such period is not more than one year) following the date notice of termination of employment is given by the Company or a Subsidiary, whether such termination is with or without reasonable notice, and subject to such shorter period as may be otherwise specified in the stock option agreement, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.

11.2 In consideration of the Option hereby granted, in the event of the resignation or retirement of the Participant or the termination of employment by the Company without cause, the Participant hereby covenants not to sue the Company for damages arising from the loss of rights granted hereunder and releases the Company from any damages.

11.3 Notwithstanding the foregoing, in the event of termination for cause, such Option (including an Option held by a Participant's Personal Holding Company) shall expire and terminate immediately at the time of delivery of notice of termination of employment for cause to the Participant by the Company or a Subsidiary and shall be of no further force or effect whatsoever as to the Common Shares in respect of which an Option has not previously been exercised.

11.4 In the event of the death of a Participant on or prior to the Expiry Time, such Option (including an Option held by a Participant's Personal Holding Company) may be exercised as to such of the Common Shares in respect of which such Option has not previously been exercised (and as the Participant would have been entitled to purchase), by the legal personal representatives of the Participant at any time up to and including (but not after) a date one (1)

year from the date of death of the Participant, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.

11.5 Options shall not be affected by any change of employment of the Participant where the Participant continues to be employed by the Company or any of its Subsidiaries.

## **12. Transferability**

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or to the extent, if any, permitted by the Exchange.

## **13. Amendment or Discontinuance of Plan**

- 13.1 (a) The approval of the Board and the requisite approval from the Exchange and the shareholders or the disinterested shareholders, as required pursuant to the policies of the Exchange, shall be required for any of the following amendments to be made to the Plan:
- (i) any increase to the fixed maximum percentage of Common Shares issuable under the Plan;
  - (ii) a reduction in the exercise price or purchase price of an Option (other than for standard anti-dilution purposes) held by or benefiting an Insider (note, this amendment requires approval of the disinterested shareholders);
  - (iii) an increase in the maximum number of Common Shares that may be issued to Insiders within any one year period or that are issuable to Insiders at any time (note, this amendment requires approval of the disinterested shareholders);
  - (iv) an extension of the term of an Option held by or benefiting an Insider;
  - (v) any change to the definition of "Participants" which would have the potential of broadening or increasing Insider participation;
  - (vi) the addition of any form of financial assistance;
  - (vii) any amendment to a financial assistance provision which is more favourable to Participants;
  - (viii) the addition of a deferred or restricted share unit or any other provision which results in Participants receiving securities while no cash consideration is received by the Company; and
  - (ix) any other amendments that may lead to significant or unreasonable dilution in the Company's outstanding securities or may provide additional benefits to Participants, especially Insiders, at the expense of the Company and its existing shareholders.
- (b) The Board may, without shareholder approval but subject to receipt of requisite approval as required by the Exchange, in its sole discretion make all other amendments to the Plan that are not of the type contemplated in Subsection 13.1(a) above including, without limitation:
- (i) amendments of a housekeeping nature;
  - (ii) a change to the vesting provisions of an Option or the Plan; and
  - (iii) a change to the termination provisions of an Option or the Plan which does not entail an extension beyond the original expiry date, except as contemplated in Section 6.5 above.

#### **14. Participants' Rights**

14.1 A Participant shall not have any rights as a shareholder of the Company until the issuance of a certificate for Common Shares upon the exercise of an Option or a portion thereof, and then only with respect to the Common Shares represented by such certificate or certificates.

14.2 Nothing in the Plan or any Option shall confer upon any Participant any rights to continue in the employ of the Company or any Subsidiary or affect in any way the right of the Company or any such Subsidiary to terminate the employment of the Participant at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Company or any such Subsidiary to extend the employment of any Participant beyond the time such Participant would normally retire pursuant to the provisions of any present or future retirement plan of the Company or any Subsidiary, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Company or any Subsidiary.

#### **15. Approvals**

15.1 The Plan shall be subject, if applicable, to the approval of the Exchange or other regulatory body having jurisdiction at that time and, if so required thereby, to the approval of the shareholders of the Company.

15.2 Any Options granted prior to such approval and acceptance shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.

#### **16. Government Regulation**

16.1 The Company's obligation to issue and deliver Common Shares under any Option is subject to:

- (a) the satisfaction of all requirements under applicable securities laws in respect thereof and obtaining all regulatory approvals as the Company shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
- (b) the admission of such Common Shares to listing on any stock exchange on which such Common Shares may then be listed; and
- (c) the receipt from the Participant of such representations, warranties, agreements and undertakings as to future dealings in such Common Shares as the Company determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

16.2 In this regard, the Company shall take all reasonable steps to obtain such approvals and registrations as may be necessary for the issuance of such Common Shares and for the listing of such Common Shares on the Exchange, in compliance with applicable securities laws. If any shares cannot be issued to any Participant for whatever reason, the obligation of the Company to issue such shares shall terminate and the Option Price paid to the Company will be returned to the Participant.

#### **17. Costs**

17.1 The Company shall pay all costs of administering the Plan.

#### **18. Interpretation**

18.1 This Plan shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

#### **19. Compliance with Applicable Law**

19.1 If any provision of the Plan or any Option contravenes any law or any order, policy, bylaw or regulation of any regulatory body or the Exchange, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.