

**SELECT SANDS CORP.**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**FOR**

**THE ANNUAL GENERAL AND SPECIAL MEETING**

**OF SHAREHOLDERS OF**

**SELECT SANDS CORP.**

**TO BE HELD ON JUNE 20, 2023**

**MAY 10, 2023**

## **SELECT SANDS CORP.**

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE** is hereby given that the annual and special meeting (the "**Meeting**") of **SELECT SANDS CORP.** (the "**Company**"), will be held at the Company's head office at 825 Town and Country Lane, Suite 1200, Houston, Texas, USA, 77024 on June 20, 2023 at 10:00 a.m. (Houston time), for the following purposes:

1. To receive and consider the audited financial statements for the financial year ending December 31, 2022, together with the auditors' report thereon;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors to hold office until the next annual general meeting of the Company;
4. To appoint SHIM & Associates LLP, Chartered Professional Accountants as auditor of the Company, to hold office until the next annual general meeting at a remuneration to be fixed by the directors;
5. To approve the Company's rolling stock option plan as described in the Company's information circular; and
6. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the Notes to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Notes to the Proxy.

As stated in the Notes to the Proxy, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholders are directors and/or officers of the Company, or nominees selected by management. You may appoint another person to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 10<sup>th</sup> day of May, 2023.

*"Zigurds R. Vitols"*

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Zigurds R. Vitols  
President, Chief Executive Officer and Director

## SELECT SANDS CORP.

**Houston Office**  
825 Town and Country Lane, Suite 1200  
Houston, Texas, USA  
77024  
Tel: 844-806-7313

**Vancouver Mailing Address**  
PO Box 30072  
North Vancouver RPO Parkgate VLG  
BC, Canada  
V7H 2Y8

### **INFORMATION CIRCULAR**

(containing information as at May 10, 2023, unless otherwise stated)

#### **SOLICITATION OF PROXIES**

**This Information Circular (this "Circular") is furnished in connection with the solicitation of proxies by the management (the "Management") of SELECT SANDS CORP. (the "Company"), for use at the annual general and special meeting (the "Meeting") of the shareholders (the "Shareholders") of the Company to be held on June 20, 2023, at the time and place and for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof.** The solicitation will be primarily by mail; however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

#### **MEETING ATTENDANCE**

Given the current circumstances, the location of the Meeting will be the Company's office, located at 825 Town and Country Lane, Suite 1200, Houston, Texas, USA, 77024. The Company will be strictly restricting physical access to the Meeting to registered Shareholders and formally appointed proxyholders and will not be permitting any others (including beneficial Shareholders that hold their shares through a broker or other intermediary) to attend.

The Company strongly encourages registered shareholders and proxyholders not to attend the Meeting in-person, and Shareholders are encouraged to vote using one of the methods described in this management information circular. The deadline for Shareholders to vote by proxy in advance of the Meeting is June 16, 2023 at 10:00 a.m. (Houston time). Registered Shareholders and proxyholders who nonetheless wish to attend in person may be subject to health screening procedures at the entrance and will be asked to socially distance themselves from others at the Meeting.

Shareholders who are unable or not permitted to attend the Meeting in person have the opportunity to listen to the Meeting live through an audio conference call. Shareholders who dial in to the call will be able to listen to the call but will not be able to vote. To listen to the Meeting in this manner you may dial the following toll-free or international toll number approximately five minutes prior to the start of the Meeting and ask the operator to join the Select Sands Meeting:

Canada/USA Toll Free: 1-800-319-4610

International: +1-604-638-5340

#### **APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the enclosed proxy (the "**Proxy**") are directors and/or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for and on behalf of the Shareholder at the Meeting other than the persons named in the enclosed Proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the enclosed Proxy and insert the name of the Shareholder's nominee in the blank space provided, or complete another instrument of proxy.**

A proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer. A proxy will not be valid unless it is deposited with the Company's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"), at 8<sup>th</sup> floor - 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax within North America at 1-866-249-7775 or outside North America at 1-416-263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or adjournment thereof.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer, and deposited with Computershare at the address or fax numbers indicated in the preceding paragraph, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

## **VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES**

On any poll, the persons named in the enclosed Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the persons named in the enclosed Proxy will do so in accordance with such direction. **In the absence of any instruction in a proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular.**

The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Circular, Management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the enclosed Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a "**Special Resolution**", in which case a majority of not less than two thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares held by Shareholders of the Company who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

## **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold shares in their own name.** Shareholders who do not hold their shares in their own name (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting.

If shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those shares will not be registered in the Shareholder's name on the records of the Company. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their shares are communicated to the appropriate person.**

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own ("**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are ("**NOBOs**" for Non-Objecting Beneficial Owners). Pursuant to National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**") issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy related materials directly to NOBOs. The Company has decided to take advantage of those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form ("**VIF**") from our transfer agent, Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contains complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

With respect to Beneficial Shareholders who are OBOs, regulatory rules require intermediaries/brokers to seek voting instructions 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 who are OBOs in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder who is an OBO by its broker, agent or nominee is limited to instructing the registered holder of the common shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such shares are voted.**

These security holder materials are being sent to both registered and non-registered owners of the shares of the Company. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. In this event, by choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. In accordance with the provisions of NI 54-101, the Company has elected not to pay for mailing to OBO's. As a result, OBO's will only receive paper copies of proxy-related materials if the OBO's intermediary assumes the costs of delivery.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their shares as a proxyholder.

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

Except as otherwise disclosed herein, none of:

- (a) the directors or executive officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors, other than the confirmation of the existing stock option plan for the Company in connection with which the directors and executive officers of the Company may continue to hold stock options and/or may be entitled to receive stock option grants in the future, all in accordance with the terms thereof. See "*Particulars of Matters to be Acted Upon – Re-Approval of Stock Option Plan*".

#### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company's authorized capital consists of an unlimited number of common shares ("**Common Shares**"), each share carrying the right to one vote, of which 88,563,316 Common Shares are issued and outstanding as at May 10, 2023 (the "**Record Date**"). The Company has no other class of shares.

Any Shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder's shares voted at the Meeting.

To the best of the knowledge of the directors and senior officers of the Company, no person holds, directly or indirectly, or exercises control or direction, over more than 10% of the issued and outstanding Common Shares of the Company.

## **STATEMENT OF EXECUTIVE COMPENSATION**

Securities laws require that a "Statement of Executive Compensation" in accordance with Form 51-102F6 be included in this Information Circular. Form 51-102F6 prescribes the disclosure requirements in respect of the compensation of executive officers and directors of reporting issuers. Form 51-102F6 provides that compensation disclosure must be provided for the Chief Executive Officer and the Chief Financial Officer of an issuer and each of the three most highly compensated executive officers whose total compensation exceeds CAD\$150,000. Based on those requirements, the executive officers of the Company for whom disclosure is required under Form 51-102F6 are Zigurds Vitols, its President and CEO and Mr. Darren Urquhart, its CFO, and such individuals are collectively referred to as the "Named Executive Officers".

### **Definitions**

For the purpose of this Information Circular:

- (i) "**CAD\$**" means Canadian dollars;
- (ii) "**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;
- (iii) "**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;
- (iv) "**closing market price**" means the price at which the company's security was last sold, on the applicable date,
  - (i) in the security's principal marketplace in Canada, or
  - (ii) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;
- (v) "**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (vi) "**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook;
- (vii) "**grant date**" means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;
- (viii) "**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;
- (ix) "**incentive plan award**" means compensation awarded, earned, paid or payable under an incentive plan;
- (x) "**NEO**" or "**named executive officer**" means each of the following individuals:
  - (i) a CEO;
  - (ii) a CFO;
  - (iii) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
  - (iv) 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;
- (xi) "**NI 52-107**" means National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency;

- (xii) "**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;
- (xiii) "**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;
- (xiv) "**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;
- (xv) "**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;
- (xvi) "**US\$**" means United States dollars.

## **Compensation Discussion and Analysis**

### ***NEO Compensation Discussion and Analysis***

The objective of the Company's compensation strategy is to provide adequate levels of base compensation for its NEOs as well as discretionary bonuses to act as incentive mechanisms for achieving corporate goals and objectives. Each NEO receives a base salary in recognition of the position's day-to-day duties and responsibilities, which constitutes the largest share of the NEO's compensation package. The Board of Directors (the "**Board**") and the Compensation Committee thereof review each NEO's base salary on an annual basis, and may also consider a NEO's qualifications, experience, length of service and past contributions in determining a NEO's base salary. The Company also considers similar compensation for companies at a comparable stage of development in determining the appropriate level of compensation for its NEOs.

Executive compensation is determined on an annual basis, by the Compensation Committee, and is approved by the Board and the granting of bonuses are reviewed throughout the year.

The Board may also set, throughout the year, discretionary bonuses to serve as incentive mechanisms for the meeting of particular corporate goals and objectives, or for the Company's financial performance. NEOs are also eligible to participate in the Company's stock option plan (the "**Option Plan**") and receive grants of stock options thereunder (provided that such Option Plan is approved at this Meeting). Options grants referenced herein that are outstanding exist under the Company's option plan.

Given the nature of the Company's business and the size of the Company's management team, neither the Compensation Committee nor the Board believes that there are any material risks associated with the Company's compensation policies and practices.

### ***Option-Based Awards***

The Option Plan is used to attract, retain and incentivize qualified and experienced personnel. The Option Plan is an important part of the Company's long-term incentive strategy for its NEOs, as well as for its other directors, officers, other management, employees and consultants (collectively, "**eligible persons**"), permitting them to participate in any appreciation of the market value of the Company's common shares over a stated period of time. The Option Plan is designed to foster a proprietary interest in stock ownership, and to reinforce a commitment to the Company's long-term growth, performance and success as well as increasing shareholder value. The Compensation Committee reviews the grant of stock options to NEOs from time to time, based on various factors such as the NEO's level of responsibility and role and importance in the Company achieving its corporate goals, objectives and prospects. Decisions with respect to the grant of stock options are made by the Board from time to time based upon recommendations from the Compensation Committee. Previous grants of options are taken into account when considering new grants of stock options to NEOs.

The Company has no equity compensation plans other than the Option Plan.

## ***Compensation Committee Report on Executive Compensation***

The Compensation Committee has reviewed with senior management this Compensation Discussion and Analysis and, based on such review, has recommended to the Board that this Compensation Discussion and Analysis be included in this Circular.

### ***Use of Financial Instruments***

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

### **NEO Summary Compensation Table**

The following table sets out certain information respecting the compensation paid to the NEOs during the years ended December 31, 2022, 2021 and 2020 and in which they were acting in the capacity of an NEO.

Name and principal position  (a)	Year  (b)	Salary (US\$)  (c)	Share based awards (US\$)  (d)	Option based awards (US\$) <sup>(1)</sup>  (e)	Non-equity incentive plan compensation (US\$)  (f)		Pension value (US\$)  (g)	All other compensation (US\$)  (h)	Total compensation (US\$)  (i)
					Annual incentive plans  (f1)	Long-term incentive plans  (f2)			
Zigurds Vitols President, CEO and Director	12/31/2022	197,733	n/a	Nil	n/a	n/a	n/a	n/a	197,733
	12/31/2021	182,308	n/a	41,287	n/a	n/a	n/a	n/a	223,595
	12/31/2020	164,615	n/a	Nil	n/a	n/a	n/a	n/a	164,615
Darren Urquhart CFO	12/31/2022	64,561	n/a	Nil	n/a	n/a	n/a	n/a	64,561
	12/31/2021	67,012	n/a	16,515	n/a	n/a	n/a	n/a	83,527
	12/31/2020	62,616	n/a	Nil	n/a	n/a	n/a	n/a	62,616

*Notes:*

(1) Deemed fair value of options granted and vested during the fiscal year, based on the Black-Scholes-Merton model. See audited annual financial statements for the respective fiscal year for the underlying assumptions with respect to options granted in that year.



## **NEO Incentive Plan Awards**

### ***Outstanding Share-Based Awards and Option-Based Awards***

The following table sets out certain information respecting each NEO's share-based and option-based awards outstanding at December 31, 2022, including awards granted before December 31, 2022.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (CAD\$)	Option expiration date dd/mm/yy	Value of unexercised in-the-money-options <sup>(1)</sup> (CAD\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (CAD\$)	Market or payout value of vested share-based awards not paid out or distributed (CAD\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Zigurds Vitols	500,000 1,000,000	0.39 0.055	12/04/23 22/11/26	Nil Nil	n/a	n/a	n/a
Darren Urquhart	200,000 400,000	0.39 0.055	12/04/23 22/11/26	Nil Nil	n/a	n/a	n/a

Notes:

- (1) Based on the difference between the exercise price of the option and the closing market price of the Company's common shares on the TSX Venture Exchange (the "Exchange") on the last trading day of the financial year ended December 31, 2022, being CAD\$0.05.

### ***Incentive Plan Awards – Value Vested Or Earned During The Year Ended December 31, 2022***

The following table sets out certain information respecting the value of each NEO's share-based and option-based awards that became vested or were earned during the year ended December 31, 2022.

Name	Option-based awards –Value vested during the year <sup>(1)</sup> (US\$)	Share-based awards –Value vested during the year (US\$)	Non-equity incentive plan compensation –Value earned during the year (US\$)
Zigurds Vitols	Nil	n/a	n/a
Darren Urquhart	Nil	n/a	n/a

Notes:

- (1) For options that became vested during the financial year ended December 31, 2022 and were in-the-money on their vesting date, based on the difference between the exercise price of the option and the closing market price of the Company's common shares on the Exchange on the vesting date.

## **NEO Termination and Change of Control Benefits**

There are no provisions in any contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control in the Company or a change in the NEO's responsibilities other than as disclosed below.

*Zigurds Vitols* - If Mr. Vitols' employment is terminated by the Company for any other reason other than for Just Cause, Disability or death (as such terms are defined in his employment agreement) or by Mr. Vitols for Good Reason (as such term is defined in his employment agreement), Mr. Vitols shall be entitled to an amount equal to (i) six months base salary if termination occurs during the first year of service, (ii) twelve months base salary if termination occurs during the second year of service, (iii) eighteen months base salary if termination occurs during the third year of service or (iv) twenty-four months base salary if termination occurs during or after the fourth year of service, in each case, together with all outstanding and accrued regular and vacation pay and expenses to the date of termination. Furthermore, if Mr. Vitols holds any options for the purchase or acquisition of shares in the capital of the

Company, all such options shall vest immediately and continue to be available for exercise until expiry (estimated value US\$Nil). The value of the foregoing payments is estimated to be US\$420,000 assuming termination occurred on December 31, 2022.

For the purposes of the above described agreement "good reason" includes the following: (a) the failure of the Company to pay any amount due to the executive under the employment agreement; (b) any material reduction in the executive's title or status or a material reduction in his duties or responsibilities (unless it is for Just Cause); (c) the executive being effectively prevented from carrying out his duties and responsibilities in any material respects in a manner appropriate for a senior executive of the Company; (d) any material adverse change in the Executive's (i) base salary (unless it is for Just Cause), or (ii) benefits (other than changes that affect other senior executives of the Company to the same or a comparable extent); or (e) the Company's material breach of their employment agreement.

*Darren Urquhart* – Mr. Urquhart provides his services to the Company through an agreement with his company Darren Urquhart Chartered Accountant Inc. Pursuant to the terms of the agreement Mr. Urquhart's services may be terminated by providing at least two months' notice. Furthermore, in the event of the occurrence of a change of control event the Company is required to pay six months of the then current monthly fee. As at December 31, 2022, the monthly fee was CAD\$7,000 per month.

## **DIRECTOR COMPENSATION**

### **Director Compensation Table for fiscal year ending December 31, 2022**

The following table sets out certain information respecting the compensation paid to directors of the Company who were not NEOs during the year ended December 31, 2022:

<b>Name (a)</b>	<b>Fees earned (US\$) (b)</b>	<b>Share-based awards (US\$) (c)</b>	<b>Option-based awards<sup>(1)</sup> (US\$) (d)</b>	<b>Non-equity incentive plan compensation (US\$) (e)</b>	<b>Pension value (US\$) (f)</b>	<b>All other compensation (US\$) (g)</b>	<b>Total (US\$) (h)</b>
Douglas Turnbull	11,500	Nil	Nil	Nil	Nil	Nil	11,500
Steven Goldman	8,000	Nil	Nil	Nil	Nil	Nil	8,000
Daniel Gillett	14,000	Nil	Nil	Nil	Nil	Nil	14,000
Wesley Harris	10,000	Nil	Nil	Nil	Nil	Nil	10,000

Notes:

(1) Deemed fair value of options granted and vested during the fiscal year, based on the Black-Scholes-Merton model. See audited annual financial statements for the most recently completed financial year for underlying assumptions for options granted during the year ended December 31, 2022.

## **Share-based Awards, Option-based Awards and Non-equity Incentive Plan Compensation**

### ***Outstanding Share-Based Awards and Option-Based Awards***

The following table sets out certain information respecting share-based and option-based awards outstanding at December 31, 2022, including awards granted before the year ended December 31, 2022, for the directors of the Company who were not NEOs.

Name (a)	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (CAD\$) (c)	Option expiration date dd/mm/yy (d)	Value of unexercised in-the-money options <sup>(1)</sup> (CAD\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)	Market or payout value of vested share-based awards not paid out or distributed (\$) (h)
Douglas Turnbull	400,000 400,000	0.39 0.055	12/04/23 22/11/26	Nil Nil	n/a	n/a	n/a
Steven Goldman	250,000 400,000	0.39 0.055	12/04/23 22/11/26	Nil Nil	n/a	n/a	n/a
Daniel Gillett	250,000 500,000	0.39 0.055	12/04/23 22/11/26	Nil Nil	n/a	n/a	n/a
Wesley Harris	400,000	0.055	22/11/26	Nil	n/a	n/a	n/a

Notes:

- (1) Based on the difference between the exercise price of the option and the closing market price of the Company's common shares on the Exchange on the last trading day of the financial year ended December 31, 2022, being \$0.05.

### ***Incentive Plan Awards – Value Vested Or Earned During The Year Ended December 31, 2022***

The following table sets out certain information respecting the value of share-based and option-based awards that became vested or were earned during the year ended December 31, 2022, for the directors of the Company who were not NEO's.

Name	Option-based awards –Value vested during the year <sup>(1)</sup> (US\$)	Share-based awards –Value vested during the year (US\$)	Non-equity incentive plan compensation –Value earned during the year (US\$)
Douglas Turnbull	Nil	n/a	n/a
Steven Goldman	Nil	n/a	n/a
Daniel Gillett	Nil	n/a	n/a
Wesley Harris	Nil	n/a	n/a

Notes:

- (1) For options that became vested during the financial year ended December 31, 2022 and were in-the-money on their vesting date, based on the difference between the exercise price of the option and the closing market price of the Company's common shares on the Exchange on the vesting date.

## **AUDIT COMMITTEE DISCLOSURE**

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Information Circular as Schedule "A".

## **CORPORATE GOVERNANCE DISCLOSURE**

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

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

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2022:

### **Equity Compensation Plan Information**

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<sup>(1)</sup></b> (a)	<b>Weighted-average exercise price of outstanding options, warrants and rights<sup>(1)</sup></b> (CAD\$) (b)	<b>Number of securities remaining available for future issuance under equity compensation plans<sup>(1)</sup></b> (excluding those in column (a)) (c)
<b>Equity compensation plans approved by securityholders<sup>(2)</sup></b>	7,070,000	\$0.15	1,786,332
<b>Equity compensation plans not approved by securityholders</b>	n/a	n/a	n/a
<b>TOTAL</b>	7,070,000	\$0.15	1,786,332

Notes:

(1) The foregoing information is presented as of December 31, 2022.

(2) Represents the Option Plan of the Company, which reserves a number of common shares equal to 10% of the then outstanding common shares from time to time, for issue pursuant to stock options.

For further information on the Plan, refer to the heading "*Particulars of Other Matters to be Acted Upon – Approval of Stock Option Plan.*"

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

As of the date hereof, other than indebtedness that has been entirely repaid on or before the date of this information circular or "routine indebtedness" as defined in Form 51-102F5 of National Instrument 51-102 none of:

- the individuals who are, or at any time since January 1, 2022 of the Company were, a director or executive officer of the Company;
- the proposed nominees for election as a director of the Company; or
- any associates of the foregoing persons,

is, or at any time since January 1, 2022 has been, indebted to the Company or any subsidiary of the Company, or is a person whose indebtedness to another entity is, or at any time since January 1, 2022 has been, the subject of a guarantee support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary of the Company.

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

For purposes of the following discussion, "Informed Person" means (a) a Director or Executive Officer of the Company; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any

person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended December 31, 2022, none of:

- the Informed Persons of the Company;
- the proposed nominees for election as a Director of the Company; or
- any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since January 1, 2022 or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

### **MANAGEMENT CONTRACTS**

Management functions of the Company and any subsidiary thereof are not, to any substantial degree, performed other than by directors or executive officers of the Company or any subsidiary thereof.

### **FINANCIAL STATEMENTS AND MEETING MATERIALS**

The audited financial statements of the Company as at and for the year ended December 31, 2022 (the "**Financial Statements**"), together with the auditor's report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the auditor's reports thereon and the Company's Management Discussion and Analysis, are being mailed only to those Shareholders who are on the supplemental mailing list maintained by the Company's registrar and transfer agent. Copies of the Financial Statements, together with the Auditor's Report thereon and the Company's Management Discussion and Analysis, Notice of Meeting, Information Circular and Proxy will be available on the SEDAR website at [www.sedar.com](http://www.sedar.com) and at the Company's office at Suite 310 – 850 West Hastings Street, Vancouver, British Columbia.

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

#### **I. Fixing Number of Directors and Election of Directors**

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at five (5). Although Management is nominating five (5) individuals to stand for election, the names of further nominees for director may come from the floor at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director. **The persons named in the enclosed Proxy intend to vote in favour of the election of the Management nominees herein listed, and in the absence of instructions to the contrary, the shares represented by Proxies and any other instruments of proxy will be voted for the Management nominees herein listed.**

Each director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the Articles of the Company.

#### **Information Concerning Nominees Submitted By Management**

The following table sets out required information regarding the persons nominated by Management for election as a Director. No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

Name, Province and Country of ordinary residence <sup>(1)</sup> , and positions held with the Company	Principal occupation and, IF NOT an elected Director, principal occupation during the past five years <sup>(1)</sup>	Date(s) serving as a Director	No. of shares beneficially owned or controlled <sup>(1)</sup>
ZIGURDS R. VITOLS President, CEO and Director Texas, USA	President and Chief Executive Officer of the Company since December 2016. Chief Operating Officer of the Company from July 2015 to December 2016. Previously a President for Martin Marietta, a U.S. based S&P 500 company.	December 4, 2014	607,950
DOUGLAS TURNBULL <sup>(2)(3)</sup> Director BC, Canada	Consulting Geologist and President of Lakehead Geological Services Inc.	May 2, 2011	42,500
STEVEN GOLDMAN <sup>(2)(3)</sup> Director ON, Canada	Counsel, Goldman Hine LLP, President & CEO of Comstock Metals Ltd.	February 23, 2018	2,355,000
DANIEL GILLETT Director Texas, USA	Founder and Senior Advisor at Speyside Partners, LLC	February 23, 2018	Nil
WESLEY HARRIS <sup>(2)(3)</sup> Director Texas, USA	Partner at Al Petrie Advisors	July 8, 2021	Nil

(1) *The information as to ordinary residence, principal occupation and number of common shares of the Company beneficially owned or controlled or directed, directly or indirectly, by the nominee director and his or her associates and affiliates, not being within the knowledge of the Company, has been furnished by the respective nominees. Information provided as at the Record Date.*

(2) *Member of the audit committee.*

(3) *Member of the compensation committee.*

### **Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties And Sanctions**

For purposes of the disclosure in this section, an "order" means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days; and for purposes of item (a)(i) below, specifically includes a management cease trade order which applies to directors or executive officers of a relevant company that was in effect for a period of more than 30 consecutive days whether or not the proposed director was named in the order.

None of the proposed directors, including any personal holding company of a proposed director:

- (a) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
  - (i) was subject to an order that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer of the company; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer of the company; or
- (b) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 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;

- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000, or before December 31, 2000 if the disclosure of which would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director, or
- (e) has been subject to 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.

## **II. Appointment and Remuneration of Auditors**

Prior to October 17, 2022, the Company's auditors were Smythe LLP, Chartered Professional Accounts. On October 17, 2022, Smythe LLP, Chartered Professional Accounts, resigned at the request of the Board and appointed SHIM & Associates LLP, Chartered Professional Accountants, ("**SHIM**"), as the Company's successor auditors. A copy of the change of auditor package that was filed on SEDAR is attached hereto as Schedule "C".

Management recommends the appointment of SHIM as the auditors for the Company, to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board. **The persons named in the enclosed Proxy intend to vote in favour of such appointment, and in the absence of instructions to the contrary, the shares represented by Proxies and any other instruments of proxy will be voted for the re-appointment of Smythe.**

## **III. Approval of Stock Option Plan**

The Option Plan was most recently approved by shareholders at the annual and special meeting of the shareholders of the Corporation held on June 20, 2022. The details of the Option Plan are set forth below:

- the Option Plan reserves, for issue pursuant to stock options, a maximum number of Common Shares equal to 10% of the outstanding Common Shares from time to time, less the aggregate number of Common Shares reserved for issuance pursuant to any other Securities Based Compensation Plan(s) (as defined in Policy 4.4 of the TSXV), with no mandatory vesting provisions (apart from options granted to Investor Relations Service Providers, see below);
- the maximum aggregate number of Common Shares reserved for issuance to Insiders pursuant to all Securities Based Compensation Plan(s) shall not exceed 10% of the outstanding Common Shares at any point in time, unless the Corporation has obtained disinterested shareholder approval to exceed such limit;
- the maximum aggregate number of Common Shares reserved for issuance to Insiders in any 12 month period under the Option Plan and any Securities Based Compensation Plan shall not exceed 10% of the outstanding Common Shares at the time of the grant, unless the Corporation has obtained disinterested shareholder approval to exceed such limit;
- the number of Common Shares reserved for issue to any one person in any 12 month period under all Securities Based Compensation Plan(s) may not exceed 5% of the outstanding Common Shares at the time of grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the TSXV);
- the number of Common Shares reserved for issue to any Consultant in any 12 month period under all Securities Based Compensation Plan(s) may not exceed 2% of the outstanding Common Shares at the time of grant;
- the aggregate number of Common Shares reserved for issue to any Investor Relations Service Providers in any 12 month period pursuant to all options may not exceed 2% of the outstanding Common Shares at the time of grant;
- options may be granted to Directors, Officers, Employees or Consultants, and includes an issuer all the voting securities of which are owned by such persons;
- options granted to Investor Relations Service Providers shall vest over a minimum of 12 months with no more than 1/4 of such Options vesting in any 3 month period;
- the exercise price per Common Share for a stock option may not be less than the Discounted Market Price of the Common Shares at the time of the grant;

- stock options may have a term not exceeding ten years;
- stock options will cease to be exercisable 30 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or such longer period not exceeding 12 months as may be determined by the board of directors of the Corporation;
- stock options are non-assignable and non-transferable;
- the Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares;
- upon the occurrence of an Accelerated Vesting Event (as defined in the Option Plan), the Board will have the power, at its sole discretion and without being required to obtain the approval of Shareholders or the holder of any stock option, except pertaining to options granted to Investor Relations Service Providers which will be subject to prior written TSXV approval, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally; (b) terminating every stock option, if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of Common Shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event, with the determination of the Board in respect of any such Accelerated Vesting Event for the purposes of the Option Plan being final, conclusive and binding; and
- in connection with the exercise of an option, as a condition to such exercise, the Corporation shall require the optionee to pay to the Corporation an amount as necessary so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option.

"Consultant", "Director", "Discounted Market Price", "Eligible Charitable Organization", "Employee", "Investor Relations Service Provider", "Management Company Employee", "Officer" and "Securities Based Compensation Plan" all have the same definition as in the policies of the TSXV. Pursuant to the Board's authority to govern the implementation and administration of the Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Option Plan.

Shareholders of the Company will be asked at the Meeting to approve an ordinary resolution in the form below to re-approve the Option Plan.

BE IT RESOLVED THAT, as an ordinary resolution:

1. the Corporation's stock option plan as described in the Company's management information circular dated May 10, 2023 prepared in connection with the annual general and special meeting of shareholders, be hereby ratified and approved; and
2. any director or officer of the Corporation be and he or she is hereby authorized and directed, on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

Such resolution must be approved by a majority of the Company's Shareholders.

**The persons named in the enclosed form of proxy intend to vote the common shares represented by such proxy in favour of the ordinary resolution to approve the ratification of the Option Plan, unless the shareholder who has given such proxy has directed that the common shares be voted against such resolution.**



#### **IV. Other Matters**

As of the date of this Circular, Management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge at the offices of the Company at Suite 310 – 850 West Hastings Street, Vancouver, British Columbia.

#### **DIRECTOR APPROVAL**

The contents of this Circular and the sending thereof to the Shareholders has been approved by the Board.

DATED at Vancouver, British Columbia, this 10<sup>th</sup> day of May, 2023.

**SELECT SANDS CORP.**

*"Zigurds R. Vitols "*

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Zigurds R. Vitols  
President & CEO

## SCHEDULE "A"

**SELECT SANDS CORP.**  
FORM 52-110F2  
AUDIT COMMITTEE DISCLOSURE

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### **ITEM 1: THE AUDIT COMMITTEE'S CHARTER**

#### *Purpose*

The overall purpose of the Audit Committee (the "**Committee**") of SELECT SANDS CORP. (the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

#### *Composition, Procedures and Organization*

- (1) The Committee shall consist of at least three members of the Board of Directors (the "**Board**").
- (2) At least two (2) members of the Committee shall be independent<sup>1</sup> and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member 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 applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has 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 reasonably be expected to be raised by the Company's financial statements.
- (3) All of the members of the Committee shall be "financially literate"<sup>2</sup>.
- (4) 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.
- (5) Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
- (6) 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 to hear each other.
- (7) The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

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<sup>1</sup> "Independent" member of an audit committee means a member who has no direct or indirect material relationship with the Company. A "material relationship" means a relationship which could, in the view of the Company's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

<sup>2</sup> "Financially literate" individual is an individual who has 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 reasonably be expected to be raised by the Company's financial statements.

- (8) Meetings of the Committee shall be conducted as follows:
- (A) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - (B) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
  - (C) management representatives may be invited to attend all meetings except private sessions with the external auditors; and
  - (D) the proceedings of all meetings will be minuted.
- (9) The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
- (10) Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member of the Committee shall hold office as such until the next Annual General Meeting of the Shareholders after his/her election.
- (11) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

### ***Roles and Responsibilities***

- (1) The overall duties and responsibilities of the Committee shall be as follows:
- (A) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
  - (B) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - (C) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (D) to report regularly to the Board on the fulfilment of its duties and responsibilities.
- (2) The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (A) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - (B) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (C) review the audit plan of the external auditors prior to the commencement of the audit;
  - (D) approve in advance provision by the external auditors of services other than auditing;
  - (E) to review with the external auditors, upon completion of their audit:

- (i) contents of their report;
  - (ii) scope and quality of the audit work performed;
  - (iii) adequacy of the Company's financial and auditing personnel;
  - (iv) co-operation received from the Company's personnel during the audit;
  - (v) internal resources used;
  - (vi) significant transactions outside of the normal business of the Company;
  - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
  - (viii) the non-audit services provided by the external auditors;
- (F) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
- (G) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
- (H) review any significant disagreements between management and the external auditor regarding financial reporting.
- (3) The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (A) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (B) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
  - (C) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
- (4) The Committee is also charged with the responsibility to:
- (A) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
  - (B) review and approve the financial sections of:
    - (i) the annual report to Shareholders;
    - (ii) the annual information form, if required;
    - (iii) annual and interim MD&A;
    - (iv) prospectuses;
    - (v) news releases discussing financial results of the Company; and

- (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
  - (C) review regulatory filings and decisions as they relate to the Company's financial statements;
  - (D) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - (E) review and report on the integrity of the Company's financial statements;
  - (F) establish procedures for:
    - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
    - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
  - (G) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
  - (H) review and recommend updates to the charter and receive approval of changes from the Board;
  - (I) review the minutes of any audit committee meeting of subsidiary companies;
  - (J) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the financial statements;
  - (K) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
  - (L) perform other functions as requested by the full Board.
- (5) The Committee shall have the authority:
- (A) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
  - (B) to set and pay the compensation for any advisors employed by the Committee; and
  - (C) to communicate directly with the external auditors.

**ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE**

The Audit Committee of the Company (the “**Audit Committee**”) is currently composed of the following Directors:

Name	Corporate Position	Independent	Financial Literacy
Wesley Harris	Director	Yes	Yes
Steven Goldman	Director	Yes	Yes
Douglas Turnbull	Director	Yes	Yes

If the Company's nominees for election as directors are elected, it is anticipated that the composition of the audit committee will remain unchanged, thereby retaining the independence of a majority of the members and financial literacy of all members.

**ITEM 3: RELEVANT EDUCATION AND EXPERIENCE**

Name	Relevant Education and Experience
Wesley Harris	Mr. Harris has over 30 years' experience in investment relations and finance. He is a partner in the firm Al Petrie Advisors, an investment relations and financial consulting firm, which he joined in 2017. Mr Harris was previously an executive with roles as a business analysis and investor relations with CVR Energy in Houston. He has a degree in Business Administration and Accounting from Texas A&M and an MBA from Houston Baptist University in Houston. Mr. Harris lives in the Houston area and continues to maintain his CPA status. Mr. Harris is a member of the National Investor Relations Institute and serves as a director for the NIRI Houston Chapter. He is also a member of the American Institute of Certified Public Accountants and the Texas Society of CPA's.
Steven Goldman	Steven H. Goldman is a founder, and now counsel in the Toronto law firm of Goldman Hine LLP. Before founding that firm, he successfully led the restructuring and turnaround of the Speedy Auto Service and Minute Muffler franchise systems as their President and CEO from December 2007 until December 2009. He is a member of the Executive of the Ontario Bar Association, Franchise Section, the Law Society of Upper Canada, and the American Bar Association Forum on Franchising. Mr. Goldman is currently the President & CEO, a director, and member of the audit committee of Comstock Metals Inc. (TSX Venture symbol: CSL.V). He is a former director of Tribute Pharmaceuticals Inc., which merged with Pozen Corp. on February 5, 2016. He is a former director of Alegro Health, later known as Centric Health Corp. (TSX:CHH.TO). Steven H. Goldman received his B.A. (President's Medal) from Carleton University and his J.D. from Queen's University, Canada.
Douglas Turnbull	Mr. Turnbull is a professional geologist with more than 30 years' of international experience in the mineral resource sector and a member of the Engineers and Geoscientists of British Columbia. He has previously held positions as a senior executive and senior management for publicly listed mineral resource companies since 1998. Mr. Turnbull holds an H.B.Sc. in Geology from Lakehead University in Ontario and has participated in several corporate governance seminars and continuous disclosure courses.

**ITEM 4: AUDIT COMMITTEE OVERSIGHT**

At no time since January 1, 2022 was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

**ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS**

During the year ended December 31, 2022, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 – Audit Committees (“**NI 52-110**”). Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit

committee and approved prior to the completion of the audit by the audit committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

**ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES**

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

**ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)**

The approximate aggregate fees paid by the Company to the external auditor of the Company in each of the last two fiscal years for audit fees are described below.

	<b>Fiscal Year Ended December 31, 2022</b>	<b>Fiscal Year Ended December 31, 2021</b>
Audit Fees	CAD\$60,000	CAD\$50,000
Audit-related Fees <sup>(1)</sup>	Nil	Nil
Tax Fees <sup>(2)</sup>	CAD\$3,000	CAD\$2,500
All Other Fees <sup>(3)</sup>	Nil	Nil
<b>Total</b>	<b>CAD\$63,000</b>	<b>CAD\$52,500</b>

Notes:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other row.

**ITEM 8: EXEMPTION**

In respect of the year ended December 31, 2022, the Company is relying on the exemption set out in Part 5 (Reporting Obligations) of NI 52-110.

## **SCHEDULE "B"**

### **SELECT SANDS CORP. NI 58-101 CORPORATE GOVERNANCE DISCLOSURE**

Corporate governance relates to the activities of the Board of Directors (the "**Board**"), the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 Corporate Governance Guidelines ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**"), the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

#### **ITEM 1. BOARD OF DIRECTORS**

The Board is responsible for supervising the management of the business and affairs of the Company and is currently comprised of five directors four of whom are independent. The independent directors are Douglas Turnbull, Wesley Harris, Daniel Gillet and Steven Goldman.

The Board facilitates its exercise of independent supervision over management by ensuring that the Board members who are independent of the Company, as such term is defined in National Instrument 52-110 – Audit Committees ("**NI 52-110**") meet independently of the non-independent members when required.

#### **ITEM 2. DIRECTORSHIPS**

Certain of the Company's current and proposed directors are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

<b>Name</b>	<b>Name of Other Reporting Issuer</b>	<b>Name of Trading Market</b>	<b>Position held with Other Reporting Issuer</b>
Steven Goldman	Comstock Metals Ltd.	TSXV	President & CEO and Director
	MAS Gold Corp.	TSXV	Director
Douglas Turnbull	Forte Minerals Corp.	CSE	Director

#### **ITEM 3. ORIENTATION AND CONTINUING EDUCATION**

The Board does not have a formal orientation policy. New directors, when elected or appointed, are and will be provided with access to information, including sufficient historical data, to become familiar with the Company and its operations and to familiarize themselves with the procedures of the Board.

The skills and knowledge of the Board, as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds and have years of collective experience in managing and maintaining operations of companies in various sectors. Board members are encouraged to take courses that will continue to update their knowledge of any changes in regulatory and reporting requirements, as well as communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Reference is made to the table under the heading "Particulars of Matters to be Acted Upon



– Election of Directors” for a description of the current principal occupations of Board members and proposed nominees.

#### **ITEM 4. ETHICAL BUSINESS CONDUCT**

The Board expects management to comply with all statutes, regulations and administrative policies applicable to the Company, avoid conflicts of interest between work and personal affairs, declare any direct or indirect interest in a matter or proposed matter with the Company and refrain from voting thereon at meetings of the Board, refrain from insider trading, respect the rights of, and deal fairly with, the Company’s customers, suppliers, competitors and employees, and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. The Board also expects management to avoid any discrimination or harassment against any group or individual, to strive to create a safe workplace and to protect the environment; promote honest and accurate recording and reporting of information in order to make responsible business decisions, maintain the confidentiality of confidential information, protect and preserve the Company’s assets and ensure their efficient use, and cooperate in internal investigations of misconduct.

The Board has not yet instituted written policies with respect to all of the above nor adopted written codes of conduct for directors, officers and employees.

#### **ITEM 5. NOMINATION OF DIRECTORS**

The Board determines new nominees to the Board. Given the size of the Company and the Board, no formal process has been adopted for this purpose. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO.

At the Meeting, five members are to be elected to the Board (see "*Particulars of Matters to be Acted Upon – Election of Directors*"). The Board must have a sufficient number of directors to carry out its duties efficiently, presenting a diversity of views and experience. The Board believes that the proposed number will be sufficient given the Company’s current state of development.

#### **ITEM 6. COMPENSATION**

The Board has established a compensation committee. The compensation committee is selected from the Company’s independent directors and currently consists of Douglas Turnbull (Chair), Wesley Harris and Steven Goldman. The compensation committee is responsible for reviewing the compensation of the executive officers of the Company as required. The total compensation from all sources, including salary, bonus and stock options is compared to current market rates offered by similar issuers, and is intended to remain competitive in order to attract and retain talented and motivated individuals. See "*Information Concerning the Company – Statement of Executive Compensation*".

The Board as a whole periodically reviews directors' compensation. In reviewing directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies, and the particular circumstances of the Company.

#### **ITEM 7. OTHER BOARD COMMITTEES**

The Board has no other committees other than the Audit Committee and the Compensation Committee.

#### **ITEM 8. ASSESSMENTS**

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company’s size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors.

**SCHEDULE "C"**

**SELECT SANDS CORP.**  
CHANGE OF AUDITOR PACKAGE

**SELECT SANDS CORP.**

310 – 850 West Hastings Street, Vancouver, BC, V6C 1E1

**CHANGE OF AUDITOR NOTICE**

TO: SMYTHE LLP (the “**Predecessor Auditor**”)

AND TO: SHIM & ASSOCIATES LLP (the “**Successor Auditor**”)

DATED: OCTOBER 17, 2022

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of Select Sands Corp. (the “**Corporation**”), the Board of Directors of the Corporation resolved as of October 17, 2022, that: (i) the resignation of the Predecessor Auditor, with effect from October 17, 2022, as auditor of the Corporation be accepted, and (b) the Successor Auditor be appointed as auditor of the Corporation effective as of October 17, 2022, to hold office until the next annual meeting of the shareholders of the Corporation at a remuneration to be fixed by the Board of Directors of the Corporation.

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators (“**NI 51-102**”), please be advised as follows:

- (a) the Predecessor Auditor resigned as auditor of the Corporation at the request of the Board of Directors of the Corporation;
- (b) the Predecessor Auditor has not expressed a modified opinion in its reports for the two most recently completed fiscal years of the Corporation, nor for the period from the most recently completed period for which the Predecessor Auditor issued an audit report in respect of the Corporation and the date of this Notice;
- (c) the resignation of the Predecessor Auditor, and the appointment of the Successor Auditor, as auditor of the Corporation were considered by the Audit Committee and approved by the Board of Directors of the Corporation; and
- (d) in the opinion of the Board of Directors of the Corporation, no “reportable event” (as defined in NI 51-102) has occurred in connection with the audits of the two most recently completed fiscal years of the Corporation, nor any period from the most recently completed period for which the Predecessor Auditor issued an audit report in respect of the Corporation and the date of this Notice.

Please review this Notice and prepare a letter identifying whether you agree, disagree and the reasons why, or have no basis to agree or disagree with each statement contained in this Notice, addressing your response to the relevant securities regulatory authorities (list of addresses attached hereto). Please deliver the response to the Company within seven (7) days from the date of this Notice. This Notice and your reply will be part of the reporting package that will be filed with the applicable regulator or relevant securities administrators.

**SELECT SANDS CORP.**

/s/ Darren Urquhart

Darren Urquhart  
Chief Financial Officer



October 17, 2022

**Private and Confidential**

British Columbia Securities Commission  
Alberta Securities Commission  
TSX Venture Exchange

Dear Sirs/Mesdames:

**RE: SELECT SANDS CORP. (THE "COMPANY")  
CHANGE OF AUDITOR**

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We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated October 17, 2022 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

A handwritten signature in black ink that reads 'Smythe LLP' in a cursive, script font.

Chartered Professional Accountants

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Vancouver, BC V6C 2B3  
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F: 604 688 4675

**LANGLEY**

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**SHIM & Associates LLP**  
**Chartered Professional Accountants**  
Suite 900 – 777 Hornby Street  
Vancouver, B.C. V6Z 1S4  
T: 604 559 3511 | F: 604 559 3501

19 October 2022

British Columbia Securities Commission  
Alberta Securities Commission

**RE: Select Sands Corp. (the “Company”)**  
**Notice Pursuant to National Instrument 51-102 - Change of Auditor**

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Dear Sirs:

As required by National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated 17 October 2022 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours truly,

*SHIM & Associates LLP*

**SHIM & Associates LLP**  
Chartered Professional Accountants