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

AND

**MANAGEMENT INFORMATION CIRCULAR**

ASCENDANT RESOURCES INC.  
Suite 2100, 79 Wellington Street West, Toronto, Ontario  
Canada, M5K 1H1

**May 11, 2018**



May 11, 2018

Dear Shareholders,

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Ascendant Resources Inc. (the "**Corporation**") will be held at the offices of Ascendant Resources Inc., Suite 2100, 79 Wellington Street West, Toronto, Ontario, M5K 1H1 at 10:00 a.m. Eastern Time (ET) on June 19, 2018 for the following purposes:

1. to receive the financial statements of the Corporation for the financial year of the Corporation ended December 31, 2017, together with the report of the auditors thereon;
2. to set the number of directors to be elected at eight (8);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
5. to consider, and if thought advisable, pass a resolution to confirm, ratify and approve the Advance Notice By-law of the Corporation, the full text of which is attached to this Notice of Meeting and Management Information Circular as Schedule "B" and as described in further detail under the heading "Business to be Conducted at the Meeting – Special Business – Approval of Advance Notice By-law" in the attached Management Information Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders should refer to the Management Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered shareholder** of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Trust Corporation of Canada, the registrar and transfer agent of the Corporation, at 8<sup>th</sup> Floor, 100 University Ave, Toronto, Ontario, M5J 2Y1 by no later than 10:00 am, (ET) on June 15, 2018 or, in the case of an adjournment or postponement, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any reconvened meeting.

**If you are not a registered shareholder** of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Corporation have fixed May 11, 2018 as the record date. Holders of Common Shares of record at the close of business on May 11, 2018 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof. The transfer books will not be closed.

Dated this 11 day of May, 2018.

By order of the Board of Directors

*"Mark Brennan"*

**Mark Brennan**  
Executive Chairman

## MANAGEMENT INFORMATION CIRCULAR

### ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 19, 2018

#### PURPOSE OF SOLICITATION

**This management information circular (the "Information Circular") is being furnished in connection with the solicitation of proxies by the management of Ascendant Resources Inc. ("Ascendant" or the "Corporation") for use at the annual and special meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Common Shares") of Ascendant to be held on June 19, 2018.**

The Meeting will be held at the offices of Ascendant, Suite 2100, 79 Wellington Street West, Toronto, Ontario, M5K 1H1 at 10:00 a.m. ET, or at any adjournments thereof, for the purposes set forth in the Notice of Annual and Special Meeting of Shareholders accompanying this Information Circular (the "**Notice of Meeting**"). Information contained herein is given as of May 11, 2018, unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of Ascendant who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such shares. The costs of soliciting proxies will be borne by Ascendant.

#### APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors or officers of Ascendant.

**A SHAREHOLDER SUBMITTING A PROXY HAS THE RIGHT TO APPOINT A PERSON OR CORPORATION (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE ENCLOSED PROXY FORM BY INSERTING THE NAME OF HIS CHOSEN NOMINEE IN THE SPACE PROVIDED FOR THAT PURPOSE ON THE FORM AND BY STRIKING OUT THE PRINTED NAMES.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be deposited with the registrar and transfer agent of Ascendant, Computershare Trust Corporation of Canada at 8<sup>th</sup> Floor, 100 University Ave, Toronto, Ontario, M5J 2Y1 by no later than 10:00 a.m. ET on June 15, 2018, or with the chairman of the Meeting on the day of the Meeting, or in the case of adjournment or postponement, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any reconvened meeting.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the office of Computershare Trust Corporation of Canada at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

#### ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

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 Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of Ascendant as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker or other intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of Ascendant. Such Common Shares will more likely be registered under the name of the Shareholder's broker or other intermediary or an agent of that broker or other intermediary. In Canada, the vast majority of such shares are registered under the names of CDS & Co. (the registration name for CDS Depository and Clearing Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or other intermediaries or their agents or nominees can only be voted (for

or against resolutions) upon the instructions of the respective Beneficial Shareholder. Without specific instructions, brokers or other intermediaries and their agents and nominees are prohibited from voting shares for the broker's or other intermediary's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

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 and voting procedure instructions which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders; however, its purpose is limited to instructing the registered shareholder 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**"). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to them by mail, online or by facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.

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

#### **VOTING OF PROXIES**

All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the Common Shares represented by such proxy will be voted or withheld from voting in accordance with such instructions.

**IN THE ABSENCE OF ANY SUCH INSTRUCTION, THE PERSONS WHOSE NAMES APPEAR ON THE PRINTED FORM OF PROXY WILL VOTE IN FAVOUR OF ALL THE MATTERS SET OUT THEREON. THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN. IF ANY OTHER BUSINESS OR AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING PROPERLY COMES BEFORE THE MEETING THEN DISCRETIONARY AUTHORITY IS CONFERRED UPON THE PERSONS APPOINTED IN THE PROXY TO VOTE IN THE MANNER THEY SEE FIT.**

At the time of the printing of this Information Circular, the management of Ascendant knows of no such amendment, variation or other business to come before the Meeting other than the matters referred to in the Notice of Meeting.

#### **APPROVAL OF MATTERS**

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

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

The authorized capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of preference shares. As of May 11, 2018, 74,214,593 Common Shares were issued and outstanding as fully paid and non-assessable and no preference shares were issued and outstanding.

The holders of Common Shares are entitled to receive notice of and to attend any meeting of the Shareholders and are entitled to one vote for each Common Share held. The holders of the Common Shares are entitled to: (a) receive any dividends as and when declared by the board of directors of the Corporation (the "**Board**") out of the assets of the Corporation properly applicable to the payment of dividends, in such amount and in such form as the Board may from time to time determine; and (b) receive the remaining property of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation.

The directors of the Corporation have fixed May 11, 2018 as the record date. Holders of Common Shares at the close of business on May 11, 2018 are entitled to receive notice of the Meeting and to vote there at or at any adjournments thereof on the basis of one vote for each Common Share held.

As of May 11, 2018, the directors and executive officers, as a group, beneficially owned, directly or indirectly, 10,391,572 Common Shares representing approximately 14% of the issued and outstanding Common Shares.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or Corporation beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares, other than as set out below:

Name of Shareholder	Number of Common Shares	Percentage of Common Shares
MM Asset Management Inc.	9,900,659	13.3%
CQS (UK) LLP	9,522,933	12.8%
Steve Laciak	11,849,449	16.0%
Vertex One Asset Management	9,521,933	12.8%

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

Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors.

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

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding options ("**Options**") and Restricted Share Units ("**RSUs**") issued pursuant to compensation plans under which equity securities of the Corporation are authorized for issuance, the weighted average exercise price of such outstanding Options and RSUs, and the number of Common Shares remaining available for future issuance under such compensation plans as at December 31, 2017.

Upon the implementation of the RSU Plan, the Corporation ceased to issue any additional Options under the Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options (C\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) <sup>(1)</sup>
Equity compensation plans approved by security holders <sup>(1)</sup>	570,334	\$0.65	NIL
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>TOTAL</b>	570,334	\$0.65	NIL
Equity compensation plans approved by security holders <sup>(2)</sup>	6,333,334	\$0.66	NIL

Plan Category	Number of securities to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options (C\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) <sup>(1)</sup>
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>TOTAL</b>	6,333,334	\$0.66	NIL

**Note:**

- (1) Represents Options to purchase Common Shares granted pursuant to Ascendant's stock option plan (the "**Option Plan**"), which is a rolling 10% stock option plan. For a summary of the Option Plan, please refer to the Corporation's 2017 Management Information Circular which can be found on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).
- (2) Represents restricted share units ("**RSUs**") granted pursuant to Ascendant's restricted share unit plan (as amended, from time to time "**RSU Plan**"). For a summary of the RSU Plan, please refer to the Corporation's 2017 Management Information Circular which can be found on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The annual burn rate for each of our equity compensation plans over the past three fiscal years is set out in the table below:

Equity Compensation Plan	2017	2016	2015
Share Option Plan	0%	0%	5.98%
Restricted Share Unit Plan	8.68%	0%	0%

If all of the 570,334 outstanding options as at December 31, 2017 were exercised, the Ascendant shares issued upon exercise would have represented approximately 1.0% of our issued and outstanding Ascendant shares as at such date. If all of the outstanding 1,605,001 restricted shares as at December 31, 2017 were settled by the issuance of Ascendant shares, the Ascendant shares issued upon such settlement would have represented approximately 2.2% of our issued and outstanding Ascendant shares as at such date.

## MANAGEMENT CONTRACTS

Management functions of the Corporation and its subsidiaries are not to any substantial degree performed by those other than by the directors or executive officers of the Corporation or its subsidiaries.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, neither the Corporation nor any director or officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any other informed person of the Corporation, nor any associate or affiliate of any of the foregoing has or has had, at any time since the beginning of the year ended December 31, 2017, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

### 2017 FINANCIAL STATEMENTS

The consolidated financial statements of the Corporation for the year ended December 31, 2017 and the auditors' report thereon will be placed before the Shareholders at the Meeting. The presentation of such audited consolidated financial statements to the Shareholders at the Meeting will not constitute a request for approval or disapproval. Copies of the Corporation's annual and interim consolidated financial statements are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

### NUMBER OF DIRECTORS

The Corporation's board of directors is currently set at seven (7) directors, however it is proposed that eight (8) directors be elected at the Meeting for the ensuing year.

**UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY WILL VOTE FOR FIXING THE NUMBER OF DIRECTORS TO BE ELECTED AT THE MEETING AT EIGHT.**

## ELECTION OF DIRECTORS

### *Nominees for Election*

The term of office for each director is from the date of the meeting at which he is elected until the next following annual meeting or until his or her successor is elected or appointed, unless his office is earlier vacated in accordance with the by-laws of the Corporation. The articles of the Corporation provide for a minimum of three (3) and a maximum of fifteen (15) directors. At the Meeting, a board of eight (8) directors will be proposed for election for the ensuing year.

Shareholders can vote for all of the proposed directors set forth herein, vote for some of them and withhold for others, or withhold for all of them. **UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY WILL VOTE FOR THE ELECTION OF ALL OF THE NOMINEES WHOSE NAMES ARE SET FORTH BELOW. IF, PRIOR TO THE MEETING, ANY VACANCIES OCCUR IN THE SLATE OF PROPOSED NOMINEES SET FORTH BELOW, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY WILL VOTE FOR THE ELECTION OF ANY SUBSTITUTE NOMINEE OR NOMINEES RECOMMENDED BY MANAGEMENT OF ASCENDANT AND FOR THE REMAINING PROPOSED NOMINEES.**

Management has been informed that each of the proposed nominees listed below is qualified under applicable laws and the Corporation's by-laws to serve as a director and is willing to serve as a director if elected. Information given below is as at May 11, 2018, with respect to each nominee for election as a director.

The information as to the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by each of the respective proposed directors individually.

## Mark Brennan

*Mark Brennan – Founder, Director and Executive Chairman of the Board*

Mr. Brennan is a founding partner of Ascendant Resources Inc. and has over 30 years of financing and operating experience in North America and Europe. Mr. Brennan most recently served as President and CEO of Sierra Metals Inc. where he overhauled the corporate structure and led a campaign to rehabilitate the Yaricocha mine, a zinc-lead-silver-copper mine in Peru and oversaw the growth of the resource base and production at its Cusi and Bolivar mines in Mexico. Prior to Sierra, Mr. Brennan served as President and CEO at Largo Resources Ltd. where he facilitated the acquisition of its flagship Maracas Vanadium Project in 2006 and advanced the project through a maiden resource, definitive feasibility, completion of \$300 million of financing and first production. Prior to Largo, Mr. Brennan was a founder or founding member of several resource companies, including Desert Sun Mining, Linear Capital, Brasoil Corporation, James Bay Resources, Morumbi Oil and Gas, and Admiral Bay Resources. Mr. Brennan began his professional career as an investment banker in London, England.

**Location:** Toronto,  
Ontario, Canada

**Director Since:**  
December, 2009

**Principal Occupation:**  
Executive Chairman and  
Director of the Company

Other Public Board Directorships

James Bay Resources Limited (CSE Symbol: JBR)

Public Board Interlocks

None.

Ascendant's Board and Committee Participation

Board of Directors – *Executive Chairman*  
Health, Safety, Operations and Technical Committee  
Corporate Governance and Nominating Committee - *Chair*  
Human Resource and Compensation Committee

Meeting Attendance for 2017

6 of 6 (100%)  
1 of 1 (100%)  
n/a <sup>(1)</sup>  
n/a <sup>(2)</sup>

Securities Held As of May 11, 2018 <sup>(4)</sup>

Common Shares: 3,989,996  
Options: 175,000  
RSUs: 483,334<sup>(6)</sup>  
Warrants: 844,250

Value of At Risk Holdings <sup>(3)</sup>

Common Shares, Options, Warrants and RSUs  
\$3,152,377

Director Election Voting Results

Year	Votes For	Votes Withheld
Jun 2017 <sup>(5)</sup>	99.93%	0.07%
Jan 2017	100.00%	0.00%
Jan 2016	99.96%	0.04%

**2017 Continuing Education**

Topic	Date(s)
Mine Site Visit	July
Mine Site Visit	November

**Notes:**

- (1) The Corporate Governance and Nominating Committee was formally established in September 2017 and did not hold any meetings in 2017.
- (2) The Human Resource and Compensation Committee was formally established in September 2017 and did not hold any formal meetings in 2017.
- (3) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (4) The quantity of Common Shares for Mark Brennan includes 846,663 Common Shares owned by Linear Capital Corp., a private Corporation controlled by Mr. Brennan.
- (5) As a result of the change in fiscal year end from July 31 to December 31, the Annual General Meeting dates changed from January to June.
- (6) This information does not reflect unvested RSUs.

Chris **Buncic***Chris Buncic – Chief Executive Officer, President and Director*

Mr. Buncic has been President & Chief Executive Officer of the Corporation since January 2013. Mr. Buncic is one of the founding partners in the formation of Ascendant Resources Inc. and its acquisition of the company's flagship operating El Mochito mine from Nyrstar International NV in 2016. Prior to cofounding Ascendant, Mr. Buncic served in senior management roles at several Canadian corporations in the technology and resources sectors. His depth of experience also includes six years in Institutional Equity Research at leading Canadian independent full service brokerage firms Cormark Securities Inc. and Mackie Research Capital Corporation. Mr. Buncic is a CFA Charterholder, has a MBA from Schulich School of Business and B.A.Sc. from the University of Toronto. Mr. Buncic is a member of the Professional Engineers of Ontario and the CFA Society.

<b>Location:</b> Toronto, Ontario, Canada	<u>Other Public Board Directorships</u>	<u>Public Board Interlocks</u>		
	None.	None.		
<b>Director Since:</b> March, 2013	<u>Ascendant's Board and Committee Participation</u>	<u>Meeting Attendance (%)</u>		
	Board of Directors	6 of 6 (100%)		
	Health, Safety, Operations and Technical Committee	1 of 1 (100%)		
	Corporate Governance and Nominating Committee	n/a <sup>(1)</sup>		
	Human Resource and Compensation Committee	n/a <sup>(2)</sup>		
Audit Committee	3 of 3 (100%) <sup>(3)</sup>			
<b>Principal Occupation:</b> Chief Executive Officer, President and Director of the Company	<u>Securities Held As of May 11, 2018</u>			
	Common Shares: 805,000			
	Options: 140,000			
	RSUs: 466,667 <sup>(6)</sup>			
Warrants: 344,250				
	<u>Value of At Risk Holdings <sup>(4)</sup></u>	<u>Director Election Voting Results</u>		
	Common Shares, Options, Warrants and RSUs	Year	Votes For	Votes Withheld
	\$954,691	Jun 2017 <sup>(5)</sup>	97.45%	2.55%
		Jan 2017	98.80%	0.20%
	Jan 2016	99.75%	0.25%	

**2017 Continuing Education**

Topic	Date(s)
Mine Site Visit	July
Mine Site Visit	November

**Notes:**

- (1) The Corporate Governance and Nominating Committee was formally established in September 2017 and did not hold any meetings in 2017.
- (2) The Human Resource and Compensation Committee was formally established in September 2017 and did not hold any formal meetings in 2017.
- (3) The current members of the Audit Committee were appointed by the Board of Directors in September 2017. These numbers reflect Mr. Buncic's attendance at those meetings between January and August of the Committee during which period he was a member.
- (4) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (5) As a result of the change in fiscal year end from July 31 to December 31, the Annual General Meeting dates changed from January to June.
- (6) This information does not reflect unvested RSUs.

Stephen **Shefsky***Stephen Shefsky – Lead Director*

Mr. Shefsky is the Chief Executive Officer, President and a director of James Bay Resources Limited and CINRL. Mr. Shefsky was the co-founder and former Director of Brasoil do Brasil Exploracao Petrolifera S.A., a private oil and gas producing and exploration corporation operating in Brazil since 2006. Mr. Shefsky is also the President and Chief Executive Officer of Cancap Investments Limited, a private merchant bank providing venture capital and project financing for private and public companies, since 1985. Mr. Shefsky became the chairman and director of Ascendant Resources Inc. in December 2009 and is currently a director. Mr. Shefsky was a founder of Silver Bear Resources Inc. (TSX:SBR). Mr. Shefsky holds a Bachelor of Arts from the University of Toronto, a Master of Science Degree in Urban Planning from Columbia University and a Juris Doctor Degree from Pepperdine University School of Law.

**Location:** Toronto,  
Ontario, Canada

**Director Since:**  
December, 2009

**Principal Occupation:**  
Chief Executive Officer of  
James Bay Resources  
Limited

Other Public Board Directorships	Public Board Interlocks
James Bay Resources Limited (CSE Symbol: JBR)	None.

Ascendant's Board and Committee Participation	Meeting Attendance (%)
Board of Directors – <i>Lead Director</i>	6 of 6 (100%)
Corporate Governance and Nominating Committee	n/a <sup>(2)</sup>
Audit Committee	1 of 1 (100%) <sup>(3)</sup>

Securities Held As of May 11, 2018
Common Shares: 368,799
Options: 73,333
RSUs: NIL <sup>(5)</sup>

Value of At Risk Holdings <sup>(1)</sup>	Director Election Voting Results		
Common Shares, Options, Warrants and RSUs	Year	Votes For	Votes Withheld
\$315,366	Jun 2017 <sup>(4)</sup>	99.92%	0.08%
	Jan 2017	99.10%	0.09%
	Jan 2016	99.75%	0.25%

2017 Continuing Education	
Topic	Date(s)
Mine Site Visit	July
Mine Site Visit	November

**Notes:**

- (1) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (2) The Corporate Governance and Nominating Committee was formally established in September 2017 and did not hold any meetings in 2017.
- (3) The current members of the Audit Committee were appointed by the Board of Directors in September 2017. These numbers reflect Mr. Shefsky's attendance at those meetings between September and December of the Committee during which period he was a member.
- (4) As a result of the change in fiscal year end from July 31 to December 31, the Annual General Meeting dates changed from January to June.
- (5) This information does not reflect unvested RSUs.

**Robert Campbell***Robert Campbell – Director*

Mr. Campbell is an exploration geologist with over 40 years of experience in the mining and exploration industry through Canada, United States and Latin America. He is currently the Vice-President, Exploration at Largo Resources and has prior experience working at major mining companies, most notably Noranda, Lac Minerals and as Vice President of Exploration for Apogee Minerals Ltd. Mr. Campbell holds a M.Sc. in geology from the Department of Earth Sciences, University of Western Ontario.

**Location:** Toronto,  
Ontario, Canada

**Director Since:**  
October, 2011

**Principal Occupation:**  
Vice President,  
Exploration of Largo  
Resources Ltd.

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**Other Public Board Directorships**

None.

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**Public Board Interlocks**

None.

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**Ascendant's Board and Committee Participation**

Board of Directors  
Health, Safety, Operations and Technical Committee  
Human Resource and Compensation Committee  
Audit Committee

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**Meeting Attendance (%)**

6 of 6 (100%)  
1 of 1 (100%)  
n/a <sup>(2)</sup>  
3 of 3 (100%) <sup>(3)</sup>

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**Securities Held As of May 11, 2018**

Common Shares: 121,260  
Options: 68,333  
RSUs: 83,333<sup>(5)</sup>

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**Value of At Risk Holdings <sup>(1)</sup>**

Common Shares, Options, Warrants and RSUs  
\$156,642

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**Director Election Voting Results**

Year	Votes For	Votes Withheld
Jun 2017 <sup>(4)</sup>	99.92%	0.08%
Jan 2017	99.10%	0.09%
Jan 2016	99.75%	0.25%

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**2017 Continuing Education**

Topic	Date(s)
Mine Site Visit	November

**Notes:**

- (1) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (2) The Human Resource and Compensation Committee was formally established in September 2017 and did not hold any formal meetings in 2017.
- (3) The current members of the Audit Committee were appointed by the Board of Directors in September 2017. These numbers reflect Mr. Campbell's attendance at those meetings between January and August of the Committee during which period he was a member.
- (4) As a result of the change in fiscal year end from July 31 to December 31, the Annual General Meeting dates changed from January to June.
- (5) This value does not reflect unvested RSUs.

**Kurt Menchen***Kurt Menchen – Director*

Mr. Menchen has over 37 years of experience operating and managing mining projects, including over 20 years as General Manager at the Jacobina Gold project in Bahia State, Brazil where he successfully operated the underground project for Anglo American, Desert Sun Mining and eventually Yamana Gold, through low gold price environments. His prior experience includes Anglo American's Vaal Reefs underground gold mine in South Africa and De Beers Goldfields in Angola. Mr. Menchen holds a degree in mining engineering from Federal University of Rio Grande do Sul, Brazil.

<b>Location:</b> Candelaria, Brazil	<u>Other Public Board Directorships</u>	<u>Public Board Interlocks</u>
	None.	None.
<b>Director Since:</b> October, 2015	<u>Ascendant's Board and Committee Participation</u>	<u>Meeting Attendance (%)</u>
	Board of Directors	5 of 6 (83%)
	Health, Safety, Operations and Technical Committee	1 of 1 (100%)
	Human Resource and Compensation Committee	n/a <sup>(2)</sup>
	Audit Committee	2 of 3 (67%) <sup>(3)</sup>
<b>Principal Occupation:</b> Country Manager, Cerrado Gold Inc	<u>Securities Held As May 11, 2018</u>	
	Common Shares: NIL	
	Options: 40,000 RSUs: 100,000 <sup>(5)</sup>	
	<u>Value of At Risk Holdings <sup>(1)</sup></u>	<u>Director Election Voting Results</u>
	Common Shares, Options, Warrants and RSUs \$80,351	Year                      Votes For              Votes Withheld
		Jun 2017 <sup>(4)</sup> 99.39%              0.61%
		Jan 2017                      100.00%              0.00%
		Jan 2016                      99.96%              0.04%

**2017 Continuing Education**

Topic	Date(s)
Mine Site Visit	November

**Notes:**

- (1) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (2) The Human Resource and Compensation Committee was formally established in September 2017 and did not hold any formal meetings in 2017.
- (3) The current members of the Audit Committee were appointed by the Board of Directors in September 2017. These numbers reflect Mr. Menchen's attendance at those meetings between January and August of the Committee during which period he was a member.
- (4) As a result of the change in fiscal year end from July 31 to December 31, the Annual General Meeting dates changed from January to June.
- (5) This value does not reflect unvested RSUs.

Guillermo **Kaelin***Guillermo Kaelin – Director*

Mr. Kaelin is presently the Managing Partner of CFL Holdings Inc., a merchant banking firm focused in Latin America. He is also a Senior Advisor at Appian Capital Advisory LLP where he is involved in structuring transactions and investments for the metals and mining fund. Prior to this, Mr. Kaelin was a Managing Director at Arias Resource Capital Management LP and has over 10 years of investment banking and private equity experience in the metals and mining sector.

**Location:**  
Lima, Peru

**Director Since:**  
June, 2017

**Principal Occupation:**  
Partner at Appian Capital  
Advisory

**Other Public Board Directorships**  
Marlin Gold Mining Ltd (TSX-V: FISH)

**Public Board Interlocks**  
None.

**Ascendant's Board and Committee Participation**  
Board of Directors  
Human Resource and Compensation Committee - *Chair*  
Audit Committee

**Meeting Attendance (%)**  
3 of 3 (100%)  
n/a <sup>(2)</sup>  
1 of 1 (100%) <sup>(3)</sup>

**Securities Held as of May 11, 2018**

Common Shares: NIL  
Options: NIL  
RSUs: 25,000<sup>(4)</sup>

**Value of At Risk Holdings <sup>(1)</sup>**  
Common Shares, Options, Warrants and RSUs  
\$14,348

**Director Election Voting Results**

Year	Votes For	Votes Withheld
Jun 2017	99.40%	0.60%
Jan 2017	n/a	n/a
Jan 2016	n/a	n/a

**2017 Continuing Education**

Topic	Date(s)
Mine Site Visit	July
Mine Site Visit	November

**Notes:**

- (1) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (2) The Human Resource and Compensation Committee was formally established in September 2017 and did not hold any formal meetings in 2017.
- (3) The current members of the Audit Committee were appointed by the Board of Directors in September 2017. These numbers reflect Mr. Kaelin's attendance at those meetings between September and December of the Committee during which period he was a member.
- (4) This value does not reflect unvested RSUs.

## Renaud Adams

*Renaud Adams – Director*

Mr. Adams recently served as President and Chief Executive Officer of Richmond Mines Inc. until it was acquired by Alamos Gold Inc. Mr. Adams has over 20 years of experience as an executive and as an operator in the mining industry. Prior to Richmond, Mr. Adams served as the Chief Operating Officer at Primero Mining Corp. from 2011 to 2014. One key experience that will benefit Ascendant was Mr. Adams' role as General Manager of the El Mochito mine and Vice President of American Pacific Honduras SA de CV, the El Mochito mine's holding company for parent Breakwater Resources Ltd. from 2005 through 2007. Mr. Adams holds a Bachelor of Engineering degree in Mining and Mineral Processing from Laval University.

Other Public Board Directorships

None.

Public Board Interlocks

None.

**Location:**

Toronto, Ontario

Ascendant's Board and Committee Participation

Board of Directors  
Health, Safety, Operations and Technical Committee - *Chair*  
Corporate Governance and Nominating Committee

Meeting Attendance (%)

3 of 3 (100%)  
1 of 1 (100%)  
n/a <sup>(2)</sup>

**Director Since:**

June, 2017

Securities Held As of May 11, 2018

**Principal Occupation:**  
Mining Executive and  
Director

Common Shares: 100,000  
Options: NIL  
RSUs: 25,000<sup>(3)</sup>

Value of At Risk Holdings <sup>(1)</sup>

Common Shares, Options, Warrants and RSUs  
\$71,742

Director Election Voting Results

Year	Votes For	Votes Withheld
Jun 2017	99.40%	0.60%
Jan 2017	n/a	n/a
Jan 2016	n/a	n/a

**2017 Continuing Education**

Topic	Date(s)
Mine Site Visit	July
Mine Site Visit	November

**Notes:**

- (1) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (2) The Corporate Governance and Nominating Committee was formally established in September 2017 and did not hold any meetings in 2017.
- (3) This value does not reflect unvested RSUs.

**Petra Decher***Petra Decher – Director*

Ms. Decher served as the Vice President, Finance and Assistant Secretary for Franco-Nevada Corporation from 2009 to 2016. She currently serves as Chairwoman of the Board at Red Pine Exploration Inc. and recently served as the Lead Independent Director of Integra Gold Corp. until its acquisition by Eldorado Gold Corporation. Prior to Franco-Nevada, Ms. Decher was President and Chief Financial Officer for Geoinformatics Exploration Inc., an exploration company focused on projects in British Columbia, Nevada, Mexico and Australia. Ms. Decher is a Chartered Public Accountant, and is assuming the role of Chairwoman of the Audit Committee effective immediately.

**Location:**

Toronto, Ontario,  
Canada

Other Public Board Directorships

Red Pine Exploration Inc (TSX-V: RPX)  
Coro Mining Corp (TSX: COP.TO)

Public Board Interlocks

None.

**Director Since:**

October, 2017

Ascendant's Board and Committee Participation

Board of Directors  
Corporate Governance and Nominating Committee  
Audit Committee – *Chair*

Meeting Attendance (%)

2 of 2 (100%)  
n/a <sup>(2)</sup>  
1 of 1 (100%) <sup>(3)</sup>

**Principal Occupation:**

Chair and Director of  
Red Pine Exploration Inc.

Securities Held As May 11, 2018

Common Shares: 55,000  
Options: NIL  
RSUs: NIL <sup>(5)</sup>

Value of At Risk Holdings <sup>(1)</sup>

Common Shares, Options, Warrants and RSUs  
\$31,566

Director Election Voting Results <sup>(4)</sup>

Year	Votes For	Votes Withheld
Jun 2017	n/a	n/a
Jan 2017	n/a	n/a
Jan 2016	n/a	n/a

**2017 Continuing Education**

Topic	Date(s)
Mine Site Visit	July
Mine Site Visit	November

**Notes:**

- (1) Value of At Risk Holdings was calculated using the closing price of Common Shares of the Company on the Toronto Stock Exchange on December 31, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (2) The Corporate Governance and Nominating Committee was formally established in September 2017 and did not hold any meetings in 2017.
- (3) The current members of the Audit Committee were appointed by the Board of Directors in September 2017. These numbers reflect Ms. Decher's attendance at those meetings between October and December of the Committee during which period she was a member.
- (4) Ms. Decher was appointed to the Board by way of a Director's Resolution on September 29, 2017.
- (5) This value does not reflect unvested RSUs.

## Majority Voting for Directors

The Board has adopted a policy stipulating that if the votes in favour of the election of a nominee director at a shareholders' meeting represents less than the majority of the shares voted and withheld, the nominee will submit his or her resignation promptly after the meeting to the Board, to be effective after acceptance by the Board. The Corporate Governance and Nominating Committee will review the circumstances of the election and make a recommendation to the Board as to whether or not to accept the tendered resignation as soon as reasonably possible. The Board shall act on the recommendation of the Corporate Governance and Nominating Committee within 90 days following the applicable annual meeting. The nominee will not participate in any Corporate Governance and Nominating Committee or Board deliberations on the offered resignation. This policy does not apply in circumstances involving a contested director election.

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

To the best knowledge of the Corporation, no proposed director as at the date hereof or within the last ten years prior to the date hereof:

- (a) is or has been a director, chief executive officer or chief financial officer of any Corporation that was subject to a cease trade order, an order similar to a cease trade order or an order that denied a Corporation access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of that Corporation;
- (b) is or has been a director, chief executive officer or chief financial officer of any Corporation that was subject to a cease trade order, an order similar to a cease trade order or an order that denied a Corporation access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer of that Corporation and which resulted from an event that occurred while that person was acting in such capacity;
- (c) is or has been a director or executive officer of any Corporation that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) is or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

To the knowledge of the Corporation, no proposed director:

- (a) 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; or
- (b) 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 security holder in deciding whether to vote for a proposed director.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

### Assistance for the payment of Canadian taxes triggered upon the vesting of RSUs

The tables below disclose the outstanding indebtedness of certain directors and officers of the Corporation.

The Corporation does not provide financial assistance to directors and officers for the acquisition of the Corporation's securities.

The loans reflected in the tables below correspond to amounts paid by the Corporation to the Canada Revenue Agency ("CRA") on behalf of certain directors and officers on account of taxes due upon the vesting of RSUs granted in accordance to the Corporation's RSU Plan.

The amounts owed are reflected in promissory notes executed by each individual director or officer, and the underlying shares are held as collateral until the loan is repaid. The terms of the promissory notes provide for the repayment of the principal amount and interest calculated using the CRA's quarterly prescribed interest rate and the term of repayment to be the earlier

of (i) demand from the Corporation; (ii) sale by the borrower of the common shares underlying the RSUs or (iii) five (5) years from the date of vesting.

Purpose	AGGREGATE INDEBTEDNESS (\$)	
	To the Company or its Subsidiaries	To Another Entity
Share purchases	NIL	NIL
Other	\$581,310	NIL

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE AND (2) OTHER PROGRAMS <sup>(2)</sup>						
Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding During 2017 (\$)	Amount Outstanding as at April 30, 2018 (\$)	Financially Assisted Securities Purchases During 2017 (#)	Security for Indebtedness	Amount Forgiven During 2017 (\$)
<b>Securities Purchase Programs</b>						
Mark Brennan Executive Chairman	Company	\$135,238	\$132,604	NIL	RSUs	NIL
Chris Buncic Chief Executive Officer & President	Company	\$130,256	\$127,719	NIL	RSUs	NIL
Clifford Hale- Sanders Executive Vice- President	Company	\$130,256	\$127,719	NIL	RSUs	NIL
Robert Campbell, Director	Company	\$29,180	\$22,807	NIL	RSUs	NIL
Kurt Menchen, Director	Company	\$35,016	\$27,368	NIL	RSUs	NIL
Renaud Adams, Director	Company	\$9,376	\$7,329	NIL	RSUs	NIL
Guillermo Kaelin, Director	Company	\$9,376	\$7,329	NIL	RSUs	NIL
<b>Other Programs</b>						
Neil Ringdahl Chief Operating Officer	Company	\$56,100	NIL	NIL	NIL	NIL

#### APPOINTMENT OF AUDITORS

KPMG LLP are the independent registered certified auditors of the Corporation, first appointed as auditors of the Corporation on April 6, 2017.

Shareholders of the Corporation will be asked at the Meeting to appoint KPMG LLP as the Corporation's auditors to hold office until the close of the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix the auditors' remuneration.

**UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY WILL VOTE FOR THE APPOINTMENT OF KPMG LLP AS AUDITORS OF THE CORPORATION UNTIL THE CLOSE OF THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND FOR THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION.**

#### SPECIAL BUSINESS – APPROVAL OF ADVANCE NOTICE BY-LAW

##### Introduction

The Corporation wishes to confirm the Advance Notice By-law of the Corporation (the “**Advance Notice By-law**”) which was passed by the Board on August 10, 2017, a copy of which is attached as Schedule “B” to this Information Circular. The Advance Notice By-law is being presented for confirmation by shareholders of the Corporation.

The purpose of the Advance Notice By-law is to provide shareholders, the Board of Directors and management of the Corporation with guidance on the nomination of directors. The Advance Notice By-law is the framework by which the Corporation seeks to fix a deadline by which holders of record of Common Shares must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

If the Advance Notice By-Law is approved at the Meeting, the Advance Notice By-Law will continue to be in full force and effect in accordance with its terms and conditions following the termination of the Meeting. Thereafter the Advance Notice By-Law will be subject to an annual review by the board of directors, and will be updated to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, or so as to meet industry standards (which changes will require subsequent ratification by shareholders).

If the Advance Notice By-Law is not approved at the Meeting, the Advance Notice By-Law will terminate and be of no further force or effect from and after the termination of the Meeting.

### **Shareholder Confirmation**

Under the OBCA, the directors may by resolution alter the Corporation's by-laws, subject to the requirement for shareholder confirmation by ordinary resolution thereof at the next meeting of shareholders. Accordingly, shareholders will be asked at the Meeting to vote on an ordinary resolution, as set out below, to confirm, ratify and approve the Advance Notice By-law.

Shareholders will be asked at the Meeting to consider, and, if deemed advisable, to adopt the following resolution to confirm, ratify and approve the Advance Notice By-law:

#### **"RESOLVED THAT:**

1. the Advance Notice By-law, substantially in the form attached as Schedule "B" to the Management Information Circular of the Corporation, is hereby confirmed, ratified and approved as a by-law of the Corporation; and
2. any one director or officer of the Corporation is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such documents and instruments and to do all other things as in the opinion of such director or officer may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument, and the taking of any such action."

The resolution must be passed, with or without amendment, by not less than a majority of votes cast by shareholders who vote in person or by proxy in respect of the resolution at the Meeting.

The Board has concluded that the Advance Notice By-law is in the best interests of the Corporation and shareholders.

Accordingly, the Board unanimously recommends that shareholders confirm, ratify and approve the Advance Notice By-law by voting FOR the foregoing resolution.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR SUCH RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST THE CONFIRMATION OF THE ADVANCE NOTICE BY-LAW.**

### **OTHER MATTERS**

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting accompanying this Information Circular. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

### **COMPENSATION OF DIRECTORS AND OFFICERS**

#### ***Named Executive Officers of the Corporation***

The following section of this Information Circular discusses the Corporation's approach to the compensation paid to our CEO and CFO and the three most highly compensated executive officers, other than the CEO and the CFO, at the end of the year ended December 31, 2017 whose total compensation was more than \$150,000 (each a "**Named Executive Officer**" or "**NEO**" and collectively, the "**Named Executive Officers**" or "**NEOs**").

The Corporation's NEOs for the year ended December 31, 2017 are as follows:



**Christopher Buncic** - *President and Chief Executive Officer*

Mr. Buncic has been President & Chief Executive Officer of the Corporation since January 2013. Mr. Buncic is one of the founding partners in the formation of Ascendant Resources Inc. and its acquisition of the company's flagship operating El Mochito mine from Nyrstar NV in 2016. Prior to cofounding Ascendant, Mr. Buncic served in senior management roles at several Canadian corporations in the technology and resources sectors. His depth of experience also includes six years in Institutional Equity Research at leading Canadian independent full service brokerage firms Cormark Securities Inc. and Mackie Research Capital Corporation. Mr. Buncic is a CFA Charterholder, has a MBA from Schulich School of Business and B.A.Sc. from the University of Toronto. Mr. Buncic is a member of the Professional Engineers of Ontario and the CFA Society.



**Rohan Hazelton** - *Chief Financial Officer*

Mr. Hazelton is a Chartered Professional Accountant with over 20 years of international finance experience including 15 years in the mining sector. Has was formerly Vice President, Strategy at Goldcorp Inc. where he held a variety of roles including Vice President Finance, Chief Financial Officer of Mexican Operations and Corporate Controller. He holds a B.A. in Applied Mathematics and Economics from Harvard University.



**Mark Brennan** - *Founder and Executive Chairman*

Mr. Brennan has been the Executive Chairman of the Corporation since April 2017. Mr. Brennan is a founding partner of Ascendant Resources Inc. and has over 30 years of financing and operating experience in North America and Europe. Mr. Brennan most recently served as President and CEO of Sierra Metals Inc. where he overhauled the corporate structure and led a campaign to rehabilitate the Yaricocha mine, a zinc-lead-silver-copper mine in Peru, and oversaw the growth of the resource base and production at its Cusi and Bolivar mines in Mexico. Prior to Sierra, Mr. Brennan served as President and CEO at Largo Resources Ltd. where he facilitated the acquisition of its flagship Maracas Vanadium Project in 2006 and advanced the project through a maiden resource, definitive feasibility, completion of \$300 million of financing and first production. Prior to Largo, Mr. Brennan was a founder or founding member of several resource companies, including Desert Sun Mining, Linear Capital, Brasoil Corporation, James Bay Resources, Morumbi Oil and Gas, and Admiral Bay Resources. Mr. Brennan began his professional career as an investment banker in London, England.



**Neil Ringdahl** - *Chief Operating Officer*

Mr. Ringdahl is a senior mining executive with over 23 years of international mining, development, and executive management experience. Mr. Ringdahl has a strong technical background in a career that has been primarily focussed on underground and open pit mining in Latin America and Africa. Previously, Mr. Ringdahl held the roles of Chief Operating Officer at Orvana Minerals Corp. and Chief Executive Officer at Apogee Silver. At Apogee, he significantly de-risked the rehabilitation project at the Pulacayo mine in Bolivia while fostering proactive community relations improvements and agreements. Prior to this, Mr. Ringdahl has held various senior positions with Korea Zinc, Volcan Compania Minera, Anglo Platinum, and AngloGold. Mr. Ringdahl holds a bachelor's degree with Honors in mining engineering from the University of the Witwatersrand in South Africa.



**Cliff Hale-Sanders** - *Executive Vice President*

Mr. Hale Sanders is one of the founding partners in the formation of Ascendant Resources Inc. and its acquisition of the company's flagship operating El Mochito mine from Nyrstar NV in 2016. Mr. Hale Sanders' career has spanned approximately 20 years in the capital markets industry working as a leading Base Metals and Bulk Commodities research analyst in Canada working at RBC Capital Markets, TD Securities, CIBC World Markets and Cormark Securities. During this period, Mr. Hale Sanders visited and reviewed numerous mining operations and corporate entities around the world. Mr. Hale-Sanders holds a B.Sc. in Geology and Chemistry, an MBA from McMaster University and is a CFA Charterholder.

## **Compensation Discussion and Analysis**

### Philosophy and Objectives

The objectives of Ascendant's compensation program is to create value for its shareholders and foster well managed growth for the Corporation. Our executive compensation philosophy and objectives are to:

- (a) Provide competitive compensation to attract, hold and inspire performance of members of senior management of a quality and nature that will lead to Ascendant's sustained growth and development;
- (b) Align the interest of our executives with the long-term interests of our shareholders;
- (c) Determine compensation on an individual basis by the need to attract and retain talented, high- achievers;
- (d) Calculate total compensation with reference to the market for similar jobs in similar locations;
- (e) Recognize that an appropriate portion of total compensation is variable and linked to achievements, both individual and corporate; and
- (f) Support reasonable expenses in order that employees continuously maintain and enhance their skills.

To determine compensation, the Human Resource and Compensation Committee (the **"Compensation Committee"**) and the Board review compensation paid for directors and executives of companies of a similar business, size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Corporation. Although the Compensation Committee may take into account executive compensation paid by companies comparable with the Corporation, no specific benchmarking policy is in place for determining compensation or any element of compensation.

Compensation of all executive officers is based primarily on corporate performance which includes achievement of the Corporation's strategic objective of growth and the enhancement of shareholder value through increases in the stock price and enhanced annual cash flow.

The Board is given discretion to determine and adjust, year to year, the relative weighting of each form of compensation discussed below in a manner that best measures the success of the Corporation and its executive officers.

The Corporation does not have a policy that would prohibit a NEO 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 NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

#### Compensation Committee

The Compensation Committee oversees an annual review of director and executive compensation to ensure development of a compensation strategy that properly aligns the interests of directors and executives with the long-term interests of Ascendant and its Shareholders.

The Compensation Committee is comprised of Mr. Guillermo Kaelin, Mr. Robert Campbell, Mr. Stephen Shefsky, Mr. Chris Buncic and Mr. Mark Brennan, with Mr. Kaelin, Mr. Shefsky and Mr. Campbell being independent directors for the purpose of National Instrument 58-101 – *Disclosure of Corporate Governance Practices ("NI 58-101")*, and are responsible for, among other things, reviewing executive compensation matters and making recommendations to the Board for its approval. Mr. Buncic and Mr. Brennan are not considered to be independent because they are employees of the Corporation.

The responsibilities of the Compensation Committee, as set forth in its Charter are available on our website at [www.ascendantresources.com](http://www.ascendantresources.com).

In performing its duties, the Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary. In January 2018 the Compensation Committee engaged the services of Gallagher McDowall Associates ("**GMA**"), an internationally recognized, independent advisory firm that provides counsel to boards of directors on matters relating to executive compensation. GMA is independent of management. All work conducted by GMA was pre-approved by the Compensation Committee and GMA did not provide any non-Board approved services to the Corporation.

GMA helped the Compensation Committee by performing an independent third-party review of the compensation of the Corporation's NEOs.

The table below outlines the fees paid to GMA for the consulting services related to determining the compensation of the Corporation's NEOs.

Executive Compensation – Related Fees	\$7,353
All other Fees	NIL
Total Fees	\$7,353

\* All amounts are converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.

### Compensation Risk

The Corporation recognizes that there may be risks in its current processes, but given the size and number of executives dedicated on a full-time basis, the Corporation does not believe the risks to be significant.

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

- discretionary bonus payments are recommended to the Board by the Compensation Committee based on annual performance reviews;
- the Compensation Committee consisting of a minimum of three members, the majority being independent;
- historically when Options were granted pursuant to the Stock Option Plan, such options had terms of 5-10 years to discourage excessive risk taking and to achieve short-term goals;
- staggered vesting of RSUs over 3-year periods; and
- implementation of trading black-outs limit the ability of senior officers to trade in securities of the Corporation.

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board, at which, activity by the executives must be approved by the Board if such activity is outside previously Board-approved actions and/or as set out in a Board-approved budget. Given the current composition of the Corporation's executive management team, the Board and the Compensation Committee are able to closely monitor and consider any risks which may be associated with the Corporation's compensation practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Corporation are reviewed, including executive compensation.

### 2017 Benchmarking

The Compensation Committee, with the assistance of GMA, benchmarked the compensation levels and practices of companies that were considered similar to the Corporation at that time, using market capitalization and revenue as reported as of June 2016<sup>(1)</sup>. The compensation benchmark information derived from such sources will not necessarily be directly acted upon by the Compensation Committee but will be one in a number of factors that the Compensation Committee will consider from time to time in its review of the executive compensation.

In order to assist the Compensation Committee with its decisions surrounding executive compensation for 2017 and into the 2018 fiscal year, the following list of mining companies was developed with the assistance of GMA:

Recommended Proxy Comparators	Revenue (\$000)	Assets (\$000)	Market Cap. (\$MIL)
Arizona Mining	\$110	\$74,459	\$53
Golden Star Resources	\$263,391	\$238,982	\$61
Dynacor Gold Mines	\$78,868	\$50,091	\$71
Banro Corp	\$151,883	\$871,731	\$71
Wesdome Gold Mines	\$73,465	\$128,387	\$150
Claude Resources	\$106,975	\$200,864	\$152

Trevali Mining	\$106,942	\$517,513	\$167
Dundee Precious Metals	\$305,716	\$906,151	\$180
Nemarket Gold	\$258,199	\$215,560	\$184
Argonaut Gold	\$159,424	\$578,266	\$185
Teranga Gold	\$229,875	\$696,216	\$192

**Notes:**

(1) The values indicated may not be current as of May 11, 2018.

Overview of How the Compensation Program Fits with Compensation Goals

**1. Attract, Hold and Inspire Key Talent**

The compensation package meets the goal of attracting, holding and motivating key talent in a highly competitive mining environment through the following elements:

- (a) A competitive cash compensation program, consisting of base salary and bonus opportunity, which is generally consistent with similar opportunities; and
- (b) Providing an opportunity to participate in the Corporation's growth through the granting of RSUs.

**2. Alignment of Interests of Management with Interests of the Corporation's Shareholders**

The compensation package meets the goal of aligning the interests of management with the interests of the Shareholders through the following elements:

- (a) Through the grant of RSUs, if the price of the Corporation's shares increases over time, both executives and Shareholders will benefit; and
- (b) By providing a vesting period on RSU awards, management has an interest in increasing the price of the Corporation's shares over time, rather than focusing on short-term increases.

Elements of Executive Compensation

Ascendant's executive compensation program is based on the objectives of: (a) recruiting and retaining the executives critical to the success of the Corporation; (b) providing fair and competitive compensation; (c) balancing the interests of management and the Shareholders; and (d) rewarding performance, on the basis of both individual and corporate performance.

As at May 11, 2018, the Corporation's executive compensation program consisted of the following elements:

- (a) a base salary and incentive cash bonuses (together, a "**Short-Term Incentive**"); and
- (b) long-term equity compensation consisting of RSUs granted under the Corporation's RSU Plan which vest over a term of 3 years (a "**Long-Term Incentive**").

The Corporation also has a stock option plan (the "**Stock Option Plan**") under which it has granted Options as a form of executive compensation in the past. Certain Options previously granted under the Stock Option Plan remain outstanding as of the date hereof. Options previously granted under the Stock Option Plan typically vested over a term of 5-10 years.

At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.

The specific rationale and design of each of these elements are outlined in detail below:

**Short-Term Incentive Plan**

Base Salary	<p>Executive annual base salaries are set at a level that is competitive with compensation for executive officers of peer group mining companies and having regard to the potential longer term compensation provided by the RSU Plan.</p> <p>Salaries form an essential element of the Corporation's compensation mix as they are the first base measure to compare and remain competitive relative to peer groups. Base salaries are fixed and therefore not subject to uncertainty and are used as the base to determine other elements of compensation and benefits.</p> <p>The Compensation Committee and the Board review NEO salaries at least annually. Typically, the Board, upon recommendation of the Compensation Committee, makes annual salary adjustments in January of each year for the ensuing financial year of the Corporation.</p>
Annual Performance-Based Cash Incentives	<p>Any bonus paid to the executive officers is entirely within the discretion of the Board, following consideration by the Compensation Committee. In making bonus determinations, the Board reviews corporate and individual performance.</p> <p>Annual performance-based cash bonuses are a variable component of compensation designed to reward the Corporation's executive officers for maximizing operating performance.</p>
Other Compensation (Perquisites)	<p>Includes comprehensive medical examinations, gym memberships, life and accident insurance. These perquisites represent an investment in the health and well being of our executives and otherwise assist with attraction and retention.</p>

**Long-Term Incentive Plan**

RSUs	<p>Directors, officers, employees and consultants of the Corporation are eligible to participate in the RSU Plan (as "<b>RSU Participants</b>"), though the Corporation reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation in the RSU Plan at any time. The Corporation may from time to time grant RSUs to an RSU Participant in such numbers, at such times (the "<b>Grant Date</b>") and on such terms and conditions, consistent with the RSU Plan, as the Board may in its sole discretion determine.</p> <p>The RSU Plan is designed to be a long-term incentive for the officers and other key employees of the Corporation. RSUs provide the Board with an additional compensation tool which can be used to help retain and attract highly qualified officers and employees and further align the interests of officers and key employees with the interest of the Corporation as a whole, including Shareholders.</p>
Stock Options	<p>At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.</p> <p>Historically, the granting of Options was a variable component of compensation intended to reward the Corporation's executive officers for their success in achieving sustained, long-term profitability and increases in stock value. For additional details on the prior use of the Corporation's Stock Option Plan, see the Corporation's management information circular dated as of December 19, 2016, available under the Corporation's profile on SEDAR at <a href="http://www.sedar.com">www.sedar.com</a>.</p>

**Base Salary**

The Compensation Committee believes that the base salaries of the Corporation's NEOs must be sufficiently competitive in the market to enable recruitment and encourage retention, while reflecting the scope of responsibility, skill and experience of each NEO and his or her past performance at the Corporation.

The Compensation Committee believes that it is appropriate to establish compensation levels based in large part on a general consideration against similar companies, both in terms of compensation practices as well as levels of compensation. In this way, the Corporation can gauge if its compensation is competitive in the marketplace for its talent, as well as ensure that the Corporation's compensation is reasonable.

**Annual Performance-Based Cash Incentives**

Executive officers are eligible for annual cash bonuses, and the Board considers both corporate and individual performance.

There is no policy currently in place for determining bonuses, and the Compensation Committee reviews generally the individual's impact on maximizing operating performance.

In taking into account the operating performance aspect, it is recognized that executive officers cannot control certain factors, such as overall market conditions. When considering annual bonuses, the Compensation Committee considers factors over which the executive officers can exercise control, such as meeting budget targets established by the Board at the beginning of each year, controlling costs, taking successful advantage of business opportunities and enhancing the competitive and business prospects of the Corporation.

#### ***Other Compensation – Perquisites***

Perquisites and other benefits are intentionally limited and may include comprehensive medical examinations, gym memberships, life and accident insurance.

#### ***Restricted Share Units***

The Board adopted the RSU Plan with effect from September 7, 2016. The RSU Plan was initially ratified by Shareholders at the special meeting held on October 7, 2016. An amended and restated RSU Plan was approved by Shareholders at the annual and special meeting held on January 27, 2017, and a further amended and restated RSU Plan was approved by the Shareholders at the annual and special meeting held on June 21, 2017.

The RSU Plan was adopted to promote a further alignment of interests between employees and the Shareholders of the Corporation, to associate a portion of employees' compensation with the returns achieved by Shareholders of the Corporation over the long term, and to attract and retain employees with the knowledge, experience and expertise required by the Corporation.

The Board has the sole and complete authority to administer the RSU Plan, including granting RSUs to participants. The Board determines the terms and conditions of the grants, including vesting conditions, which can be based on meeting certain performance criteria.

Currently, the maximum number of Common Shares reserved for issuance under the RSU Plan is 7,421,459, which represents 10% of the issued and outstanding Common Shares as of May 11, 2018. As of May 11, 2018, the Corporation has 1,605,001 outstanding RSUs vested and redeemable under the RSU Plan, which represents approximately 2% of the issued and outstanding Common Shares as of May 11, 2017.

#### ***Stock Options***

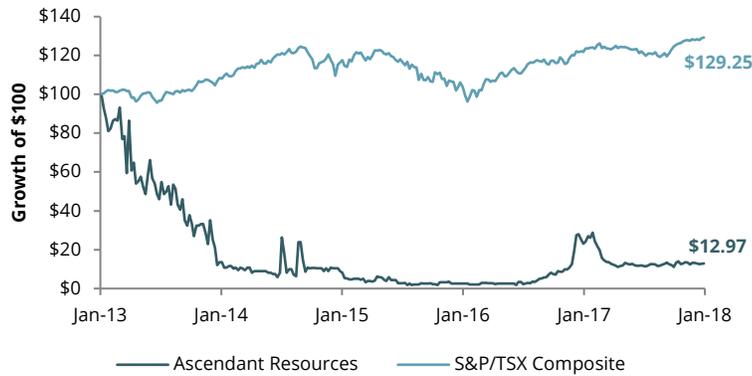
At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options. Instead it will use the RSU Plan as the primary means of equity compensation for directors, officers and other key employees of the Corporation. The Board views RSUs as being able to provide the Corporation with an additional compensation tool which can be used to help retain and attract highly qualified officers and employees and further align the interests of officers and key employees with the interest of the Corporation as a whole, including Shareholders.

During the financial year ended December 31, 2016, the Board, on the recommendation of the Compensation Committee after considering market trends, granted Options to certain executive officers, including the Named Executive Officers. See "*Statement of Executive Compensation – Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards*" below.

#### ***Other Long-Term Incentive Plans***

The Corporation does not have any other Long-Term Incentive plans, including any supplemental executive retirement plans.

## Performance Graph



The preceding graph compares the yearly percentage change in the cumulative total shareholder return on the Toronto Stock Exchange for \$100 invested in Ascendant's shares on January 4, 2013 against the cumulative total shareholder return of the S&P/TSX Composite Index. Note that Morumbi Resources Inc (previous name of the Corporation) was recapitalized in the acquisition of El Mochito on October 2016 at a C\$0.50 share price.

### **Annual Performance-Based Cash Incentives in respect of 2017 Performance**

Since acquiring the El Mochito mine in December 2016, Ascendant has been focused on a continuous optimization program aimed at restoring the historic potential of the mine and managing further growth of the operation. During 2017, the Corporation increased production by 81%, reduced operating costs and made significant improvement to health and safety. In addition, the Corporation was able to successfully achieve positive free cash flow in Q4 2017 less than a year after taking ownership of the El Mochito mine.

Each of the NEO's annual performance-based cash incentive for the year 2017 was calculated by analyzing the key elements of their individual performance within their respective areas of responsibility vis a vis the significant achievements of the Corporation for the year.

### **Summary Compensation Table**

The following table provides information for the two most recently completed financial years ended December 31, 2016 and December 31, 2017 regarding compensation earned by each of the Corporation's NEOs. In the share-based awards and annual incentive plan columns of our Summary Compensation Table, the awards disclosed for 2016 and 2017 are the amounts approved by the Board and awarded in early 2017 and 2018 respectively, in respect of the prior year's performance.

Unless otherwise noted, salaries for the Named Executive Officers are paid in Canadian dollars.

## Summary Compensation Table<sup>(1)</sup>

Name and principal position	Year	Salary <sup>(9)</sup> (\$)	Share-based awards (\$) <sup>(10)</sup>	Option based awards (\$) <sup>(2)(6)</sup>	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$) <sup>(7)(9)</sup>	Total compensation (\$)
					Annual incentive plans (\$) <sup>(9)</sup>	Long-Term incentive plans			
Mark Brennan Executive Chairman	2017	225,853 <sup>(11)</sup>	707,490	NIL	278,996	NIL	NIL	112,273	1,324,612
	2016 <sup>(4)</sup>	24,825	NIL	NIL	NIL	NIL	NIL	286,234	311,060
	2016 <sup>(5)</sup>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Chris Buncic Chief Executive Officer & President	2017	278,996	680,274	NIL	377,441	NIL	NIL	112,273	1,448,984
	2016 <sup>(4)</sup>	47,913	NIL	NIL	NIL	NIL	NIL	263,891	311,805
	2016 <sup>(5)</sup>	18,382	NIL	NIL	NIL	NIL	NIL	22,343	40,725
Rohan Hazelton Chief Financial Officer <sup>(3)</sup>	2017	191,311	194,362	NIL	199,299	NIL	NIL	18,619	603,591
	2016 <sup>(4)</sup>	22,343	NIL	NIL	NIL	NIL	NIL	NIL	22,343
	2016 <sup>(5)</sup>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Neil Ringdahl Chief Operating Officer <sup>(8)</sup>	2017	199,283	170,070	NIL	255,020	NIL	NIL	NIL	624,372
	2016 <sup>(4)</sup>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2016 <sup>(5)</sup>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Clifford Hale- Sanders Executive Vice-President	2017	278,996	680,274	NIL	278,996	NIL	NIL	112,273	1,350,538
	2016 <sup>(4)</sup>	43,445	NIL	NIL	NIL	NIL	NIL	249,273	292,718
	2016 <sup>(5)</sup>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

### Notes:

- (1) On March 9, 2017 the Corporation changed its financial year end from July 31 of a given calendar year to December 31 of a given calendar year.
- (2) The grant date fair value is a theoretical value determined using Black-Scholes pricing model of Options granted in the year. The Options on date of grant have no intrinsic value as the strike price is the closing price of the Corporation's Common Shares on the TSX Venture Exchange on the day preceding the grant. The Named Executive Officers do not receive any value for these Options until Options are vested and exercised under the terms of the Options.
- (3) On November 15, 2016, Rohan Hazelton replaced Eric Szustak as Chief Financial Officer.
- (4) Represents the 5 month financial year ended December 31, 2016. Converted to US dollars using the Bank of Canada US dollar/Canadian closing exchange rate of C\$1.34 = US\$1.00 as at December 31, 2016.
- (5) Represents the 12 month financial year ended July 31, 2016. Converted to US dollars using the Bank of Canada US dollar/Canadian closing exchange rate of C\$1.31 = US\$1.00 as at July 31, 2016.
- (6) At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.
- (7) Represents one-time performance based cash bonuses awarded to Named Executive Officers following the successful completion of the acquisition of American Pacific Honduras S.A. de C.V. ("AMPAC"). The bonuses paid to Messrs. Brennan, Buncic and Hale-Sanders were reinvested into the Corporation in their entirety.
- (8) On March 1, 2017, Mr. Neil Ringdahl was appointed Chief Operating Officer of the Corporation.
- (9) Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (10) The value is calculated based on the closing market price of the securities underlying the RSUs on the date of grant, as follows:
  - April 18, 2017 grant of RSUs: C\$0.65
  - November 22, 2017 grant of RSUs: C\$0.7
- (11) Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (12) All amounts in this column converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.34 = US\$1.00 for April and C\$1.29 = US\$1.00 for November.
- (13) On May 1, 2017, Mr. Brennan was appointed Executive Chairman of the Corporation

## Incentive Plan Awards Outstanding Share-Based Awards and Option-Based Awards

The following table provides information regarding the incentive plan awards for each NEO outstanding as of December 31, 2017.

Name and principal position	Option-based Awards <sup>(1)</sup>			Share-based Awards <sup>(3)</sup>			
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(2)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Mark Brennan Executive Chairman	110,000 23,333 41,667	0.25 5.25 0.75	June 15, 2020 January 14, 2020 May 28, 2019	\$63,133 NIL \$23,914	966,667	\$471,659	\$235,830
Chris Buncic Chief Executive Officer	110,000 30,000	0.25 0.75	June 15, 2020 May 28, 2019	\$63,133 \$17,218	933,334	\$453,515	\$226,758
Rohan Hazelton Chief Financial Officer	NIL	NIL	NIL	NIL	399,999	\$194,363	NIL
Neil Ringdahl Chief Operating Officer	NIL	NIL	NIL	NIL	350,001	\$170,069	NIL
Clifford Hale-Sanders Executive Vice-President	NIL	NIL	NIL	NIL	933,334	\$453,515	\$226,758

**Notes:**

- (1) At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.
- (2) Calculated using the closing price of Common Shares of the Corporation on the TSX on December 29, 2017 of \$0.72 per share. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (3) The value is calculated based on the closing market price of the securities underlying the RSUs on the date of grant, as follows:
  - April 18, 2017 grant of RSUs: C\$0.65
  - November 22, 2017 grant of RSUs: C\$0.70
All amounts in this column converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.34 = US\$1.00 for April and C\$1.29 = US\$1.00 for November.

### Value Vested or Earned During the Financial Year Ended December 31, 2017

The following table provides information regarding the value vested or earned of incentive plan awards for the financial year ended December 31, 2017. <sup>(1)</sup>

Name and principal position	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$) <sup>(4)</sup>	Non-equity incentive plan compensation – Value earned during the year (\$) <sup>(3)</sup>
Mark Brennan Executive Chairman	NIL	\$235,830	\$278,996
Chris Buncic Chief Executive Officer	NIL	\$226,758	\$377,441
Rohan Hazelton <sup>(2)</sup> Chief Financial Officer	NIL	NIL	\$199,299
Neil Ringdahl Chief Operating Officer	NIL	NIL	\$255,020
Clifford Hale-Sanders Executive Vice-President	NIL	\$226,758	\$278,996

**Notes:**

- (1) At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.
- (2) On November 15, 2016, Rohan Hazelton replaced Eric Szustak as Chief Financial Officer.
- (3) Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.

- (4) The value is calculated based on the closing market price of the securities underlying the RSUs on the date of grant, as follows:
- April 18, 2017 grant of RSUs: C\$0.65
  - November 22, 2017 grant of RSUs: C\$0.70
- All amounts in this column converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.34 = US\$1.00 for April and C\$1.29 = US\$1.00 for November.

### **Pension Plan Benefits**

The Corporation does not currently provide pension plan benefits to its Named Executive Officers.

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

The Corporation has entered into employment contracts that stipulate termination and Change of Control (as defined below) benefits with the Corporation's NEOs. The table below outlines the amounts payable had the following triggering events for termination occurred on December 31, 2017<sup>(4)</sup>:

	<b>Mark Brennan</b>	<b>Christopher Buncic</b>	<b>Rohan Hazelton <sup>(3)</sup></b>	<b>Neil Ringdahl <sup>(3)</sup></b>	<b>Cliff Hale-Sanders</b>
<b>Termination Without Cause or resignation for good reason <sup>(1)</sup></b>					
Severance Payment (\$)	557,991	557,991	191,311	239,139	557,991
Severance Bonus Payment (\$)	557,991	557,991	143,483	179,354	557,991
RSUs	NIL	NIL	NIL	NIL	NIL
Stock Options	NIL	NIL	NIL	NIL	NIL
Benefits	2 yrs	2 yrs	1 yr	1 yr	2 yrs
<b>TOTALS (\$)</b>	<b>1,115,982</b>	<b>1,115,982</b>	<b>334,795</b>	<b>418,493</b>	<b>1,115,982</b>
<b>Change of Control <sup>(2)</sup></b>					
Severance Payment (\$)	557,991	557,991	191,311	239,139	557,991
Severance Bonus Payment (\$)	557,991	557,991	286,967	358,709	557,991
RSUs	NIL	NIL	NIL	NIL	NIL
Stock Options	NIL	NIL	NIL	NIL	NIL
Benefits	2 yrs	2 yrs	2 yrs	2 yrs	2 yrs
<b>TOTALS (\$)</b>	<b>1,115,982</b>	<b>1,115,982</b>	<b>478,278</b>	<b>597,848</b>	<b>1,115,982</b>

**Notes:**

- (1) "**Good Reason**" means the occurrence of any of the following without the Executive's written consent: (a) a material and adverse alteration to any of Executive's position, title, job description, authority, reporting relationship, or duties and/or responsibilities; (b) a reduction in Executive's annual base salary; (c) a reduction in other elements of Executive's compensation, including the availability of equity incentives; or (d) Executive is required to relocate to, or spend a material portion of his working time in, a city other than Toronto, Ontario.
- (2) "**Change of Control**" means (a) any event as a result of or following which any person, or group of persons "acting jointly or in concert" within the meaning of applicable Canadian securities laws, beneficially owns or exercises control or direction over an aggregate of more than 50% of the then outstanding common shares or otherwise acquires the right or ability to appoint or elect the majority of the Board of Directors; or (b) the sale or other transfer of all or substantially all of the consolidated assets of the Company.
- (3) Bonus maximum is 75% of salary.
- (4) Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.

### **Contract with Chris Buncic as CEO**

The contract with Chris Buncic provides that, in the event that the employment of the Executive is terminated by the Corporation without Cause or the Executive resigns for Good Reason, whether or not the termination of the Executive's employment occurs following a Change in Control, the Corporation shall pay the following amounts to the Executive:

- (c) an amount equal to the monthly instalments of the Executive's current annual base salary and the monthly instalments of the Executive's then-current maximum bonus at the date of termination for a period of twenty-four (24) months after the date of termination; and
- (d) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties.

The contract with Chris Buncic also provides that, in the event there is a Change of Control and within twelve (12) months of such Change of Control (i) the Corporation gives notice of its intention to terminate the employment of the Executive or (ii) the Executive resigns his employment for Good Reason, the Corporation shall pay the following amounts to the Executive: two (2) times:

- (a) the Executive's then-current annual base salary;
- (b) the then-current maximum bonus; and
- (c) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties and any vacation pay that has accrued to the effective date of termination.

#### *Contract with Mark Brennan as Executive Chairman*

The contract with Mark Brennan provides that, in the event that the employment of the Executive is terminated by the Corporation without Cause or the Executive resigns for Good Reason, whether or not the termination of the Executive's employment occurs following a Change in Control, the Corporation shall pay the following amounts to the Executive:

- (a) an amount equal to the monthly instalments of the Executive's current annual base salary and the monthly instalments of the Executive's then-current maximum bonus at the date of termination for a period of twenty-four (24) months after the date of termination; and
- (b) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties.

The contract with Mark Brennan also provides that, in the event there is a Change of Control and within twelve (12) months of such Change of Control (i) the Corporation gives notice of its intention to terminate the employment of the Executive or (ii) the Executive resigns his employment for Good Reason, the Corporation shall pay the following amounts to the Executive: two (2) times:

- (a) the Executive's then-current annual base salary;
- (b) the then-current maximum bonus; and
- (c) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties and any vacation pay that has accrued to the effective date of termination.

#### *Contract with Rohan Hazelton as CFO*

The contract with Rohan Hazelton provides that, in the event that the employment of the Executive is terminated by the Corporation without Cause or the Executive resigns for Good Reason, whether or not the termination of the Executive's employment occurs following a Change in Control, the Corporation shall pay the following amounts to the Executive:

- (a) an amount equal to the monthly instalments of the Executive's current annual base salary and the monthly instalments of the Executive's then-current maximum bonus at the date of termination for a period of twelve (12) months after the date of termination; and
- (b) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties.

The contract with Rohan Hazelton also provides that, in the event there is a Change of Control and within twelve (12) months of such Change of Control (i) the Corporation gives notice of its intention to terminate the employment of the Executive or (ii) the Executive resigns his employment for Good Reason, the Corporation shall pay the following amounts to the Executive: two (2) times:

- (a) the Executive's then-current annual base salary;
- (b) the then-current maximum bonus; and

- (c) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties and any vacation pay that has accrued to the effective date of termination.

#### *Contract with Neil Ringdahl as COO*

The contract with Neil Ringdahl provides that, in the event that the employment of the Executive is terminated by the Corporation without Cause or the Executive resigns for Good Reason, whether or not the termination of the Executive's employment occurs following a Change in Control, the Corporation shall pay the following amounts to the Executive:

- (a) an amount equal to the monthly instalments of the Executive's current annual base salary and the monthly instalments of the Executive's then-current maximum bonus at the date of termination for a period of twelve (12) months after the date of termination; and
- (b) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties.

The contract with Neil Ringdahl also provides that, in the event there is a Change of Control and within 12 months of such Change of Control (i) the Corporation gives notice of its intention to terminate the employment of the Executive or (ii) the Executive resigns his employment for Good Reason, the Corporation shall pay the following amounts to the Executive: two (2) times:

- (a) the Executive's then-current annual base salary;
- (b) the then-current maximum bonus; and
- (c) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties and any vacation pay for any vacation that has accrued to the effective date of termination.

#### *Contract with Cliff Hale-Sanders as Executive Vice-President*

The contract with Cliff Hale-Sanders provides that, in the event that the employment of the Executive is terminated by the Corporation without Cause or the Executive resigns for Good Reason, whether or not the termination of the Executive's employment occurs following a Change in Control, the Corporation shall pay the following amounts to the Executive:

- (a) an amount equal to the monthly instalments of the Executive's current annual base salary and the monthly instalments of the Executive's then-current maximum bonus at the date of termination for a period of twenty-four (24) months after the date of termination; and
- (b) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties.

The contract with Cliff Hale-Sanders also provides that, in the event there is a Change of Control and within twelve (12) months of such Change of Control (i) the Corporation gives notice of its intention to terminate the employment of the Executive or (ii) the Executive resigns his employment for Good Reason, the Corporation shall pay the following amounts to the Executive: two (2) times:

- (a) the Executive's then-current annual base salary;
- (b) the then-current maximum bonus; and
- (c) reimburse the Executive for all reasonable expenses incurred by the Executive in the performance of his duties and any vacation pay for any vacation that has accrued to the effective date of termination.

## Director Compensation

The Board of Directors, through a resolution dated September 29, 2017, determined the annual compensation granted to the members of the Board for the fiscal year ended December 31, 2017. Travelling expenses incurred by directors in respect of their duties are reimbursed by the Corporation.

It was decided in this resolution that each member of the Board other than Mr. Christopher Buncic as the CEO and Mr. Mark Brennan as the Executive Chairman, would be paid the sum of \$10,000 in each quarter. Mr. Buncic and Mr. Brennan received no compensation other than as disclosed in the Summary Compensation Table above. An additional sum of \$2,000 would be paid to each of the Chairs of the Committees of the Board, with the exception of Mr. Mark Brennan who acts as the Chair of the Corporate Governance and Nominating Committee of the Board and who will not receive any additional payment.

On an aggregate basis, the Corporation's Board members therefore received total compensation of \$176,000 during the 2017 fiscal year, as detailed in the table below. Please note that this table does not include the compensation granted to the CEO and the Executive Chairman, who are also directors of the Board. For more information about the CEO and Executive Chairman's compensation, please consult the *Summary Compensation Table*.

## Director Compensation Table

The following table provides information regarding compensation paid to the Corporation's non-executive directors during the financial year ended December 31, 2017. Information regarding compensation received by each of Messrs. Brennan and Buncic for services as executives and directors is disclosed in the *Summary Compensation Table*.

Name	Fees earned (\$) <sup>(2)</sup>	Share-based awards (\$) <sup>(5)</sup>	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$) <sup>(2)</sup>	Total (\$)
Stephen Shefsky	40,000	121,476	NIL	NIL	NIL	NIL	153,361
Robert Campbell	40,000	121,476	NIL	NIL	NIL	NIL	153,361
Kurt Menchen	40,000	145,773	NIL	NIL	NIL	NIL	177,658
Renaud Adams <sup>(3)</sup>	22,000	40,824	NIL	NIL	NIL	NIL	58,361
Guillermo Kaelin <sup>(3)</sup>	22,000	40,824	NIL	NIL	NIL	NIL	58,361
Petra Decher <sup>(4)</sup>	12,000	40,824	NIL	NIL	NIL	NIL	50,390
<b>TOTALS</b>	<b>176,000</b>	<b>511,197</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>651,492</b>

### Notes:

- (1) At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.
- (2) Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (3) Mr. Adams and Mr. Kaelin were appointed to the Board in June 2017.
- (4) Ms. Decher was appointed to the Board on October 1, 2017.
- (5) The value is calculated based on the closing market price of the securities underlying the RSUs on the date of grant, as follows:
  - April 18, 2017 grant of RSUs: C\$0.65
  - November 22, 2017 grant of RSUs: C\$0.70
All amounts in this column converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.34 = US\$1.00 for April and C\$1.29 = US\$1.00 for November.

## Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each non-executive director outstanding as of December 31, 2016. Information regarding outstanding share-based awards and option-based awards received by each of Messrs. Brennan and Buncic for services as executives and directors is disclosed in the sections above relating to executive compensation.

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

Name	Option-based Awards <sup>(1)</sup>				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(2)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) <sup>(3)</sup>	Market or payout value of vested share-based awards not paid out or distributed (\$)
Stephen Shefsky	60,000	0.25	June 15, 2020	\$61,220			
	13,333	0.75	May 28, 2019	\$13,605	166,666	\$80,984	NIL
	60,000	0.25	June 15, 2020	\$61,220			
Robert Campbell	13,333	0.75	July 10, 2017	NIL	166,666	\$80,984	40,492
	8,333	0.75	May 28, 2019	\$8,503			
Kurt Menchen	40,000	0.25	October 27, 2020	\$40,813	200,000	\$97,182	\$48,591
Renaud Adams	NIL	NIL	NIL	NIL	50,000	\$27,216	\$13,608
Guillermo Kaelin	NIL	NIL	NIL	NIL	50,000	\$27,216	\$13,608
Petra Decher	NIL	NIL	NIL	NIL	50,000	\$27,216	NIL

### Notes:

- (1) At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.
- (2) Calculated using the closing price of Common Shares of the Corporation on the TSX Venture Exchange on December 30, 2017 of \$0.72 per share, less the exercise price of the stock options granted. Converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.26 = US\$1.00 as at December 31, 2017.
- (3) The value is calculated based on the closing market price of the securities underlying the RSUs on the date of grant, as follows:
  - April 18, 2017 grant of RSUs: C\$0.65
  - November 22, 2017 grant of RSUs: C\$0.70
 All amounts in this column converted to US dollars using the Bank of Canada US dollar/Canadian daily exchange rate of C\$1.34 = US\$1.00 for April and C\$1.29 = US\$1.00 for November.

## Value Vested or Earned During the Financial Year Ended December 31, 2017

The following table provides information regarding the value vested or earned of incentive plan awards for each non-executive director for the financial year ended December 31, 2017.

Name	Option-based awards – Value vested during the year (\$) <sup>(1)</sup>	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Stephen Shefsky	NIL	121,476	NIL
Robert Campbell	NIL	121,476	NIL
Kurt Menchen	NIL	145,773	NIL
Renaud Adams	NIL	40,824	NIL
Guillermo Kaelin	NIL	40,824	NIL
Petra Decher	NIL	40,824	NIL

### Notes:

- (1) At this time, the Corporation does not expect to use the Stock Option Plan as part of its executive compensation program going forward and has no plans to issue further Options.

### Retirement Policy for Directors

The Corporation does not have a retirement policy for its directors.

### Directors' and Officers' Liability Insurance

The Corporation maintains Directors' and Officers' Liability Insurance in the amount of CAD\$35,000,000 in the aggregate for the

term ending December 20, 2018. The insurer shall pay loss resulting from a covered claim on behalf of all directors, officers, employees and the Corporation where applicable to each party, subject to a Retention of CAD\$25,000. The aggregate annual premium for the policy is \$72,250. All costs associated with the premiums are paid by the Corporation.

## STATEMENT OF CORPORATE GOVERNANCE

### General

The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

The Board is of the view that its approach to corporate governance is appropriate and complies with the objectives and guidelines relating to corporate governance set forth in National Instrument 58-101, Disclosure of Corporate Governance Practices ("**NI 58-101**") and National Policy 58-201, Corporate Governance Guidelines.

The Board has adopted corporate governance policies and procedures to assist it in fulfilling its oversight of the management of the Corporation's business and affairs with a view of ensuring that shareholder value is enhanced and the highest standards of ethical conduct are adhered to. The directors are kept informed of the Corporation's operations at regular and special Board and Committee meetings as well as through reports and discussions with management.

In addition, the Corporation continues to develop, implement and refine formal policies and procedures which reflect its ongoing commitment to good corporate governance and which establish a culture of integrity, honesty and respect.

The Corporation's Corporate Governance Guidelines (including the Board Mandate) are set out in Schedule "A" to this Circular and can be viewed at our website at [www.ascendantresources.com](http://www.ascendantresources.com). The following is a description of Ascendant's corporate governance practices as approved by the Board.

### The Board of Directors

#### *Mandate of the Board*

The Board mandate has been formalized in a written Board Mandate that sets out specific responsibilities, which include:

- appointing the Chief Executive Officer and other corporate officers;
- adopting a strategic planning process;
- risk identification and ensuring that procedures are in place for risk management;
- reviewing and approving annual operating plans and budgets;
- reviewing and approving material acquisitions and divestitures;
- approving securities issuances and repurchases;
- Declaring dividends in accordance with applicable laws, regulations and corporate policy;
- corporate social responsibility, ethics and integrity;
- succession planning, including the appointment, training and supervision of management;
- delegations and general approval guidelines for management;
- monitoring financial reporting and management;
- corporate disclosure and communications;
- adopting measures for receiving feedback from stakeholders; and
- adopting key corporate policies designed to ensure that Ascendant, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.

#### *Independence*

Under the policies of Canadian Securities Administrators, for a director to be considered independent, he or she must have no direct or indirect material relationship with the Corporation, being a relationship that could, in the view of the Board, reasonably be expected to interfere with the exercise of his or her independent judgement, and must not be in any relationship deemed to not be independent pursuant to such policies.

The Board currently consists of eight (8) directors who provide the Corporation with a wide diversity of business experience.

The Board has adopted governance guidelines consistent with NI 58-101 which provide, among other things, that the Board shall consist of a majority of independent directors. The following table sets out the relationship of the nominees for election as directors of Ascendant.

NAME	INDEPENDENT	NON INDEPENDENT	REASON FOR NON INDEPENDENT STATUS
Chris Buncic		✓	President and Chief Executive Officer
Mark Brennan		✓	Executive Chairman
Stephen Shefsky	✓		
Kurt Menchen	✓		
Robert Campbell	✓		
Renaud Adams	✓		
Guillermo Kaelin	✓		
Petra Decher	✓		

The independent directors are encouraged to hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The Corporation holds quarterly meetings and other meetings as required, at which, the opinion of the independent directors is sought and duly acted upon for all material matters related to the Corporation.

The Corporation's Corporate Governance Guidelines do not restrict the number of public company boards of directors of which our directors may sit. Directors are required to devote the required time and effort to discharge their obligations as members of the Board. Currently, none of our directors sit on the boards of more than two other reporting issuers. Additional information for each of the directors can be found under the heading "*Annual Meeting Matters - Election of Directors*".

### Executive Chairman Position Description

The Board, under the recommendation of the Corporate Governance Committee, has approved a position description for the position of Executive Chairman of the Board. The Executive Chairman is in charge of providing overall leadership to enhance the effectiveness and performance of the Board, of acting as a primary advisor to the CEO, of assisting in developing the Corporation's strategy and foster ethical and responsible decision making by the Board, the Board Committees and the individual directors. The Executive Chairman's Position Description can be found at the Corporation's website: [www.ascendantresources.com](http://www.ascendantresources.com).

### Independent Lead Director

To provide leadership to the independent directors, the Board has appointed a Lead Director from among the independent directors, namely Mr. Stephen Shefsky. The Lead Director's role is to provide leadership for the independent directors and assist in managing any conflicts between the Corporation and any controlling shareholders. The Board, under the recommendation of the Corporate Governance Committee, has approved a position description for the position of the Lead Director which can be found at the Corporation's website: [www.ascendantresources.com](http://www.ascendantresources.com)

### CEO Position Description

The Board has approved a position description for the position of the Chief Executive Officer. This position description delegates to him the responsibility of providing strategic leadership and working together with the Board and the members of management to create, implement and oversee the Corporation's short and long-term goals, its strategies, plans and policies. In addition, the Chief Executive Officer is responsible for the day to day management of the business and affairs of the Corporation as well as for all of its material projects and operating subsidiaries. The Chief Executive Officer reports to the Board.

### Board Composition and Skills

The members of the Board have diverse backgrounds and expertise and were selected in the belief that the Corporation benefits materially from such a broad range of experience and talent. The following matrix sets out the skills and expertise of each director nominee and reflects the current strength of the Board as a whole.

	CEO/ Senior Officer	Leadership	Mining/ Resource Industry	Finance/M&A	Operations	International Business	Gov. Relations	Environment/ Health/Safety	HR/Executive Compensation	Corporate Governance	Risk Management	Marketing	Legal/ Regulatory
Mark Brennan	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	
Stephen Shefsky	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Kurt Menchen		✓	✓		✓		✓	✓					✓
Chris Buncic	✓	✓	✓	✓		✓			✓	✓	✓	✓	
Renaud Adams	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Petra Decher	✓	✓	✓	✓		✓			✓	✓	✓		✓
Robert Campbell	✓	✓	✓	✓	✓	✓			✓				
Guillermo Kaelin	✓	✓		✓		✓			✓	✓			

## Board Evaluation

Towards the second half of 2017 the Board of Ascendant was completed with the appointment of Mr. Renaud Adams, Mr. Guillermo Kaelin and Ms. Petra Decher. Considering the short period of time that the full Board members have had the opportunity to work together, the directors did not conduct a formal evaluation of the performance and effectiveness for the year 2017. Notwithstanding, the Corporate Governance Committee prepared a brief questionnaire that was circulated to the Directors to allow them to express their views on the relationship of the Board and management and other relevant issues. The responses to this questionnaire were received by the Chair of the Corporate Governance Committee and the Corporate Secretary and were summarized and presented to the Board.

## Board and Committee Meetings and Attendances

The Board is required to meet a minimum of four times per year and as otherwise required. Each Committee of the Board is expected to meet two to four times per year or as otherwise required by the applicable committee. The frequency of the meetings and the matters to be discussed at each meeting depend of the specific business and affairs that Ascendant faces from time to time. The table below provides details of the directors attendance at the Board and committee meetings held in the year ended December 31, 2017.

DIRECTORS	BOARD	AUDIT COMMITTEE	GOVERNANCE COMMITTEE	HR AND COMPENSATION COMMITTEE	HSTO COMMITTEE	TOTALS
	Meetings attended	Meetings attended	Meetings attended	Meetings attended	Meetings attended	Meetings attended
Christopher Buncic	6 of 6	3 of 3	0 of 0	0 of 0	1 of 1	10
Mark Brennan	6 of 6	n/a	0 of 0	0 of 0	1 of 1	7
Stephen Shefsky	6 of 6	1 of 1	0 of 0	n/a	n/a	7
Robert Campbell	6 of 6	3 of 3	n/a	0 of 0	1 of 1	10
Kurt Menchen	5 of 6	2 of 2	n/a	0 of 0	1 of 1	8
Renaud Adams	3 of 6 <sup>(2)</sup>	n/a	0 of 0	n/a	1 of 1	4
Guillermo Kaelin	3 of 6 <sup>(2)</sup>	1 of 1	n/a	0 of 0	n/a	4
Petra Decher	2 of 6 <sup>(2)</sup>	1 of 1	0 of 0	n/a	n/a	3

### Notes:

- (1) Detailed information of the attendance of each director to the Board and Committee meetings, can be found under the heading "Election of Directors – Nominees for Election".
- (2) Mr. Adams and Mr. Kaelin were appointed to the Board on June 21, 2017 and Ms. Decher was appointed to the Board on October 1, 2017.

## In Camera Sessions without Management and Non-Independent Directors

The independent members of the Board, at their discretion, meet without non-independent directors nor management, at regular Board meetings. During the year 2017, the Board had one (1) *in camera* session of the independent directors.

## Director Orientation and Continuing Education

The Corporation does not have a formal orientation and education program for new directors. However, new directors are provided with relevant materials with respect to the Corporation as well as being oriented on relevant corporate issues by the CEO or other senior officers.

The Board currently does not provide continuing education for its directors. By using a Board composed of experienced professionals with a wide range of financial, exploration and mining expertise, the Corporation ensures that the Board operates effectively and efficiently. At the discretion of individual directors, continuing education may be undertaken at the expense of the Corporation. Notwithstanding, during 2017, the directors had the opportunity to participate in two site visits to Ascendant's El Mochito Mine in Honduras. During these site visits directors received presentations on, among other things, operations and exploration efforts, health, safety and environmental concerns and community engagement issues.

## **Diversity**

The Board recognizes the value of having directors with diverse attributes on the Board and is committed to ensuring that there is increased representation of women on the Board. There is currently one female director on the Board. The Board has not adopted a specific policy or established specific targets regarding female representation on the Board or in executive officer positions. The Board is of the view that establishing quotas does not necessarily result in the identification or selection of the best candidates, but it will continue to consider diversification, including female representation, as it reviews future Board and management changes.

## **Term Limits and Board Renewal**

The Corporation currently does not have term limits for service on the Board or its renewal because we recognize the value and depth of knowledge that longer serving directors bring to the Board and because it may arbitrarily require the premature retirement of skilled and valuable directors. Ascendant is a very young company and continuity of board service will be important in overseeing the Corporation's growth into a mid-tier international mining company.

The Corporate Governance and Nominating Committee will continue to review the matter and will recommend changes to the board as appropriate.

## **Ethical Business Conduct**

As part of its commitment to maintaining the highest standards, the Board has adopted a Code of Business Conduct and Ethics (the "**Code**") which applies to all of our directors, officers and employees, our subsidiaries and affiliates and other persons in similar relationships with those entities. The Code addresses such matters as compliance with laws, conflicts of interest, confidential information, protection and proper use of the Corporation's assets, fair dealing, rules and regulations and the reporting of illegal and unethical behavior.

In addition, the Board has adopted an Anti-Bribery Policy, a Gifts and Hospitality Policy, and Insider Trading Policy (the "**Compliance Policies**") with the aim of providing the directors, officers and employees with sufficient tools to conduct their activities honestly, ethically and in compliance with the laws of the jurisdiction in which the Corporation operates and has assets.

The Board has also adopted a Whistleblower Policy that allows employees and other persons in similar relationships with those entities to report any concerns regarding, among other things, violations of the Code or any of the Compliance Policies or concerns regarding financial statement disclosure issues, accounting, internal controls or auditing matters. These concerns may be reported to the General manager in the applicable jurisdiction or the Chair of the Audit Committee.

The Board, through the Audit Committee, monitors compliance with the Code. Ascendant's Corporate Counsel provides day to day management over the Corporation's compliance with the Code and the Compliance Policies. As of the date of this Circular, all officers of the Corporation have executed a signed acknowledgement of having reviewed the Corporation's Code and Compliance Policies.

A copy of the Code and the Compliance Policies can be accessed in the Corporation's website at [www.ascendantresources.com](http://www.ascendantresources.com).

## **Committees of the Board**

The Board currently has four committees. These committees are: the Audit Committee (the "**Audit Committee**"), the Human Resources and Compensation Committee (the "**Compensation Committee**"), the Corporate Governance and Nominating Committee (the "**Corporate Governance Committee**") and the Health, Safety, Technical and Operations Committee (the "**Technical Committee**"). Each committee has been constituted with directors, the majority of whom are independent.

Position descriptions for the chair of each committees of the Board can be found on the Corporation's website.

### ***Audit Committee***

Members of the Committee: Ms. Petra Decher (Chair), Mr. Stephen Shefsky and Mr. Guillermo Kaelin. All are financially literate, and independent (within the meaning of National Instrument 52-110, *Audit Committees* ("**NI 52-110**")).

The Audit Committee reviews the Corporation's interim unaudited consolidated financial statements and annual audited consolidated financial statements and certain corporate disclosure documents including the annual information form, management's discussion and analysis and annual and interim earnings press releases before they are approved by the Board. The Audit Committee is directly responsible for the selection, appointment and compensation of the external auditor and it monitors accounting, financial reporting, control and audit functions.

The Audit Committee meets to discuss and review the audit plans of external auditors and is directly responsible for overseeing the work of the external auditor with respect to preparing or issuing the auditor's report or the performance of other audit, review or attest services, including the resolution of disagreements between management and the external auditor regarding financial reporting. The Audit Committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements and it periodically assesses the adequacy of those procedures. The Audit Committee must approve or pre-approve, as applicable, any non-audit services to be provided to the Corporation by the external auditor. In addition, it reviews and reports to the Board on the Corporation's risk management policies and procedures and reviews the internal control procedures to determine their effectiveness and to ensure compliance with the Corporation's policies and avoidance of conflicts of interest. The Audit Committee is also responsible for establishing procedures for dealing with complaints or confidential submissions which come to its attention with respect to accounting, internal accounting controls or auditing matters.

Information about the remuneration of the independent auditor for the last two years is contained in the Corporation's Annual Information Form ("**AIF**") for the year ended December 31, 2017 under the heading "Audit Committee Disclosure" and a copy of the Audit Committee Mandate is attached as Schedule "A" to the AIF. Ascendant's AIF can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***Compensation Committee***

Members of the Committee: Mr. Guillermo Kaelin (Chair), Mr. Robert Campbell, Mr. Kurt Menchen, Mr. Chris Buncic and Mr. Mark Brennan. All members of the Committee except Mr. Buncic and Mr. Brennan are independent.

The Compensation Committee is responsible for reviewing the Corporation's compensation and incentive programs. The Compensation Committee is responsible for assessing senior management's performance and recommending senior management compensation to the Board. The Compensation Committee reviews the adequacy and form of directors' compensation and makes recommendations designed to ensure that directors' compensation adequately reflects the responsibilities of the Board. The Compensation Committee also administers the Option Plan and the RSU Plan and makes recommendations to the Board respecting grants of Options and RSUs thereunder respectively.

Further information regarding the Compensation Committee's responsibilities, powers and operation of the Compensation Committee are set out above under the section entitled "*Compensation Discussion and Analysis*".

The Corporation believes that each of the members of the Compensation Committee possess the skills and experiences that enable the member to make decisions on the suitability of the compensation policies and practices of the Corporation as set out below.

### ***Corporate Governance Committee***

Members of the Committee: Mr. Mark Brennan (Chair), Mr. Chris Buncic, Mr. Stephen Shefsky, Mr. Renaud Adams and Ms. Petra Decher, the majority of whom are independent.

The purpose of the Corporate Governance Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: (i) developing corporate governance guidelines and principles; (ii) identifying individuals qualified to be nominated as members of the Board; (iii) structure and composition of Board committees; (iv) evaluating the performance and effectiveness of the Board; and (v) executive management succession and development.

During the year that ended December 31, 2017, the Committee undertook the process of updating the Corporation's Corporate Governance Guidelines, Board Mandate, Position Descriptions for the Executive Chairman and Chief Executive Officer, Lead Director, Code of Business Conduct and Ethics, Anti-Bribery and Corruption Policy, Whistleblowing Policy, Insider Trading Policy, Corporate Disclosure Policy, Gifts and Hospitality Policy and Safety, Environment and Social Responsibility Policy, all of which were submitted and approved by the Board and can be found on the Corporation's website at [www.ascendantresources.com](http://www.ascendantresources.com)

### ***Health, Safety, Technical and Operations Committee***

Members of the Committee: Mr. Renaud Adams (Chair), Mr. Chris Buncic, Mr. Kurt Menchen, Mr. Robert Campbell and Mr. Mark Brennan, the majority of whom are independent.

The purpose of the Health, Safety, Technical and Operations Committee is to review, monitor and make recommendations to the Board in respect of the technical, health and safety, environmental, community, business conduct, risk management and human rights policies and activities of the Corporation in order to verify that such policies and activities reflect, and are in accordance with, their respective Charters.

Additionally, the Committee assists the Board in carrying out its responsibilities with respect to overseeing the operating activities of the Corporation, including but not limited to, the operation of the El Mochito mine in Honduras from a technical and scheduling perspective. The Committee is also responsible for Board oversight of production forecasts, budgets, life of mine plans, reserves and resources and Management's proposed public disclosure of said technical nature.

Additional information about the Health, Safety, Technical and Operations Committee, role and responsibility, including its Charter, can be found at the Corporation's website at [www.ascendantresources.com](http://www.ascendantresources.com).

### **Approval**

The contents and sending of this Management Information Circular has been approved by the board of directors of the Corporation.

### **(Signed)**

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**"Mark Brennan"**

Executive Chairman of the Board

May 11, 2018

## Schedule "A"

### Corporate Governance Guidelines

#### 1 INTRODUCTION

- 1.1 The Board of Directors (the "**Board**") of Ascendant Inc. ("**Ascendant**") is committed to adhering to the highest possible standards in its corporate governance practices. The Board has approved the following corporate governance guidelines which, together with the Board Mandate, the position description for the Chairman of the Board, the position description for the Chief Executive Officer, and the charters of the committees of the Board, provide the general framework for the governance of Ascendant. The Board believes that these guidelines will continue to evolve to address all applicable regulatory and stock exchange requirements relating to corporate governance and will be modified and updated as circumstances warrant.

#### 2 BOARD RESPONSIBILITIES

##### Board Mandate

- 2.1 The Board has responsibility for the stewardship of Ascendant and has adopted a formal written mandate setting out the Board's stewardship responsibilities, including:

- appointing the Chief Executive Officer and other corporate officers;
- adopting a strategic planning process;
- risk identification and ensuring that procedures are in place for risk management;
- reviewing and approving annual operating plans and budgets;
- reviewing and approving material acquisitions and divestitures;
- approving securities issuances and repurchases;
- Declaring dividends in accordance with applicable laws, regulations and corporate policy;
- corporate social responsibility, ethics and integrity;
- succession planning, including the appointment, training and supervision of management;
- delegations and general approval guidelines for management;
- monitoring financial reporting and management;
- corporate disclosure and communications;
- adopting measures for receiving feedback from stakeholders; and
- adopting key corporate policies designed to ensure that Ascendant, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.

- 2.2 The Board annually reviews and confirms or updates the Board Mandate. The Board Mandate will be publicly disclosed.

##### Corporate Governance

- 2.3 The Board has delegated responsibility to the Corporate Governance Committee for developing Ascendant's approach to corporate governance, including recommending modifications to these Corporate Governance Guidelines for consideration by the Board.

#### 3 BOARD ORGANIZATION & MEMBERSHIP

##### Director Selection Criteria

- 3.1 The Corporate Governance Committee is required under its charter to annually review the characteristics, qualities, skills and experience which form the criteria for candidates to be considered for nomination to the Board. The objective of this review is to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for the overall stewardship of Ascendant. All directors are required to possess fundamental qualities of intelligence, honesty, integrity, ethical behavior, fairness and responsibility and be committed to representing the long-term interests of the shareholders. They must also have a genuine interest in Ascendant, the ability to be objective at all times about what is in the best interests of Ascendant, have independent opinions on all issues and be both willing and able to state them in a constructive manner and be able to devote sufficient time to discharge their duties and responsibilities effectively. The Corporate Governance Committee is mandated to identify qualified candidates for nomination as directors and to make recommendations to the Board. Directors are encouraged to identify potential candidates.

### **Independence**

- 3.2 The Board annually reviews and makes a determination on the independence of each director in light of all applicable securities laws, rules and regulations and stock exchange rules and regulations. The determination of independence of the directors will be publicly disclosed. Ascendant will maintain and determine a Board with at least a majority of directors as independent.

### **Election by Shareholders**

- 3.3 The members of the Board will be elected each year by the shareholders of Ascendant at the annual general meeting of shareholders. The Board will propose a slate of nominees to the shareholders for election to the Board at each such meeting, providing shareholders the opportunity to vote for or withhold on each director. Between annual meetings of shareholders, the Board may appoint directors to serve until the next such meeting in accordance with Ascendant's articles and by-laws.

### **Selection of Chairman of the Board**

- 3.4 The Chairman of the Board will be appointed by the Board after considering the recommendation of the Corporate Governance and Nominating Committee. The Board has adopted and will annually review the position description for the Chairman of the Board. The position description for the Chairman of the Board will be publicly disclosed.

### **Lead Director**

- 3.5 The role of the lead director will normally be filled by the Chairman of the Board. At any time when the Chairman of the Board is not independent, the Board will select an independent director to carry out the functions of a lead director. This person will chair regular meetings of the independent directors and assume other responsibilities which the Board as a whole have designated.

### **Term Limits for Directors**

- 3.6 The Board has determined that fixed term limits for directors should not be established. The Board is of the view that such a policy would have the effect of forcing directors off the Board who have developed, over a period of service, increased insight into Ascendant and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of some turnover in Board membership to provide on-going input of fresh ideas and views, and the Corporate Governance Committee is mandated to annually consider recommending changes to the composition of the Board.

### **Retirement Age for Directors**

- 3.7 Unless otherwise determined by the Board, no person will be appointed or elected as a director once that person has reached 75 years of age.

## **4 BOARD COMMITTEES**

- 4.1 The Board has determined that there should be four standing Board committees: (i) Audit Committee; (ii) Corporate Governance and Nominating Committee; (iii) Human Resources and Compensation Committee, and (iv) Health, Safety,

Technical and Operations Committee. The Board will change the Board committee structure and authorize and appoint other committees as it considers appropriate.

### **Committee Charters and Responsibilities**

- 4.2 The Board will approve a written charter for each committee setting forth the purpose, authority, duties and responsibilities of each committee. All Board committee charters will be publicly disclosed.
- 4.3 The responsibilities of the **Audit Committee** will include assisting the Board in fulfilling its oversight responsibilities with respect to:
- (a) financial reporting and disclosure requirements;
  - (b) ensuring that an effective risk management and financial control framework has been implemented by management of Ascendant; and
  - (c) external and internal audit processes.
- 4.4 The responsibilities of the **Corporate Governance and Nominating Committee** will include assisting the Board in fulfilling its oversight responsibilities with respect to:
- (a) developing governance guidelines and principles for Ascendant;
  - (b) identifying individuals qualified to be nominated as members of the Board;
  - (c) structure and composition of Board committees;
  - (d) evaluating the performance and effectiveness of the Board; and
  - (e) executive management succession and development.
- 4.5 The responsibilities of the **Human Resources and Compensation Committee** will include assisting the Board in fulfilling its oversight responsibilities with respect to:
- (a) establishment of key human resources and compensation policies, including all incentive and equity based compensation plans;
  - (b) establishment of corporate goals and objectives relevant to Chief Executive Officer compensation;
  - (c) evaluation of Chief Executive Officer's performance and determination of the Chief Executive Officer and senior executive compensation;
  - (d) evaluation of the performance of senior management; and
  - (e) compensation of directors; and succession planning.
- 4.6 The responsibilities of the **Health, Safety, Technical and Operations Committee** will include assisting the Board in fulfilling its oversight responsibilities with respect to:
- (a) technical matters relating to exploration, development, permitting, construction and operation of Ascendant's mining activities;
  - (b) resources and reserves on Ascendant's mineral resource properties;
  - (c) operating and production plans for proposed and existing operating mines;

- (d) Ascendant's safety and health program, including corporate occupational health and safety policies and procedures;
- (e) Ascendant's environmental management program, including corporate environmental policies and procedures;
- (f) developing social policies, programs, procedures and activities in communities where Ascendant conducts its business to ensure that the principles set out in such policies are being adhered to and achieved and to integrate such activities with, and participate in, local communities;
- (g) integrating corporate social responsibility considerations within the corporate decision making process while upholding the economic, social and environmental commitments of Ascendant; and
- (h) ensuring Ascendant implements best-in-class property development and operating practices.

### **Membership of Committees**

- 4.7 The Board has determined that the Corporate Governance and Nominating Committee, the Human Resources and Compensation Committee and the Health, Safety, Technical and Operations Committee will be comprised of a majority of directors, determined by the Board to be independent and the Audit Committee will be comprised of entirely independent directors, determined by the Board to be independent.
- 4.8 In addition, all members of the Audit Committee will be financially literate. Membership and independence of all committee members will be publicly disclosed.
- 4.9 After receipt of recommendations from the Corporate Governance and Nominating Committee, the Board will appoint the members of the committees annually, and as necessary to fill vacancies, and will appoint the chair of each committee. Members of the committees will hold office at the pleasure of the Board.

### **Oversight of Committee Functions**

- 4.10 The purpose of Board committees is to assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for all matters assigned to a Board committee for its determination. Except as may be explicitly provided in the charter of a Board committee or a resolution of the Board, the role of a Board committee is to review and make recommendations to the Board with respect to the approval of matters considered by a Board committee.

## **5 BOARD AND COMMITTEE MEETINGS & MATERIALS**

### **Meeting Agendas**

- 5.1 The Chairman of the Board and the Chief Executive Officer, in consultation with the Corporate Secretary, will establish the agenda for each Board meeting. Each director may suggest the inclusion of additional items on the agenda. The chair of each committee, in consultation with the Chairman of the Board, the Chief Executive Officer, and the Corporate Secretary, will establish the agenda for each committee meeting. Any committee member may suggest the inclusion of additional items on the committee agenda.

### **Meeting Materials**

- 5.2 Board and committee meeting materials will be provided to directors before each Board or committee meeting in sufficient time to ensure adequate opportunity for review. If certain material is sensitive or confidential in nature, then the material will be distributed at the Board or committee meeting.

### **Participation of Management at Board and Committee Meetings**

- 5.3 The Board believes there is value in having certain members of senior management attend Board and committee meetings to provide information and presentations regarding the business of Ascendant to assist the directors in their

deliberations. Attendance by senior management will be determined by the Chief Executive Officer with the concurrence of the Chairman of the Board and chair of committees. Members of management will be excluded from Board and committee meetings during which there are discussions of matters reserved for directors only.

### **Meetings of Independent Directors**

- 5.4 The independent directors of the Board will have the option to hold an in camera meeting in conjunction with every regular meeting of the Board.

## **6 DIRECTOR COMPENSATION**

- 6.1 The Board has determined that the directors should be compensated in a form and amount that is appropriate and which is customary for comparative companies, having regard to such matters as time commitment, responsibility and trends in director compensation. The Compensation Committee is mandated to review the compensation of the directors on an annual basis. All compensation paid to directors will be publicly disclosed.

### **Loans to Directors**

- 6.2 Ascendant will not make any loans to any of its directors other than bridge loans in connection with withholding taxes to be paid on equity based compensation units granted by Ascendant to directors under any equity compensation-based plan.

## **7 THE BOARD'S RELATIONSHIP WITH MANAGEMENT**

- 7.1 The Board will support and encourage the members of management in the performance of their duties. Management will make appropriate use of the Board's skills before decisions are made on key issues. The Board has adopted and will annually review the position description for the Chief Executive Officer, which will be publicly disclosed.

### **Limits on Management Authority**

- 7.2 The Board will approve annual business plans and budgets and will also approve general authority guidelines that place limits on management's ability to approve contractual and financial arrangements and commitments both in accordance with and outside approved budgets. All transactions, arrangements and commitments outside approved budgets and defined limits will require approval by the Board.

### **Evaluation of the Chief Executive Officer**

- 7.3 The Human Resources and Compensation Committee will conduct an annual review of the performance of the Chief Executive Officer against the goals and objectives which have been established by the committee and will review, assess and recommend the compensation of the Chief Executive Officer to the Board. The Chairman of the Board and the chair of the Compensation and Nominating Committee will advise the Chief Executive Officer of the results of the assessment.

### **Director Access to Management**

- 7.4 All directors will have open access to Ascendant's senior management for relevant information. All written communications from directors to members of management will be copied to the Chief Executive Officer or, in the case of accounting and financial matters, to the Chief Executive Officer and the Chief Financial Officer.
- 7.5 Individual directors are encouraged to make themselves available for consultations with management outside of Board meetings in order to provide specific advice and counsel on subjects where such directors have special skills, knowledge and experience.

## **8 DIRECTOR RESPONSIBILITIES & PERFORMANCE**

### **Director Responsibilities**

- 8.1 Directors are expected to use their skill and experience to provide oversight of the business and affairs of Ascendant. Directors have a statutory duty to act honestly and in good faith with a view to the best interests of Ascendant and to exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.

### **Attendance at Meetings**

- 8.2 Directors are expected to attend all Board meetings and meetings of committees of which they are members, either in person or by conference call. A director will notify the chair of the Board or of a committee or the Corporate Secretary if the director will not be able to attend or participate in a meeting. Ascendant will publicly disclose the Directors' attendance record on an annual basis. All directors are invited, but not required, to attend meetings of committees of which they are not members.

### **Board and Committee Meeting Materials**

- 8.3 Directors are expected to review and be familiar with Board and committee meeting materials which have been provided in sufficient time for review prior to a meeting.

### **Outside Advisors for Individual Directors**

- 8.4 Any director who wishes to engage an independent advisor to assist on matters involving the discharge of his duties and responsibilities as a director at the expense of Ascendant should review the request with, and obtain the authorization of, the Corporate Governance and Nominating Committee.

### **Assessment of Board and Committee Performance**

- 8.5 The Corporate Governance and Nominating Committee is mandated to undertake an annual assessment of the overall performance and effectiveness of the Board and each committee of the Board and report on such assessments to the Board. The purpose of the assessments is to ensure the continued effectiveness of the Board in discharging its duties and responsibilities and to contribute to a process of continuing improvement.

### **Conflicts of Interest**

- 8.6 Each director has a legal responsibility to disclose all actual or potential conflicts of interest and generally to abstain from voting on matters in which the director has an interest, and will recuse himself from any discussion or decision on any matter in which he is precluded from voting as a result of a conflict or which otherwise affects his personal, business or professional interests.

### **Majority Voting Policy**

- 8.7 The Board has adopted a Majority Voting Policy to the effect that a nominee director who receives a greater number of votes "withheld" than votes "for" will be expected to tender his or her resignation to the chair promptly following the meeting of shareholders at which the Director was elected. The Corporate Governance and Nominating Committee will consider such resignation and make a recommendation to the Board whether to accept it or not. The Board will announce its decision in a press release within ninety (90) days following such meeting of shareholders. The director who offered to tender his or her resignation should not be part of any committee or Board deliberations pertaining to his or her resignation offer. This Majority Voting Policy only applies in circumstances involving an uncontested election of directors. An "uncontested election" refers to an election where the number of nominees for Director is equal to the number of Directors to be elected.

### **Continuing Education**

- 8.8 Ascendant encourages the individual members of the Board as well as Board Committees to seek out continuing education opportunities to assist the Board members in carrying out their duties and developing the overall corporate governance of the company in accordance with best practice. When appropriate, and at management's discretion, Ascendant may provide funding for such education.

## **9 CORPORATE POLICIES**

## **Annual Review of Corporate Policies**

9.1 The Corporate Governance and Nominating Committee is mandated to conduct an annual review of the following principal corporate policies and recommend updates or amendments for consideration by the Board:

- Board Mandate;
- Code of Business Conduct and Ethics;
- Anti-Bribery & Anti-Corruption Policy;
- Corporate Disclosure Policy;
- Gifts & Hospitality Policy;
- Whistle Blower Policy;
- Insider Trading Policy; and
- Safety, Environmental and Social Responsibility Policy.

## **10 DISCLOSURE**

### **Annual Governance Reporting**

10.1 Ascendant will publicly disclose, on an annual basis, its corporate governance practices in compliance with all relevant securities laws, rules and regulations and stock exchange rules and regulations.

### **Ongoing Governance Disclosure**

10.2 Ascendant will publicly disclose its Corporate Governance Guidelines, Board Mandate, Position Descriptions for the Chairman and the Chief Executive Officer, Board Committee Charters and principal corporate policies on its website.

### **Access to Disclosure**

10.3 All documents and information referred to in these Corporate Governance Guidelines may be accessed through the Corporate Governance section of Ascendant's website: [www.ascendantresources.com](http://www.ascendantresources.com). As required by applicable law, certain information is included in Ascendant's annual information form and management proxy circular and posted on SEDAR at [www.sedar.com](http://www.sedar.com).

## **BOARD MANDATE**

### **1 INTRODUCTION**

1.1 The board of directors (the "**Board**") of Ascendant Resources Ltd. ("**Ascendant**" or the "**Company**") is elected by the shareholders of Ascendant and is responsible for the stewardship of Ascendant. The purpose of this mandate is to describe the principal duties and responsibilities of the Board as well as some of the policies and procedures the Board will adopt in discharging its duties and responsibilities.

### **2 ROLE AND RESPONSIBILITIES OF THE BOARD**

2.1 The role of the Board is to represent the shareholders of Ascendant, enhance and maximize shareholder value and conduct the business and affairs of Ascendant ethically and in accordance with the highest standards of corporate governance. The Board is obligated to act honestly and in good faith with a view to the best interests of the Company. The Board is ultimately accountable and responsible for providing independent, effective leadership in supervising the management of the business and affairs of Ascendant. The responsibilities of the Board include:

- (a) appointing the Chief Executive Officer and other corporate officers;
- (b) adopting a strategic planning process;
- (c) risk identification and ensuring that procedures are in place for risk management;
- (d) reviewing and approving annual operating plans and budgets;
- (e) reviewing and approving material acquisitions and divestitures;
- (f) approving securities issuances and repurchases;
- (g) Declaring dividends in accordance with applicable laws, regulations and corporate policy;
- (h) corporate social responsibility, ethics and integrity;
- (i) succession planning, including the appointment, training and supervision of management;
- (j) delegations and general approval guidelines for management;
- (k) monitoring financial reporting and management;
- (l) corporate disclosure and communications;
- (m) adopting measures for receiving feedback from stakeholders; and
- (n) adopting key corporate policies designed to ensure that Ascendant, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.

2.2 The Board will delegate responsibility for the day-to-day management of Ascendant's business and affairs to Ascendant's senior officers and will supervise such senior officers.

2.3 The Board may delegate certain matters it is responsible for to Board committees (presently consisting of the Audit Committee, Corporate Governance and Nominating Committee, Human Resources and Compensation Committee and Health, Safety Technical and Operations Committee) and non-Board committees (presently consisting of the Disclosure Committee). The Board will, however, retain its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

### **3 DIRECTORS' RESPONSIBILITIES**

- 3.1 Directors must act honestly and in good faith with a view to the best interests of the Company and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In order to fulfill their responsibilities, each director is expected to:
- (a) participate, with management, in developing a multi-year strategic plan and annual business plans and approve such plans;
  - (b) develop and maintain a thorough understanding of the Company's operational and financial objectives, financial position and performance and the performance of the Company relative to its principal competitors;
  - (c) ensure that the Company's activities are at all times conducted in accordance with the purpose of the Company, its strategic plan and operating policies;
  - (d) diligently prepare for each meeting, including reviewing all meeting materials distributed in advance;
  - (e) actively and constructively participate in each meeting, including seeking clarification from management and outside advisors where necessary to fully understand the issues under consideration;
  - (f) engage in continuing education programs for directors, as appropriate; and
  - (g) diligently attend meetings of the Board and any committee of which he or she is a member.

#### **4 STRATEGIC PLANNING PROCESS AND RISK MANAGEMENT**

- 4.1 The Board will adopt a strategic planning process to establish objectives and goals for Ascendant's business and will review, approve and modify as appropriate the strategies proposed by senior management to achieve such objectives and goals. The Board will review and approve, at least on an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of Ascendant's business and affairs.
- 4.2 The Board, in conjunction with management, will identify the principal risks of Ascendant's business and oversee management's implementation of appropriate systems to effectively monitor, manage and mitigate the impact of such risks.

#### **5 CORPORATE SOCIAL RESPONSIBILITY, ETHICS AND INTEGRITY**

- 5.1 The Board will provide leadership to Ascendant in support of its commitment to Corporate Social Responsibility, set the ethical tone for Ascendant and its management and foster ethical and responsible decision making by management. The Board will take all reasonable steps to satisfy itself of the integrity of the Chief Executive Officer and management and satisfy itself that the Chief Executive Officer and management create a culture of integrity throughout the organization.

#### **6 SUCCESSION PLANNING, APPOINTMENT, SUPERVISION AND COMPENSATION**

- 6.1 The Board will approve the succession plan for Ascendant, including the selection, appointment, supervision and evaluation of the Chief Executive Officer and the other senior officers of Ascendant, and will also approve the compensation of the Chief Executive Officer and the other senior officers of Ascendant.

#### **7 DELEGATIONS AND APPROVAL AUTHORITIES**

- 7.1 The Board will delegate to the Chief Executive Officer and senior management authority over the day-to-day management of the business and affairs of Ascendant. This delegation of authority will be subject to specified financial limits and any transactions or arrangements in excess of general authority guidelines will be reviewed by and subject to the prior approval of the Board.

## **8 MONITORING OF FINANCIAL REPORTING AND MANAGEMENT**

- 8.1 The Board will review and approve all regulatory filings, including the annual audited financial statements, interim financial statements, the notes and management discussion and analysis accompanying such financial statements, quarterly and annual reports, management proxy circulars, annual information forms, prospectuses, and all capital investments, equity financings, borrowings and all annual operating plans and budgets.
- 8.2 The Board will adopt procedures to ensure the integrity of internal controls and management information systems to ensure compliance with all applicable laws, rules and regulations, and to prevent violations of applicable laws, rules and regulations relating to financial reporting and disclosure, fraud against Ascendant and violations of its code of business conduct and ethics.

## **9 CORPORATE DISCLOSURE AND COMMUNICATIONS**

- 9.1 The Board will ensure that all corporate disclosure complies with all applicable laws, rules and regulations and the rules and regulations of the stock exchanges upon which Ascendant's securities are listed. In addition, the Board will adopt procedures to ensure the Board receives feedback from security holders on material issues.

## **10 REVIEW OF MANDATE**

- 10.1 The Corporate Governance Committee will annually review and assess the adequacy of this Mandate and recommend any proposed changes to the Board for consideration.

## SCHEDULE "B"

### BY-LAW NO. 3

#### A by-law relating generally to the advance notice requirements

#### for the nomination of directors of

#### ASCENDANT RESOURCES INC.

#### (the "Corporation")

### **INTRODUCTION**

The purpose of this by-law (the "**Advance Notice By-law**") is to establish the conditions and framework under which holders of common shares of the Corporation may exercise their right under corporate law to submit nominations for directors by fixing a deadline by which such nominations must be submitted by a shareholder to the Corporation prior to any annual or special meeting of shareholders at which directors are to be elected, and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper form.

It is the view of the Corporation that this Advance Notice By-law is beneficial to shareholders and other stakeholders of the Corporation in that it helps (i) to promote the orderly conduct of shareholder meetings and (ii) to ensure that all shareholders, whether they are voting by proxy or in person at a meeting of shareholders, will have adequate time and sufficient information to evaluate potential nominees to the board.

### **NOMINATIONS OF DIRECTORS**

1. Subject only to the Act (as defined below) and the articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. For greater certainty, this Advance Notice By-law does not apply to (i) the appointment, by the board, of a director to fill a vacancy on the board or (ii) the appointment, by the board, of a director between annual meetings of the shareholders of the Corporation in accordance with the articles and the by-laws of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors. Such nominations may be accepted only if made in the following manner:
  - (a) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting;
  - (b) by or at the direction or request of one or more shareholders of the Corporation pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of meeting of the shareholders of the Corporation made in accordance with the provisions of the Act; or
  - (c) by any person (a "**Nominating Shareholder**"): (i) who, at the close of business on the date of the giving of the notice provided below in this Advance Notice By-law and on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more common shares of the Corporation carrying the right to vote at such meeting, or who beneficially owns common shares of the Corporation that are entitled to be voted at such meeting and who establishes to the satisfaction of the chair of the meeting such beneficial ownership; and (ii) who complies with the notice and other procedures set out below in this Advance Notice By-law.
2. In addition to any other applicable requirements, for a nomination made by a Nominating Shareholder to be accepted, such Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation at the head office of the Corporation in accordance with this Advance Notice By-law.
3. To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must be given:

- (a) in the case of an annual meeting of shareholders, not less than 30, nor more than 65, days prior to the date of the annual meeting of shareholders; provided, however, that in the event the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder must be given not later than the close of business on the tenth (10th) day following the Notice Date; and
  - (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.
4. To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must set out:
- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (i) the name, age, business address and residential address of the person, (ii) the principal occupation, business or employment of the person for the most recent five years including, without limitation, the name and principal business of any company in which any such employment is carried on, (iii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, (iv) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for the election of directors pursuant to the Act and Applicable Securities Laws, whether or not such a dissident proxy circular has been prepared or will be prepared, and (v) a duly completed personal information form in the form prescribed by the principal stock exchange on which the securities of the Corporation are then listed for trading; and
  - (b) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any securities of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws whether or not such a dissident proxy circular has been prepared or will be prepared.

Such notice must be accompanied by the written consent of each nominee to being named as a nominee and to serve as a director, if elected. The Corporation may require any proposed nominee to furnish such other information as the Corporation may request to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

5. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Advance Notice By-law; provided, however that nothing in this Advance Notice By-law shall be deemed to preclude discussions by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which such shareholder would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such nomination is defective and cannot be accepted.
6. For purposes of this Advance Notice By-law:
- (a) "**Act**" shall mean the *Business Corporations Act* (Ontario);
  - (b) "**public announcement**" shall mean disclosure in a news release disseminated through a national news service in Canada, or in a document publicly filed by the Corporation (under its profile) on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and
  - (c) "**Applicable Securities Laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such

statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each relevant province and territory of Canada.

7. Notwithstanding anything to the contrary in the by-laws, notice given to the Corporate Secretary of the Corporation pursuant to this Advance Notice By-law may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Corporation for the purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary of the Corporation at the address of the head office of the Corporation; provided that if such delivery or electronic communication is made on a day that is not a business day or later than 5:00 p.m. (local time at the head office of the Corporation) on a day that is a business day, then such delivery or electronic communication shall be deemed to have been made on the first subsequent day that is a business day.
8. Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Advance Notice By-law.

MADE the 10th day of August, 2017.

“Signed”

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Name: Chris Buncic

Title: President and Chief Executive Officer



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