

This Management Information Circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult a professional advisor.

MANAGEMENT INFORMATION CIRCULAR
FOR THE
ANNUAL GENERAL MEETING
OF THE
SHAREHOLDERS
OF
CHAMPION IRON LIMITED

To be held at 10:00 a.m. (Montréal time)
on Thursday, August 29, 2019
at
the offices of McCarthy Tétrault LLP
1000 De La Gauchetière Street West, Suite 2500, Montréal, Québec H3B 0A2

Dated as of July 23, 2019

YOUR VOTE AS A SHAREHOLDER IS IMPORTANT

PROXY SOLICITATION

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by management of CHAMPION IRON LIMITED (“Champion” or the “Company”) of proxies to be used at the Annual General Meeting (the “Meeting”) of the shareholders of the Company, to be held at the offices of McCarthy Tétrault LLP, 1000 De La Gauchetière Street West, Suite 2500, Montréal, Québec H3B 0A2 on Thursday, August 29, 2019, at 10:00 a.m. (Montréal time) and at any adjournments thereof, for the purposes set forth in the notice of the Meeting (the “Notice”) and explanatory statement (“Explanatory Statement” and collectively with the Notice, the “Notice of Meeting”) accompanying this Circular.

All costs of this solicitation of proxies by management will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers and certain employees of the Company may solicit proxies personally by telephone or other telecommunication but will not receive additional compensation for doing so.

The information contained herein is given as of July 23, 2019, unless otherwise noted.

This Circular describes the matters to be acted on at the Meeting and the procedures for attending or appointing proxies to vote at the Meeting.

PART ONE

VOTING INFORMATION

If your name appears on the certificate representing your ordinary shares of the Company (“Ordinary Shares” or “Shares”), you are a registered shareholder of the Company (a “Registered Shareholder”).

Your Ordinary Shares may not be registered in your name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or stock broker, or a clearing agency in which such an intermediary participates). If Ordinary Shares are listed in an account statement provided to you by a broker, then it is likely that those Ordinary Shares will not be registered in your name, but under the broker’s name or under the name of a depository (such as The Canadian Depository for Securities Limited), the nominee for many Canadian brokerage firms. If your Ordinary Shares are registered in the name of an intermediary or a nominee, you are a non-registered or beneficial shareholder (a “Non-Registered Owner” or “beneficial shareholder”).

There are two kinds of Non-Registered Owners: (i) those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners (“OBOs”); and (ii) those who do not object to their name being made known to the issuers of securities which they own, known as non-objecting beneficial owners (“NOBOs”).

MEETING MATERIALS

The Company has distributed a notice (“Notice to Vote”) directly to Registered Shareholders and NOBOs in Canada and to intermediaries for forward distribution to all OBOs and certain NOBOs. Notices to Vote forwarded to beneficial shareholders will likely not include the Company’s form of proxy but instead an intermediary’s voting instruction form (“VIF”) (see below). Intermediaries are required to deliver these Notices to Vote to beneficial shareholders of the Company and to seek instructions as to how to vote their Ordinary Shares. Brokers or agents can only vote the Ordinary Shares of the Company if instructed to do so by the beneficial shareholder.

The Company will assume the costs of mailing the Notices to Vote to the NOBOs and to the OBOs.

Notice-and-Access

Applicable securities legislation in Canada allows electronic delivery of meeting materials and/or delivery of meeting materials only to those who request them (“Notice-and-Access”). The Company is utilizing the Notice-and-Access mechanism that came into effect on February 11, 2013 under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”). Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) online, via SEDAR at www.sedar.com and one other website, rather than mailing paper copies of such materials to shareholders. The Notice-and-Access provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of

a paper copy of the information circular at the reporting issuer's expense. The Company will not rely upon the use of 'stratification'.

The Company anticipates that Notice-and-Access will directly benefit the Company through a reduction in both postage and material costs and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

The Company will deliver copies of this Circular, the Notice of Meeting, the accompanying form of proxy and the Notices to Vote, (collectively, the "**Meeting Materials**") to beneficial shareholders on the Canadian Register by posting the Meeting Materials at <https://docs.tsxtrust.com/2066>. The Meeting Materials will be available as of July 30, 2019 (Montreal time), and will remain on the website for one full year. The Meeting Materials will also be available on the SEDAR website at www.sedar.com as of July 30, 2019. The Company intends to pay for Intermediaries to deliver to objecting Non-Registered Owners the proxy-related materials and Form 54-101F7 - *Request for Voting Instructions Made by Intermediary* of NI 54-101.

Shareholders on the Canadian Register will receive paper copies of a notice package (the "**Notice Package**") via prepaid mail containing a notice with information prescribed by NI 54-101, and a form of proxy (if you are a Registered Shareholder) or a voting instruction form (if you are a Non-Registered Owner), in each case with a supplemental mail list return box for Shareholders to request that they be included in the Company's supplementary mailing list for receipt of the Company's annual and interim financial statements.

Shareholders on the Canadian Register may obtain paper copies of the Notice of Meeting, this Circular and the Company's Annual Report to Shareholders free of charge, or more information about the Notice-and-Access mechanism, by contacting the Company's transfer agent, TSX Trust Company ("**TSX Trust**"), by email at TMXEInvestorServices@tmx.com, by telephone at 1-866-600-5869 up to and including the date of the Meeting, including any adjournment of the Meeting. In order to receive paper copies of these materials in time to vote before the Meeting, your request should be received by August 20, 2019.

APPOINTMENT AND REVOCABILITY OF PROXIES

CANADIAN REGISTERED SHAREHOLDERS

If you are a Canadian Registered Shareholder, you can vote your Ordinary Shares at the Meeting in person or by proxy. Your vote can be cast by you in person and counted at the Meeting. If you wish to vote in person at the Meeting, do not complete or return the form of proxy included with this Circular. If you do not wish to attend the Meeting or do not wish to vote in person, complete and deliver a form of proxy in accordance with the instructions given below.

Appointment of Proxy

A form of proxy is enclosed and, if it is not your intention to be present in person at the Meeting, you are asked to sign, date and return the form of proxy in the envelope provided. The persons named in the enclosed form of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the enclosed form of proxy, to attend and vote for and on behalf of the shareholder at the Meeting. Such right may be exercised by striking out the names of the persons designated in the enclosed form of proxy and by inserting in the blank space provided for that purpose the name of the person to be appointed or by completing another proper form of proxy. Make sure that the person you appoint is aware that he or she is appointed and attends the Meeting.**

The form of proxy must be executed in writing or by electronic signature by the shareholder or his attorney duly authorized in writing or, if the shareholder is a corporation, by instrument in writing executed (under corporate seal if so required by the rules and laws governing the corporation) by a duly authorized signatory of such corporation. If the proxy is executed by a duly authorized attorney or authorized signatory of the shareholder, the proxy should reflect such person's capacity following his or her signature and should be accompanied by the appropriate instrument evidencing such person's qualifications and authority to act (unless such has been previously filed with the Company or the Company's registrar and transfer agent, TSX Trust Company).

Depositing, Mailing or Faxing Proxy

Form of proxies to be exercised at the Meeting must be mailed to or deposited with the Company's registrar and transfer agent, TSX Trust Company, Proxy Department, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1,

facsimile: (416) 595-9593, such that they are received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof, in default of which they may be treated as invalid.

A form of proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

Voting by Internet

If you are a Canadian registered shareholder, go to www.voteproxyonline.com and follow the instructions. You will need your control number (located on the form of proxy) to identify yourself to the system. You must submit your vote by no later than 10:00 a.m. (Montréal time) on Tuesday, August 27, 2019 or 48 hours (excluding Saturdays, Sundays and holidays) before the time and day of any adjourned meeting. If you vote by Internet, DO NOT mail back the proxy.

Voting by Telephone

TSX Trust currently does not offer telephone voting.

CANADIAN NON-REGISTERED OWNERS OR BENEFICIAL SHAREHOLDERS

Beneficial shareholders should be aware that only shareholders whose names appear on the share register of the Company are entitled to vote in person or by proxy at the Meeting. The purpose of the procedures described below is to permit beneficial shareholders to direct the voting of the Ordinary Shares they beneficially own. There are two categories of beneficial shareholders. Beneficial shareholders who have provided instructions to an intermediary that they do not object to the intermediary disclosing ownership information about them are considered to be NOBOs. Beneficial shareholders who have objected to an intermediary providing ownership information are OBOs.

These securityholder materials are being sent to both Registered Shareholders and Non-Registered Owners of the Shares. If you are a Non-Registered Owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

If you have received the Issuers' Voting Instruction Form, you may return it to TSX Trust Company:

1. By regular mail in the return envelope provided,
2. By fax at 416.595.9593
3. By voting online at www.voteproxyonline.com and entering your control number as instructed on the log on page.

OBOs and other beneficial holders receive a VIF from an Intermediary by way of instruction of their Financial Institution. Detailed instructions of how to submit your vote will be on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Owners to direct the voting of the Ordinary Shares they beneficially own. Should a Non-Registered Owner who receives either form of proxy wish to vote at the Meeting in person, the Non-Registered Owner should strike out the persons named in the form of proxy and insert the Non-Registered Owner's name in the blank space provided. Non-Registered Owners should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.

VOTING PROCEDURE FOR CANADIAN BENEFICIAL SHAREHOLDERS

Brokers or agents can only vote the Ordinary Shares of the Company if instructed to do so by the beneficial shareholders. Every broker or agent has its own mailing procedure and provides its own instructions. Typically, a beneficial shareholder will be given a VIF which must be completed and signed by the beneficial shareholder in accordance with the instructions provided by the intermediary. The purpose of this VIF is to seek permission from the beneficial shareholder on how to vote on behalf of or otherwise represent the beneficial shareholder. A beneficial shareholder cannot use this VIF to vote or otherwise represent Ordinary Shares in person at the Meeting (see below for a description of a new simplified procedure

for a beneficial shareholder to attend the Meeting). If you are a beneficial shareholder, you must follow the instructions provided by the intermediary in order to ensure that your Ordinary Shares are voted or otherwise represented at the Meeting.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (“**Broadridge**”). Broadridge mails the VIF to the beneficial shareholders and asks beneficial shareholders to return the VIF to Broadridge. Broadridge then tabulates the results of all VIFs respecting the Ordinary Shares to be represented at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Ordinary Shares voted or otherwise represented at the Meeting.

As a result of recent amendments to applicable securities legislation, the process for beneficial shareholders to attend and vote their own securities at the Meeting in person has been simplified. The requirement for beneficial shareholders to be sent a legal proxy upon request has been removed and instead, the Company or the intermediary (as applicable) is required to arrange, without expense to the beneficial shareholder, to appoint the beneficial shareholder or a nominee of the beneficial shareholder as a proxyholder if the beneficial shareholder has instructed the Company or intermediary to do so either by having filled in and submitted a request for voting instructions sent to the beneficial shareholder or by having submitted any other document in writing that requests that the beneficial shareholder or a nominee of the beneficial shareholder be appointed as proxyholder. The Company or intermediary who so appoints a beneficial shareholder as a proxyholder must deposit the proxy not less than 48 hours prior to the commencement of the Meeting, or any adjournment thereof so long as the Company or intermediary obtains the instructions from the beneficial shareholder at least one business day before the termination of that time.

Occasionally, a beneficial shareholder may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Ordinary Shares owned by the Non-Registered Owners but is otherwise not completed. This form of proxy does not need to be signed by you. In this case, you can complete and deliver the proxy as described above under the heading “Registered Shareholders”.

Voting by Internet, Telephone or Facsimile

If you are a beneficial shareholder and have been provided with a VIF from your broker or agent, you may be given the option of voting by telephone or facsimile – follow the instructions on the VIF. You will likely be able to vote by internet by accessing www.proxyvote.com, the URL or web address as provided in the VIF, entering the control number that appears on the VIF, indicating your vote on each proposal and selecting “final submission”.

Your vote **must be received by** 10:00 a.m. (Montréal time) on Tuesday, August 27, 2019 or 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time and day of any adjourned meeting. If you vote by Internet, DO NOT mail back the proxy.

Beneficial shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

REVOCATION OF PROXIES AND VOTING INSTRUCTION FORMS FOR CANADIANS

Any shareholder who executes and returns a proxy may revoke it to the extent it has not been exercised by depositing a written instrument executed by the shareholder or his, her or its attorney duly authorized in writing or by electronic signature or by transmitting by telephonic or electronic means, a revocation that is signed by electronic signature, or, if the shareholder is a corporation, by written instrument executed (under corporate seal if so required by the rules and laws governing the corporation) by a duly authorized signatory of such corporation:

- (a) with the Company’s registrar and transfer agent, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, facsimile: (416) 595-9593, Attention: Proxy Department, at any time up to the close of business on the last business day prior to the Meeting, or any adjournment thereof;
- (b) with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, at any time prior to a vote being taken in reliance on such proxy; or
- (c) in any other manner permitted by law.

A beneficial shareholder may revoke a voting instruction or may revoke a waiver of the right to receive meeting materials or a waiver of the right to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on any such revocation that is not received by the intermediary well in advance of the

Meeting. The proxy deadline may be waived or extended by the Chairman of the Meeting, in his sole discretion without notice.

VOTING AND DISCRETIONARY AUTHORITY

The proxyholders named in the accompanying form of proxy shall and will vote the Ordinary Shares represented thereby on any ballot in accordance with the shareholder's direction set forth in the proxy. **IN THE ABSENCE OF SUCH DIRECTION, THE SHARES REPRESENTED THEREBY WILL BE VOTED IN FAVOUR OF EACH OF THE RESOLUTIONS FURTHER DESCRIBED IN THIS CIRCULAR.** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters as may properly come before the Meeting or any adjournments thereof. At the date of this Circular, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If amendments, variations to matters identified in the Notice of Meeting or if other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote in accordance with their judgment on such matters.

TRANSFER AGENTS CONTACT INFORMATION

Investor Inquiries (Canada)

TSX Trust Company
100 Adelaide Street West, Suite 301
Toronto ON M5H 4H1
By telephone: 1.866.600.5869
By email to: TMXEInvestorServices@tmx.com
By facsimile to: 416.595.9593

Security Transfer Registrars (Australia)

PO Box 535
Applecross WA 6953
Australia
By telephone: (+618) 9315 2333
By email to: registrar@securitytransfer.com.au
By facsimile to: (+618) 9315 2233

AUDITORS OF THE COMPANY

Ernst & Young, auditors to the Company, were first appointed as auditors of the Company on November 26, 2013.

RECORD DATE

The board of directors of the Company (the “**Board**” or “**Board of Directors**”) has determined, in accordance with National Instrument 51-102, that the registered holders of Ordinary Shares at 5:00 p.m. (Montreal time) on July 15, 2019, which corresponds to 7:00 a.m. on July 16, 2019 (Sydney time), shall be entitled to receive notice of the Meeting, and that in accordance with the *Corporations Act 2001* (Cth) (“**Corporations Act**”) that the registered holders of Ordinary Shares at 5:00 a.m. (Montreal time) on August 28, 2019 (the “**Record Date**”) and at 7:00 p.m. on August 28, 2019 (Sydney time), shall be entitled to vote at the Meeting, and any adjournment thereof. Accordingly, only shareholders of record on the Company’s register on such record date are entitled to vote at the Meeting.

A simple majority of votes cast are required to approve all ordinary resolutions to be submitted to a vote of shareholders at the Meeting.

If you cannot attend the Meeting in person, you are encouraged to date, sign and deliver the accompanying proxy and return it in accordance with the instructions set out above under the heading ‘Part One’.

OUTSTANDING VOTING SHARES, VOTING AT MEETINGS AND QUORUM

The capital of the Company consists of an unlimited number of Ordinary Shares and preference and redeemable preference shares. At the date hereof, the Company has 432,991,622 Ordinary Shares outstanding, each of which carries one vote per Ordinary Share. At the date hereof the Company has no preference and redeemable preference shares outstanding. Holders of Ordinary Shares of the Company as of the Record Date shall be entitled to vote their Ordinary Shares personally or by proxy at the Meeting. Unless otherwise required by law, every question coming before the Meeting shall be determined by a majority of votes duly cast on the matter.

Proxies returned by intermediaries as “non-votes” because the intermediary has not received instructions from the beneficial shareholder with respect to the voting of certain shares or, under applicable regulatory rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such intermediary “non-votes” will, however, be counted in determining whether there is a quorum.

Pursuant to the constitution of the Company (the “**Constitution**”), a quorum for the Meeting is two voting members. Each individual present may only be counted once toward the quorum. If a member has appointed more than one proxy or representative, only one of them may be counted toward a quorum.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior officers of the Company, as at the date hereof, no person or company beneficially owns, directly or indirectly, controls or directs Ordinary Shares carrying 10% or more of the voting rights attached to the outstanding Ordinary Shares of the Company, except for the following:

Name of Shareholder	Number of Ordinary Shares	% of Issued Capital
WC Strategic Opportunity LP	66,944,444	15.5

As at the date hereof, the directors and executive officers of the Company as a group, beneficially owned, directly or indirectly, or exercised control or direction over, an aggregate of 42,809,729 Ordinary Shares representing approximately 9.9% of the issued and outstanding Ordinary Shares.

PART TWO

STATEMENT OF EXECUTIVE COMPENSATION

Unless otherwise noted, the following information is for the Company’s last completed financial year which ended March 31, 2019 and, since the Company had one or more subsidiaries during that year, is disclosed on a consolidated basis. The information in the Remuneration Report has been audited pursuant to section 308 (3C) of the Corporations Act (Cth) of Australia (“**Corporations Act**”). All monetary amounts are disclosed in Canadian dollars unless expressly stated otherwise.

In compliance with Section 300A of the Corporation Act and Canadian National Instrument 51-102 – *Continuous Disclosure Obligations*, this Remuneration Report covers Key Management Personnel (“**KPM**”) including Named Executive Officers (“**NEO**”) who were actively employed by the Company as at the end of the fiscal year (March 31, 2019).

KPM is defined as “those persons having authority and responsibility for planning directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise)” of Champion. NEO means each of the following individuals:

- a) The Chief Executive Officer (“**CEO**”) of the Company or each individual who acted in a similar capacity for any part of the most recently completed financial year;
- b) the Chief Financial Officer (“**CFO**”) of the Company or each individual who acted in similar capacity for any part of the most recently completed financial year;
- c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with applicable law at the end of that financial year; and
- d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

The following persons were the KPM of the Company, and the NEOs of the Company where indicated, during the financial year ended March 31, 2019:

Name	Position	Appointment Date	Resignation Date
Michael O’Keeffe (NEO and KPM)	Executive Chairman and CEO ⁽¹⁾	August 13, 2013	-
David Cataford (NEO and KPM)	Chief Operating Officer ⁽²⁾	March 20, 2017	-
Natacha Garoute (NEO and KPM)	CFO	August 13, 2018	-
Miles Nagamatsu (NEO and KPM)	Former CFO	March 31, 2014	August 13, 2018
Beat Frei (NEO and KPM)	Former Senior Vice President Business Development and Finance	-	September 6, 2018
Gary Lawler (KPM)	Director	April 9, 2014	-
Michelle Cormier (KPM)	Director	April 11, 2016	-
Jyothish George (KPM)	Director	October 16, 2017	-
Andrew J. Love (KPM)	Director	April 9, 2014	-
Wayne Wouters (KPM)	Director	November 1, 2016	-

(1) On April 1, 2019, Mr. O’Keeffe stepped down as CEO and remains Executive Chairman of the Board.

(2) On April 1, 2019, Mr. Cataford was appointed CEO, replacing Mr. O’Keeffe.

The term "executives" refers to the Company’s NEOs and the other members of the Company’s senior management team from time to time.

A. Role of Remuneration and Nomination Committee

The role of the Remuneration and Nomination Committee is to advise the Board on remuneration for senior executives and directors. As at March 31, 2019, the Remuneration and Nomination Committee was comprised of Gary Lawler (Chairman), Andrew J. Love and Michelle Cormier, each of whom is an independent director and has direct experience that is relevant to his or her responsibilities in executive compensation as set out below:

Gary Lawler (Chairman) - Mr. Lawler has over 35 years' experience as a practicing corporate lawyer and has been a partner in a number of leading Australian law firms. Mr. Lawler has been a director of, and involved in compensation matters for, numerous companies throughout the years.

Andrew J. Love - Mr. Love is a Chartered Accountant with more than 30 years of experience in corporate recovery and reconstruction in Australia. Mr. Love has been an independent company director of a number of companies over a 25-year period.

Michelle Cormier - Mrs. Cormier is a CPA, CA with over 30 years of experience in senior executive level positions in management including human resources.

The Remuneration and Nomination Committee makes recommendations to the Board on the executive remuneration framework and the remuneration level of executives including all awards under the long-term incentive (“**LTI**”) plan, and the short-term incentive (“**STI**”) award and remuneration levels for directors. The aim is to ensure that remuneration policies align with the long-term objectives of the Company, are fair and competitive and reflective of generally accepted market practices of its peers.

B. Remuneration Philosophy & Approach

The objective of Champion's executive remuneration program and strategy is to attract, retain, and motivate talented executives and provide incentives for executives to create sustainable shareholder value over the long term. To achieve this objective, executive remuneration is designed and based on the following principles:

- ***To align with Champion's business*** - reflect the Company's performance and transition from a mine exploration and development company to an iron ore producing company;
- ***Pay competitively*** - reflect each executive's performance, expertise, responsibilities and length of service to the Company and to set overall target remuneration to ensure it remains competitive;
- ***Pay for performance*** - align with Champion's desire to create a performance culture and create direct tangible relationships between pay and performance;
- ***To align with Shareholder interests*** - align the interests of executives with those of shareholders through the use of awards which increase in value when the Company's share price performance exceeds that of its peers and reduces in value when it trails the performance of its peers; and
- ***Corporate governance*** - continually review and, as appropriate for Champion, adopt executive remuneration practices that align with current market practices.

The Remuneration and Nomination Committee has implemented a compensation regime that is designed to reflect the above objectives. Executive remuneration consists of a combination of salary, annual performance bonus awards or short-term incentives and longer-term equity-based incentives. A foundation principle of the Company's remuneration philosophy is the promotion of a strong “performance culture” within senior management.

In determining the level of annual performance bonus awards, the Remuneration and Nomination Committee takes into account the individual performance of each executive and overall corporate performance against pre-determined performance objectives and metrics. In setting equity-based incentive awards, the Remuneration and Nomination Committee establishes time-based and performance-based vesting criterion. If it is deemed appropriate, the Remuneration and Nomination Committee has the authority to seek advice from outside consultants. For further discussion, please see “*Elements of Executive Remuneration*” discussion below. Based on these assessments and within the context of pay for performance principles, the Remuneration and Nomination Committee makes its recommendation to the Board for approval. These recommendations may reflect factors and considerations other than those indicated by market data or

provided by advisors, including a consideration of prevailing economic conditions – both on a corporate level and on a national and international level – , industry norms for such awards and other elements of a NEOs compensation.

The Remuneration and Nomination Committee and the Board as a whole has discretion to reward above the noted plan parameters when an individual or team has made an exceptional contribution to the performance of the Company.

The Remuneration and Nomination Committee has considered the implications of the risks associated with the Company’s remuneration program by designing an executive remuneration structure in which a significant portion of overall remuneration is subject to the achievement of certain milestones, including: (i) criteria relating to annual performance, in the case of bonus payments, (ii) vesting periods for restricted share units (“**RSUs**”), which vest over three years and (iii) the achievement of performance criteria for performance share units over a period of three years (“**PSUs**”). The Remuneration and Nomination Committee evaluates all executive compensation policies and programs with a view to confirming that the policies and programs do not drive behaviors that would result in inappropriate or excessive risk taking, and that the Company’s compensation policies and practices do not result in identified risks that are likely to have a material effect on the Company. This evaluation process which focuses on five areas: 1) strategic / operational risk; 2) compliance risk; 3) reputational risk; 4) talent risk; and 5) financial / economic risk. Risks are assessed and considered on both an individual element basis and in totality.

KPMs are not permitted to purchase financial instruments, including, for greater certainty, 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 KPM.

C. External Advice

Following the fiscal year 2018 annual and special meeting (the “**2018 Meeting**”), the Board engaged Mercer Canada Limited (“**Mercer**”) to provide an independent, third party analysis of the remuneration levels and practices for the Company’s executive team as well as the remuneration for the Board of Directors. In order to construct market-competitive remuneration arrangements for Champion’s executive team, as well as the Company’s independent directors, Mercer benchmarked Champions remuneration against a group of relevant peer companies at similar stages of development, operating in the same regional geography and of similar size.

The group was comprised of publicly traded companies within the mining industry with operations in North America, all of which are parameters that Champion believes are directly relevant for purposes of benchmarking. The public companies forming this peer group were:

Detour Gold Corporation	Pretium Resources Inc.	New Gold Inc.
SSR Mining Inc.	North American Paladium Ltd.	Premier Gold Mines Limited
TMAC Resources Inc.	Capstone Mining Corp.	Stornoway Diamond Corporation
Wesdome Gold Mines Ltd.	Great Panther Silver Limited	Imperial Metals Corporation
Copper Mountain Mining Corporation		

Mercer received a compensation of \$119,434 before sales taxes for the advisory services (executive compensation-related fees) rendered in connection with establishing their recommendation on the remuneration program for NEOs and directors for the financial year ended March 31, 2019 and did not receive any compensation for the fiscal year ended March 31, 2018.

D. Elements of Executive Remuneration

As is the prevailing practice in the mineral exploration and mining industry, remuneration of the NEOs is comprised of four components:

- a) base salary (Fixed);
- b) STI in the form of annual bonus awards (At-Risk);
- c) LTI in the form of equity-based compensation (At-Risk); and
- d) personal benefits and perquisites (Fixed).

The Remuneration and Nomination Committee determined the following elements to be key to executive compensation for the fiscal year 2019.

2019 Executive Performance Metrics and Incentives:

Overall Company Objective:	<ul style="list-style-type: none"> To achieve operational performance and continue its organic growth and maximize shareholder value.
Key Deliverables:	<p>The executive team needed to:</p> <ul style="list-style-type: none"> deliver operational performance while being a low-cost producer and ensuring strict adherence to its health, safety and environmental policies; and pursue the Company’s organic growth, including the increase in ownership in the Bloom Lake Mine, its flagship asset.
Short-term Incentives: (Annual Bonus)	<ul style="list-style-type: none"> The target bonus was set as a percentage of each NEO’s base salary. The actual bonus was dependent on performance against agreed baseline benchmarking. Individual benchmarks were agreed upon with each employee to reflect key areas of their focus / responsibility.
Long-term Incentives: (RSUs)	<ul style="list-style-type: none"> The Company utilized time vesting RSU grants to incentivize and retain the executive team.
Long-term Incentives: (PSUs)	<ul style="list-style-type: none"> The Company utilized PSU grants, based in part on performance against a set of peer companies.

i) Base Salary

The base salary for each NEO is reviewed annually by the Remuneration and Nomination Committee, with recommendations made to the Board for final approval. The base salary for each NEO is based on relevant marketplace information, experience, past performance and level of responsibility. For a fully-qualified incumbent in a given position, Champion generally targets salary at around the median of the peer group. The Company may pay above or below this target to reflect each incumbent’s relative experience or performance versus the market, or to reflect competitive market pressures for a given skill set.

2019 Base Salary

The NEO’s base salaries are intended to be competitive with those paid in the iron ore mining industry and align with the Company’s performance. The 2019 base salary reflects the adjustments required to the NEO base salary to reflect Champion transitioning from a development stage company to an iron ore producer.

The 2019 salary for each NEO is set out in a table under the heading “2019 Remuneration Awards for the Named Executive Officers”.

ii) Short-term Incentives (Annual Bonus)

Target bonus levels (as a percentage of salary) are established to achieve total cash compensation (salary + bonus) at or below the median of the market when performance is at target levels. In determining annual bonus awards, Champion aims to achieve certain strategic objectives and milestones. An annual target performance bonus award is set for each NEO. The actual performance bonus paid in any year will be based on the performance of the NEO against pre-determined Key Performance Indicators (“KPIs”). KPIs will vary for each NEO and each of the KPI will reflect key deliverables for a particular year.

2019 Bonus Awards

For 2019, the Board set a target bonus for each NEO as follows, based on Mercer’s recommendation:

NEO	Target Bonus (% salary)
Michael O’Keeffe	100%
David Cataford	100%
Natacha Garoute	60%

For the fiscal year ended March 31, 2019, the following financial and operating KPIs were established and evaluated:

- 50% of total bonus - Financial performance objectives (“FPO”) set against the fiscal year ended March 31, 2019 budget:
 - EBITDA¹
 - Free cash flow (“FCF”)²
- 25% of total bonus: based on meeting the production volume from restart to end of fiscal year ending March 31, 2019 of 7,357,000 dmt at a total cash cost per ounce sold of \$49.79/dmt; and
- 25% of total bonus: based of overall performance imperatives which included transitioning successfully from a development stage company to an iron ore producer while meeting health, safety and community targets including ensuring appropriate systems are in place, no fatalities and minimal time lost due to injuries (below 2017 APSM) as well as no harmful event to the environment.

The Board also determined that that the Company’s FPO needed to be at least equal to 90% of the base amounts for any amount of the 2019 Bonus award to be paid in respect of these KPIs.

The Board also determined that if the Company’s FPOs were to exceed 125% of the base amounts, the target bonus for Ms. Garoute would be increased from 60% to 75%. The Company’s FPOs exceeded the base amount by more than 125%.

The following table sets out the tabulations for 2019 NEO bonus awards.

NEO	Target Bonus (% salary)	Weighted Score	Actual Bonus (% salary)	Annual Bonus
Michael O’Keeffe	100%	100%	100%	\$550,000
David Cataford	100%	100%	100%	\$500,000
Natacha Garoute	60%	125%	75%	\$281,250

In addition to the bonus awarded for the fiscal year ended March 31, 2019, the Board of Directors approved a one time special cash bonus of \$1,262,500 for Mr. O’Keeffe as a recognition of salary foregone by Mr. O’Keeffe during the formative years of the Company from 2014 to 2018, as it evolved from an exploration company to an iron ore producer.

¹ EBITDA is intended to provide additional information to investors and does not have any standardized definition under IFRS. The measure is calculated based on the cash generating subsidiary’s net income to which income tax expenses, net finance costs and depreciation expenses are added. It excludes non-cash working capital and is not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Other companies may calculate EBITDA differently.

² FCF does not have any standardized definition under IFRS. For the fiscal year ended March 31, 2019, the measure was calculated based on the cash generating subsidiary’s operating cash flow before working capital adjustment. Other companies may calculate FCF differently.

iii) Long-term incentive - Equity-based Incentives

Equity-based incentives are a particularly important component of compensation in the mining industry, and are a critical component of the Company's remuneration philosophy. These plans are designed to align the interests of the NEOs and other participating employees with the interests of shareholders by linking a component of compensation to the long-term performance of the ordinary shares of the Company (the "Shares"). Awards under these arrangements for the NEOs are structured to create total direct compensation (i.e., the combination of salary + bonus + equity-based incentives) with at or above median market positioning, or higher, when performance warrants.

2018 Omnibus Plan

The Company adopted an incentive plan following Shareholder approval at the annual general meeting held on October 21, 2013 (the "**Previous Plan**"). The Previous Plan was amended in order to meet Canadian regulatory requirements in 2014 and Shareholders again approved the Previous Plan at the 2014 annual general meeting held on August 29, 2014 and the annual and special meeting held on August 18, 2017. At the meeting held on August 17, 2018 (the "**2018 Meeting**"), the Company adopted a new omnibus incentive plan (the "**New Plan**") following shareholder approval.

The New Plan provides more flexibility to the Company to grant, in addition to stock options, deferred share units ("**DSUs**"), PSUs, RSUs, and other forms of equity-based incentive awards. Following the approval of the New Plan by the Shareholders at the 2018 Meeting, all grants of equity-based awards are made pursuant to, or as otherwise permitted by, the New Plan. The Previous Plan remains in effect only in respect of outstanding awards issued pursuant to that plan.

The Company implemented the New Plan to replace the Previous Plan following an overall review of the Company's remuneration structures, including its short term and long term executive incentivization arrangements.

A summary of the material terms of the New Plan is set out in Schedule "C" to this Circular and a summary of the material terms of the Previous Plan is set out in Schedule "D" to this Circular.

The purpose of the New Plan is to provide eligible persons with an opportunity to share in the growth in value of the Company and to encourage them to improve the longer-term performance of the Company and its returns to shareholders. It is intended that the New Plan will assist the Company in attracting and retaining skilled and experienced employees and provide them with greater incentive to have a greater involvement with, and to focus on the longer term goals of the Company.

Stock Options

At the discretion of the Board, options may be granted under the New Plan to NEOs taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive market factors. The Board has the ability establish the expiry date for each stock option, provided that in no event will the expiry date be later than the date which is ten years following the grant date. Typically, stock options granted by the Board vest one third (1/3) on each of the grant date and the 12 and 24-month anniversaries of the grant date and are issued with a three-year term before expiring.

2019 Option Grants

A breakdown of the 2019 option grant for each NEO is shown in a table under the heading "*2019 Remuneration Awards for the Named Executive Officers*".

The following table provides the annual burn rate associated with the Previous Plan and the New Plan for each of the Company's three most recent fiscal years:

Equity Compensation Plan	Fiscal year	Number of securities granted under the plan ⁽¹⁾	Weighted average number of securities outstanding ⁽²⁾	Annual burn rate ⁽³⁾
New and Previous Plans ⁽⁴⁾	Ended March 31, 2019	2,051,946	420,677,000	0.49%
Previous Plan	Ended March 31, 2018	5,000,000	398,125,332	1.26%
Previous Plan	Ended March 31, 2017	8,000,000	380,212,024	2.10%

Notes:

- (1) Corresponds to the number of dilutive securities granted under the Previous Plan or the New Plan in the applicable fiscal year.
- (2) The weighted average number of securities outstanding during the period corresponds to the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor.
- (3) The annual burn rate percent corresponds to the number of dilutive securities granted under the New Plan or the Previous Plan divided by the weighted average number of securities outstanding.
- (4) The New Plan came into effect on August 17, 2018.

Type of Awards under the New Plan

The following types of awards may be made under the New Plan: stock options, RSUs, PSUs, DSUs, or other share-based awards (collectively, the “**Awards**”). All of the Awards described below are subject to the conditions, limitations, restrictions, exercise price, vesting and forfeiture provisions determined by the Board in its sole discretion, and subject to such limitations provided in the New Plan, and will be evidenced by an award agreement. In addition, subject to the limitations provided in the New Plan and in accordance with applicable law, the Board may accelerate or defer the vesting or payment of Awards, cancel or modify outstanding Awards, and waive any condition imposed with respect to Awards or Shares issued pursuant to Awards.

Stock Options

A stock option is a right to purchase Shares upon the payment of a specified exercise price as determined by the Board at the time the stock option is granted. The exercise price shall not be less than the “Market Price” of an Share at the time the option is issued, determined as the volume weighted average price per Shares sold on the ASX if the Eligible Person is resident in Australia and otherwise the volume weighted average trading price of the Shares on the Toronto Stock Exchange (“**TSX**”), calculated by dividing the total value by the total volume of securities traded during the period of 5 trading days immediately prior to the date of issue.

Stock options may be subject to vesting conditions as determined by the Board. The Board will establish the expiry date for each stock option, provided that in no event will the expiry date be later than the date which is ten years following the grant date.

The exercise notice of such option must be accompanied by payment in full of the purchase price for the Shares underlying the options to be acquired. No Shares will be issued upon the exercise of stock options in accordance with the terms of the grant until full payment therefor has been received by the Company. The New Plan provides for a cashless exercise option.

Restricted Share Units (RSUs)

A RSU is a unit equivalent in value to a Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Shares or cash based on the price of the Shares at some future date.

A RSU will be subject to time based vesting conditions, timing of settlement and other terms and conditions, not inconsistent with the provisions of the New Plan, as the Board shall determine; provided that no RSU granted shall vest and be payable after December 31st of the third calendar year following the year of service for which the RSU was granted.

Performance Share Units (PSUs)

A PSU is a unit equivalent in value to a Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Shares or cash based on the price of the Shares based on the achievement of performance goals established by the Board over a period of time.

The Board shall have the authority to determine any vesting and settlement terms applicable to the grant of PSUs, provided that no PSU granted shall vest and be payable after December 31st of the third calendar year following the year of service for which the PSU was granted. It is currently intended that PSUs granted under the New Plan will be subject to performance based vesting conditions as the Board shall determine from time to time designed to align the participant with the Company’s corporate objectives. The Board may modify the performance based vesting conditions to any PSU as necessary to align them with the Company’s corporate objectives if there are subsequent changes in the Company’s business, operations or capital or corporate structure.

All vesting conditions shall be such that the PSUs will comply with the exception to the definition of “salary deferral arrangement” contained in paragraph (k) of subsection 248(1) of the *Income Tax Act* (Canada) or any successor provision thereto.

Deferred Share Units (DSUs)

A DSU is a unit equivalent in value to a Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Shares or cash based on the price of the Shares on a future date, provided that in no event shall a DSU be settled prior to the applicable participant’s date of termination of service to the Company. If DSUs are settled in Shares, the rules of the New Plan require that the Shares be purchased on-market.

DSUs will only be issued to directors of the Company or any of its affiliates who are not employees (the “**Directors**”). Subject to certain limitations, any Director may, on an annual basis, elect to receive DSUs in lieu of such Director’s annual fees or in lieu of a portion of such Director’s annual fees by giving written notice of such election to the Board.

Other Share-Based Awards

The Board may grant to an Eligible Person, subject to the terms of the New Plan, such awards, other than those described above, that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Ordinary Shares (including, without limitation, securities convertible into Shares), as are deemed by the Board to be consistent with the purpose of the New Plan.

The Board deems equity awards as a valuable retention and incentive mechanism for senior management at this critical stage of the Company’s development.

2019 RSU and PSU (“2019 LTIP”) Grant

During the fiscal year ended March 31, 2019, the Board did not grant RSUs and PSUs to NEOs for long term incentive as respect to KPI for the year. The issuance for the fiscal year ended March 31, 2019, was granted on April 30, 2019 once the preliminary internal financial results of the Company were available. As for the short-term incentive, a target bonus percentage approach for long-term incentive was adopted with the following percentages based on Mercer’s recommendations:

NEO	Target Bonus (% salary)	Annual Equity Awards	RSU	PSU
Michael O’Keeffe	125%	321,262	128,505	192,757
David Cataford	100%	233,645	93,458	140,187
Natacha Garoute	100%	175,233	70,093	105,140

The 2019 LTIP grant consisted of the following components:

- RSU Grant (40% of LTIP): vesting equally over a 3-year period and subject to no performance hurdles; and
- PSU Grant (60% of LTIP): measured against certain performance conditions over the 3 years following the date of grant and which vest at the end of that 3-year period subject to the key performance measures having been met.

The board has established the following Key Performance Measures for the PSUs.

- 40% of the grant based on the performance of the Company’s share price (or Total Shareholder Return (“TSR”)) relative to a peer group, between the date of grant and March 31, 2022. The entire (100%) of the TSR portion of the PSUs granted will vest if the Company’s TSR exceeds the 75% percentile of the peer group and 50% of the TSR portion of the PSUs granted will vest if the Company’s TSR is at the 50% percentile of the peer group. Proportional vesting will occur between the 50% and 75% percentiles. No vesting will occur if Champion’s TSR is less than the 50% percentile of the peer group.
- 40% of the grant based on cash flow return on capital employed compared to internal targets set by the company and measured over a 3-year period by dividing EBITDA by the Company’s equity (including options and warrants) plus long-term debt for the year in question. If the ratio equals or exceeds the corresponding ratio based on the Company’s budget for the year in question, 100% of that portion of the PSUs grant will vest. If the ratio is less than the ratio based on the Company’s budget for the year in question a reduced percentage of this portion of the PSUs grant will vest. No vesting will occur if the ratio is less than 75% of the ratio based on the Company’s budget for the year in question.
- 20% of the grant based on the implementation of the group’s strategic initiatives measured over a 3-year period.

The value of the LTI plan and related grants are reported in a table below under the heading “*Summary Remuneration Table*”, irrespective of whether the performance criteria for vesting had been achieved during such period. The portion of any such LTI awards that vests during any year is shown in a second table below (see “*Incentive Plan Awards – Value Vested or Earned During the Year*”).

iv) Retirement plan contributions and personal benefits

Champion adopted two different pension plans for its employees, including the NEOs effective as of April 1, 2017 as well as a non-registered savings plan. The employees of Québec Iron Ore Inc. are eligible to participate in a defined contribution pension plan while the employees of Champion Iron Mines Limited are eligible to participate in a simplified retirement and savings plans. Personal group health and life insurance benefits provided to the NEOs are available to all permanent full-time employees of the Company. At the discretion of the Board and based on market-prevalent practices, other perquisites may be provided to NEOs in relation to the specific office held by each NEO.

Eligibility	upon start of employment for all employees
Participation	Full-time employees: compulsory
Contributions	Employee 3% of salary Additional contributions permitted Employer: 6% of salary and additional employee’s contributions matched from 100% to 200% based on age plus years of service.
Maximum Contributions	18% of salary, up to a maximum of \$26,500 in 2018 within the pension fund or retirement and saving plan, excessed in non-registered savings plan
Vesting	Immediate
Locking-in	Yes, except for employee voluntary contributions
Transfers from other plans	Permitted

The following table lays out, for each NEO, the accumulated value at start of fiscal year, the compensatory value and the accumulated value at the end of the fiscal year ended March 31, 2019.

Name	Accumulated Value at Start of Year	Employer’s contribution	Employee’s contribution	Accumulated Value At Year End
Michael O’Keeffe	45,000	33,000	16,500	94,500
David Cataford	60,000	48,750	31,200	139,950
Natacha Garoute	-	22,969	13,125	36,094

2019 Remuneration Awards received by the Named Executive Officers

Annual base salary, bonus, PSU grants, RSU grants and options granted during the year and for the 2019 KPI were as follows. The PSU and RSU grants with respect to the fiscal year ended March 31, 2019, were granted on April 30, 2019.

Name	Annual Base Salary (\$)	Bonus (\$)	Total Option Grant (#)	Total RSU Grant (#)	Total PSU Grant (#)
Michael O’Keeffe ⁽¹⁾ CEO	550,000	550,000	751,900	128,504	192,757
David Cataford ⁽³⁾ COO	500,000	500,000	500,000	93,457	140,186
Natacha Garoute ⁽²⁾ CFO	375,000	281,250	375,434	232,217	105,140
Miles Nagamatsu ⁽²⁾ CFO	63,000	-	-	-	-
Beat Frei ⁽⁴⁾ Senior Vice President Business Development and Finance	226,042	-	-	-	-

(1) 751,900 share rights were approved by shareholders at the annual and special meeting in August 2018 for Mr. O’Keeffe.

(2) Mrs. Garoute was appointed CFO of the Company on August 13, 2018 on the date of Mr. Nagamatsu’s resignation. In respect of her appointment, Ms. Garoute was granted 375,434 stock options and 162,124 RSUs. The 162,124 RSUs were granted on April 15, 2019, while 200,932 stock options were granted on September 14, 2018 and 174,502 on April 15, 2019. The remaining RSU’s totaling 70,093 and PSU’s were granted in relation to the fiscal year end KPI.

(3) Mr. Cataford was granted 500,000 options in June 2018 with respect to the fiscal year end 2018 KPI.

(4) Mr. Frei ceased to be Senior Vice President Business Development and Finance on September 6, 2018. According to the Previous Plan, the 500,000 options granted during the fiscal year ended March 31, 2019 were cancelled 6 months after his departure. He did not receive any bonus for the fiscal year ended March 31, 2019 nor LTI in the form of equity awards.

In addition to the bonus awarded for the fiscal year ended March 31, 2019, the Board of Directors approved a one-time special cash bonus of \$1,262,500 for Mr. O’Keeffe as a recognition of salary foregone by Mr. O’Keeffe during the formative years of the Company from 2014 to 2018 as it evolved from an exploration company to an iron ore producer.

Further information pertaining to the NEOs Remuneration for the past three fiscal years is found in the section, “*Tabular Remuneration Disclosure for the Named Executive Officers - Summary Remuneration Table*”, below.

Tabular Remuneration Disclosure for the Named Executive Officers

Summary Remuneration Table

The following table discloses a summary of remuneration earned by each of Champion’s NEOs for each of the three most recently completed financial years ended March 31, 2017, March 31, 2018 and March 31, 2019. As the long-term incentive equity award related for the fiscal year ended March 31, 2019 were granted on April 30, 2019, the value of these long-term incentives is not included in the following table.

Further information pertaining to the NEOs LTI Remuneration for the fiscal year 2019 is presented in the section, “*2019 Remuneration Awards for the Named Executive Officers*”, above.

Name and Principal Position	Year	Salary (\$)	Share-based Awards ⁽¹⁾ (\$)	Option-based Awards ⁽²⁾ (\$)	Non-Equity incentive plan compensation		Pension Value (\$)	All Other Remuneration (\$)	Total (\$)	% At risk
					Annual incentive plans (\$)	Long-term incentive plans (\$)				
Michael O'Keefe CEO	2019	550,000	1,000,027	Nil	550,000	Nil	33,000	1,288,293 ⁽³⁾⁽ⁱ⁾	3,421,320	83%
	2018	500,000	Nil	1,123,922	Nil	Nil	Nil	29,125 ⁽³⁾⁽ⁱⁱ⁾	1,653,047	70%
	2017	252,804	Nil	514,584	Nil	Nil	Nil	69,661 ⁽³⁾⁽ⁱⁱⁱ⁾	837,049	70%
David Cataford COO	2019	500,000	Nil	350,000 ⁽⁶⁾	500,000	Nil	48,750	12,557	1,411,307	61%
	2018	400,000	Nil	437,500	Nil	Nil	Nil	1,671,221 ⁽⁶⁾⁽ⁱⁱ⁾	2,508,721	84%
	2017	253,333	Nil	280,000	Nil	Nil	Nil	88,033 ⁽⁶⁾⁽ⁱⁱ⁾	621,366	59%
Natacha Garoute CFO	2019	234,275 ⁽⁴⁾	Nil	114,531 ⁽⁴⁾⁽ⁱ⁾	281,250	Nil	22,969	78,814 ⁽⁴⁾⁽ⁱⁱ⁾	731,839	54%
Miles Nagamatsu CFO	2019	63,000 ⁽⁵⁾	Nil	Nil	Nil	Nil	Nil	Nil	63,000	0%
	2018	126,000	Nil	Nil	Nil	Nil	Nil	7,416 ⁽⁵⁾⁽ⁱ⁾	133,416	0%
	2017	124,500	Nil	Nil	Nil	Nil	Nil	97,410 ⁽⁵⁾⁽ⁱⁱ⁾	221,910	0%
Beat Frei ⁽⁷⁾ Senior VP Business Development and Finance	2019	226,042	Nil	Nil	Nil	Nil	Nil	598,174 ⁽⁷⁾⁽ⁱⁱ⁾	824,216	73%
	2018	350,000	Nil	879,722 ⁽⁷⁾⁽ⁱ⁾	Nil	Nil	Nil	3,065,998 ⁽⁷⁾⁽ⁱⁱⁱ⁾	4,295,720	92%
	2017	240,000	Nil	366,668	Nil	Nil	Nil	165,856 ^{(7)(iv)}	772,524	69%

Notes:

- (1) Share based awards consists of RSUs, PSUs, which are subject to vesting criteria, as well as Share rights. RSUs and PSUs related to the fiscal year ended March 31, 2019 performance were granted on April 30, 2019. The Share-based awards value is based on the fair market value of the stock price at the time of the grant.
- (2) Option-based awards represent the fair value of stock options granted or recognized in the year under the Company's New Plan or Previous Plan. Grant date fair value calculations for option are based on the Black-Scholes Option Price Model which used the following assumptions determined on the date of grant:
- | Fiscal Year end | Grant Date | Risk Free Interest rate | Expected Average Life | Expected Volatility | Exercise price | Fair Value |
|-----------------|---------------|-------------------------|-----------------------|---------------------|----------------|------------|
| 2019 | Sep. 14, 2018 | 2.23% | 3 years | 68% | \$1.24 | \$0.57 |
| 2019 | June 24, 2018 | 2.50% | 3 years | 80% | \$1.33 | \$0.70 |
| 2018 | May 25, 2017 | 2.50% | 3 years | 80% | AS\$1.00 | \$0.44 |
| 2017 | Apr 11, 2016 | 2.50% | 4 years | 80% | AS\$0.20 | \$0.14 |
- (3) (i) Of this amount, \$1,262,500 represents a special bonus awarded to Mr. O'Keefe for recognition of salary foregone during the formative years of the Company as the Company moved from an exploration company to a company in production. (ii) Includes non-monetary compensation in the amount of \$26,388 and \$2,797 paid to a superannuation on behalf of the NEO. (iii) Includes non-monetary compensation in the amount of \$52,020 and \$17,641 paid to a superannuation on behalf of the NEO.
- (4) Mrs. Garoute was appointed CFO of Champion on August 13, 2018 and did not earn any remuneration from Champion prior to such date. (i) Upon joining the Company, Mrs. Garoute was awarded stock options with a value of \$250,000 and 200,932 stock options were granted on September 14, 2018 for a value of \$114,531. On April 15, 2019, Mrs. Garoute was granted 174,502 stock options and 151,863 RSUs. (ii) Includes a signing bonus of \$75,000.
- (5) Mr. Nagamatsu resigned as the CFO of the Company on August 13, 2018. (i) Includes on-monetary compensation. (ii) Includes \$90,000 in termination payments to a company controlled by the NEO, and \$7,410 in non-monetary compensation.
- (6) The option-based awards for Mr. Cataford represent the fair value of the 500,000 stock options granted in June 2018 with respect to the fiscal year ended March 31, 2018. The other remuneration earned by Mr. Cataford included (i) the payment of a \$1,660,000 bonus, \$11,221 in non-monetary compensation. (ii) Includes the payment of a \$75,000 bonus, \$13,033 in non-monetary compensation.
- (7) Mr. Frei ceased being the VP business development and finance on September 6, 2019. All amounts have been or will be paid to a company controlled by Mr. Frei. (i) Option-based awards represent the fair value of the 500,000 stock options granted in June 2018 with respect to the fiscal year ended March 31, 2018. (ii) Includes termination fees totaling \$570,000 as well as non-monetary compensation totaling \$28,174. (iii) Includes the payment of a \$3,000,000 bonus and \$65,998 in non-monetary compensation. (iv) Includes the payment of a \$100,000 bonus and \$65,856 in non-monetary compensation.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the outstanding option-based and share-based awards for NEOs as at March 31, 2019, the end of the Company's most recently completed financial year.

Name	Option-based Awards				Share-based Awards ⁽²⁾		
	Number of securities underlying unexercised options (#) ⁽¹⁾	Option exercise price (\$)	Option expiration date (M/D/Y)	Value of unexercised in-the-money options (\$) ⁽¹⁾	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 (\$)
Michael O’Keeffe CEO	3,000,000	0.20	April 11, 2020	5,280,000	Nil	Nil	Nil
David Cataford COO	2,000,000 500,000 500,000	0.20 1.00 1.33	Apr. 11, 2020 May 25, 2020 June 24, 2021	3,520,000 480,000 315,000	Nil	Nil	Nil
Natacha Garoute ⁽³⁾ CFO	200,932	1.24	Sept. 14, 2021	144,471	Nil	Nil	Nil
Miles Nagamatsu ⁽³⁾ CFO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Beat Frei ⁽⁴⁾ Senior Vice President Business Development and Finance	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) The value of unexercised in-the-money options noted above is based on the difference between the closing market price of the Company’s Ordinary Shares on the TSX of \$1.96 on March 31, 2019, and the exercise price of the option.
- (2) Share-based awards consist of RSUs and PSUs and are settled in Shares or cash in accordance with the Company’s New Plan. RSUs vest over a specific period of time while PSUs vest upon meeting predetermined performance criteria. For more information regarding RSU and PSU vesting please see Incentive Plan Awards. The market or payout value is based on the TSX market closing price of the Shares on March 31, 2019, being \$1.96.
- (3) Mrs. Garoute was appointed CFO of the Company on August 13, 2018 on the date of Mr. Nagamatsu’s resignation.
- (4) Mr. Frei ceased to be VP Business Development and Finance on September 6, 2019. The 500,000 stock options granted on June 24, 2018 were not vested and were cancelled on October 6, 2019 in compliance with the New Plan. As the stock options were cancelled, there are no stock options outstanding as of March 31, 2019 for Mr. Frei.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table discloses incentive plan awards, including annual incentive bonuses and contracted milestone bonuses, vested or awarded during the financial year ended March 31, 2019 (all dollar amounts in Canadian dollars):

Name	Value vested during the year (\$)		Value earned during the year (\$)
	Option-based awards	Share-based awards	Non-equity incentive plan remuneration
Michael O’Keeffe	330,000	1,000,027	550,000
David Cataford	-	-	500,000
Natacha Garoute	48,224	-	281,250
Miles Nagamatsu	-	-	-
Beat Frei	-	-	-

Note: Option-based awards value vested during the year is the difference between the market price of the underlying securities at exercise and the exercise price of the options under the option-based award on the vesting date. Share-based award value vested during the year is calculated using the Company’s share price on the vesting date. Share-based awards consisted of share rights.

The following table provides information about the number of options or share rights exercised, underlying shares sold and value realized by each NEO during the financial year ended March 31, 2019 based on the stock price at the time of exercise:

Name	Option-based awards and share rights exercised during the year (#)	Underlying shares sold (#)	Aggregate value realized (\$)
Michael O’Keeffe	2,751,900	-	-
David Cataford	-	-	-
Natacha Garoute	-	-	-
Beat Frei	1,250,000	-	-

Agreements with Named Executive Officers (NEOs)

The Company has written consulting services contracts with its NEOs. Some of the contracts provide for the payment and provision of other benefits triggered by a termination without cause as described below. None of the contracts provide for the payment and provision of other benefits triggered as a result of a change of control.

Michael O’Keeffe – Chairman and Chief Executive Officer (as at March 31, 2019)

Mr. O’Keeffe was appointed CEO on October 3 2014. On August 13, 2015, Mr. O’Keeffe and Champion entered into an employment agreement under which Mr. O’Keeffe is entitled to participate in all elements in the executive remuneration program as well as any group insurance or health benefit plans the Company establishes. Mr. O’Keeffe does not receive any additional remuneration for his services as a director. On April 1, 2019, Mr. O’Keeffe stepped down as CEO and remains Executive Chairman of the Board.

Mr. O’Keeffe’s employment agreement includes termination remuneration and benefit scenarios. Under the terms of Mr. O’Keeffe’s employment agreement no compensation other than compensation earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death.

The Company may terminate the employment agreement at any time without cause by providing 12 months’ notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 12-month notice period. The amount of severance pay payable if the Company terminates the employment agreement under this scenario would be an amount equal to the total of the then current 12 month base salary. If Mr. O’Keeffe resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did, in fact, exist at the time of Mr. O’Keeffe’s resignation, the Company will be required to pay severance equal to that which would have been payable had Mr. O’Keeffe been terminated without cause above.

Natacha Garoute - Chief Financial Officer

Mrs. Garoute was appointed Chief Financial Officer of the Company on August 13, 2018. On August 13, 2018, Mrs. Garoute and Champion entered into an employment agreement under which Mrs. Garoute is entitled to participate in all elements in the executive remuneration program as well as any group insurance or health benefit plans the Company establishes.

Mrs. Garoute’s employment agreement includes termination remuneration and benefit scenarios. Under the terms of Mrs. Garoute’s employment agreement, no compensation other than compensation earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death.

The Company may terminate the employment agreement at any time without cause by providing 60 days’ notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 60 days’ notice period. The amount of severance pay payable if the Company terminates the employment agreement under this scenario would be an amount equal to the total of the then current 12-month base salary. If Mrs. Garoute resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did in fact exist at the time of Mrs. Garoute’s

resignation, the Company will be required to pay severance equal to that which would have been payable had Mrs. Garoute been terminated without cause above.

David Cataford – Chief Operating Officer (as at March 31, 2019)

Mr. Cataford was appointed Chief Operating Officer of the Company on March 20, 2017, having previously held the position of Vice President, Engineering since October 15, 2014. Mr. Cataford and Champion entered into an employment agreement under which Mr. Cataford is entitled to participate in all elements in the executive remuneration program as well as any group insurance or health benefit plans the Company establishes.

Mr. Cataford’s Employment Agreement includes termination remuneration and benefit scenarios. Under the terms of Mr. Cataford’s employment agreement no remuneration other than remuneration earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause, voluntarily terminated or terminated due to death.

The Company may terminate the employment agreement at any time without cause by providing 60 days’ notice, pay in lieu of notice or a combination of notice or pay in lieu thereof which covers the 60 days’ notice period. The amount of severance pay payable if the Company terminates the employment agreement under this scenario would be an amount equal to the total of the then current 12 month base salary. If Mr. Cataford resigns due to an event that constitutes constructive dismissal under common law and constructive dismissal did, in fact exist at the time of Mr. Cataford’s resignation the Company will be required to pay severance equal to that which would have been payable had Mr. Cataford been terminated without cause above.

Former CFO

Mr. Nagamatsu resigned on August 13, 2018. Under the Service Agreement between Marlborough Management Limited, a company controlled by Mr. Nagamatsu, and the Company, annual consulting fees of \$126,000 were payable. The service agreement could be terminated at anytime and no termination benefits were payable.

Former VP Business Development and Finance

Mr. Frei ceased to be VP Business Development and Finance on September 6, 2018. He received a termination payment totalling \$570,000.

The following table sets forth the estimated incremental payments that would have been required to have been made to each remaining NEO, assuming a triggering event (change of control or termination without cause) took place on March 31, 2019.

Name and principal position	Estimated Cash Payout on Termination		Estimated Value Vested Option Awards on Termination without Cause ⁽¹⁾⁽²⁾
	Without Cause (\$)	Change of Control ⁽¹⁾ (\$)	
Michael O’Keeffe, CEO and Executive Chairman	550,000	Nil	5,280,000
David Cataford COO	500,000	Nil	4,315,000
Natacha Garoute CFO	375,000	Nil	48,224

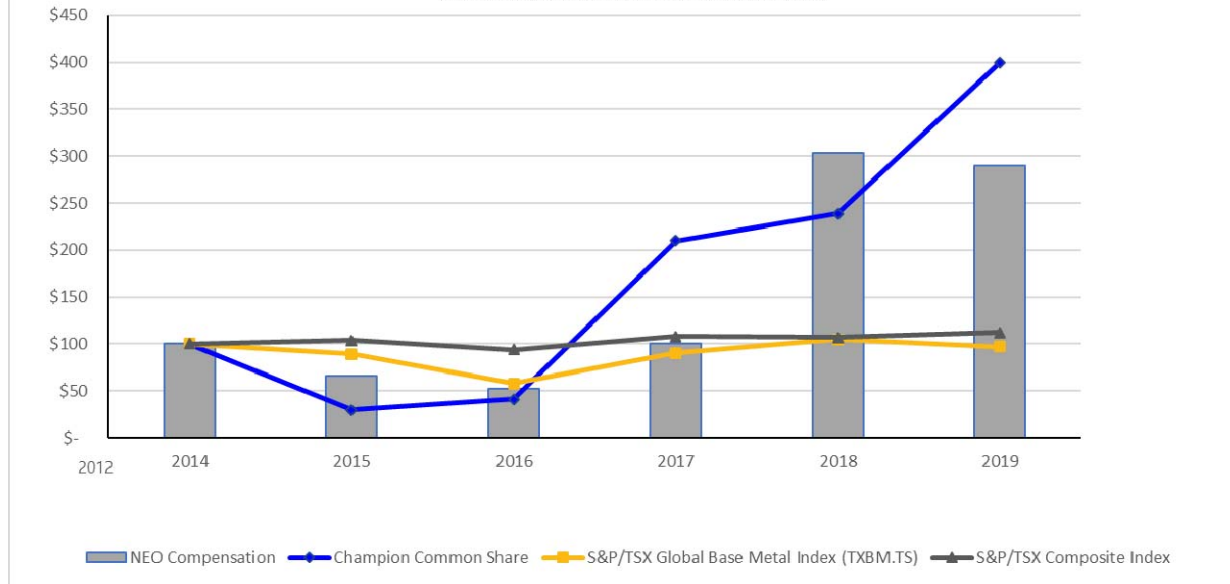
(1) The NEOs contracts do not provide for the payment and provision of other benefits triggered as a result of a change of control.
(2) This amount is based on the difference between the closing market price of the Company’s Ordinary Shares on the TSX of \$1.96 per share on March 31, 2019, and the exercise price of all “in-the-money” options.

Performance graph

The following graph and table is a reporting requirement under Canadian securities laws, and compares the Company’s five-year cumulative total shareholder return had \$100 been invested in the Company on the first day of the five-year period at the closing price of the Ordinary Shares on that date being April 1, 2014, with the cumulative total return of the S&P/TSX Composite Index and the S&P/TSX Global Mining Index over the five most recently completed fiscal years ended on March 31. The Ordinary Shares of the Company have been listed and posted for trading under the trading symbol “CIA” on the ASX since April 3, 2014 and on the TSX since March 31, 2014.

Performance Graph - 2014 to 2019

(CIA vs S&P/TSX Composite Index and TSX Global Base Metal Index)



	2014	2015	2016	2017	2018	2019
Champion Common Share	\$ 100	\$ 30	\$ 41	\$ 210	\$ 239	\$ 400
Champion Iron Ltd (ASX)	\$ 100	\$ 23	\$ 36	\$ 182	\$ 210	\$ 386
S&P/TSX Global Base Metal Index (TXBM.TS)	\$ 100	\$ 89	\$ 58	\$ 90	\$ 105	\$ 97
S&P/TSX Composite Index	\$ 100	\$ 104	\$ 94	\$ 108	\$ 107	\$ 112
NEO Compensation	\$ 100	\$ 66	\$ 52	\$ 100	\$ 303	\$ 290
Champion Common Share	\$ 0.49	\$ 0.15	\$ 0.20	\$ 1.03	\$ 1.17	\$ 1.96
Champion Iron Ltd (ASX)	\$ 0.56	\$ 0.13	\$ 0.20	\$ 1.02	\$ 1.18	\$ 2.16
S&P/TSX Global Base Metal Index (TXBM.TS)	\$ 122.22	\$ 108.71	\$ 70.30	\$ 110.17	\$ 127.81	\$ 118.77
S&P/TSX Composite Index	\$ 14,381	\$ 14,902	\$ 13,494	\$ 15,548	\$ 15,367	\$ 16,102
NEO Total Compensation C\$	\$ 2,828,923	\$ 1,868,940	\$ 1,467,439	\$ 2,838,145	\$ 8,585,370	\$ 8,201,899

Notes:

- Sourced from Bloomberg. Cumulative Total Shareholder Return assuming dividend reinvestment
- Assuming an investment of \$100 on April 1, 2014 with a Champion share price of \$0.49, the TSX S&P Composite index at \$14,381 and the S&P/TSX Global Base Metal index at \$122.22 with all dividends reinvested.

From April 1, 2014 to March 31, 2019, the share price of the Company increased by 300% compared to an increase of 12% and a decrease of 3% in the S&P/TSX Composite and in the S&P/TSX Global base Metal Index, respectively, during the corresponding five-year period. During the same period, the aggregate remuneration of all individuals acting as NEOs increased by 170%, from a base of \$2,828,923 in 2014 to \$6,451,755 in 2019.

This increase in aggregate remuneration for all NEOs over the five-year period can be attributed to several factors, including the ongoing growth in the size and complexity of the business along with the development of the Company as it transitioned from development to production.

Accordingly, the Company's share price has significantly outperformed its peers over since April 1, 2014, while also outpacing the growth in NEO remuneration. The Board is of the view that this has been driven primarily by management's advancement of the Bloom Lake iron ore mine through stages of evaluation, financing, and acquisition restart of the operation, and production ramp-up, on an expedited basis and within budgeted constraints and the operational and financial performance generated by the Bloom Lake iron ore mine since it went into production.

As discussed above, the majority of NEO remuneration is "at risk", as STI (bonus) and LTI remuneration are tied directly to directly to relative and/or absolute shareholder returns. As a consequence, actual NEO remuneration will increase with the out-performance of the Company's share price, but conversely decrease in the face of an underperforming share price. The Board believes this is the ultimate test of the "pay-for-performance" principle and true alignment of NEO remuneration with shareholder returns.

DIRECTOR REMUNERATION

Remuneration Philosophy and Approach

The remuneration arrangements for non-executive directors are intended to attract highly qualified individuals with the capability to meet the challenging oversight responsibilities of a mining company and to closely align non-employee directors' interests with shareholder interests. Since the introduction of the New Plan in August 2018 (see "*Remuneration Arrangements for Directors*", below for details on the plan), non-employee directors may receive equity-based remuneration in the form of DSU grants.

The Remuneration and Nomination Committee reviews director compensation at least once a year, and makes remuneration recommendations to the Board for its review and approval. Recommendations take into consideration the directors' time commitment, duties and responsibilities, and director Remuneration practices and levels at comparable companies.

Remuneration Arrangements for Directors

In conjunction with the review of executive compensation for 2019, the Remuneration and Nomination Committee of the Board engaged Mercer to provide an independent, third party analysis of the company's director compensation levels and practices. Based on the findings and recommendations of the 2019 Mercer report, the Board set the following non-executive director remuneration framework starting August 2018:

- Annual cash retainer of \$135,000 for non-executive directors;
- Cash retainer of \$15,000 for Chair of Audit and Remuneration and Nomination Committees;
- Cash retainer of \$5,000 for Committee members;
- No additional fees are paid for attendance at Board or committee meetings; and
- Directors have all reasonable expenses covered when travelling on Company business.

In addition, based on the findings and recommendations of Mercer, the Board adopted the New Plan on June 24, 2018 to more closely align non-employee directors directly with the interests of Shareholders. The New Plan was subsequently ratified by the shareholders of the Company at the 2018 Meeting. The purpose of the DSU portion of the New Plan is to promote the alignment of interests between directors and Shareholders and it is an important component of non-employee director Remuneration because it:

- provides a remuneration system for directors that is reflective of the responsibility, commitment and risk accompanying Board membership;
- assists the Company to attract and retain individuals with experience and ability to serve as members of the Board; and
- allows the directors to participate in the long-term success of the Company.

Directors may elect to receive all or a portion of any of their annual fees in DSUs. The Board's current policy is that until directors obtain a shareholding which satisfies a share ownership level equivalent to three times their annual cash retainer, Directors must elect to receive a portion of their annual fees in DSUs. All DSU grants are approved by the Board. DSUs are priced at the greater of the five (5) day volume weighted average price of the Shares over the last five (5) trading days preceding the grant, and the closing price of the Shares on the last trading day preceding the grant. DSUs issued under the New Plan may be settled in shares acquired on ASX or TSX at the time of the directors' retirement from all positions with the Company.

Tabular Remuneration Disclosure for the Directors

Director Remuneration Table

The following table discloses all compensation provided to the directors, other than any directors who are NEOs of the Company, for the Company's most recently completed financial year ending March 31, 2019. All DSUs, except where noted, were fully vested on March 31, 2019 (all dollar amounts in Canadian dollars).

Name	Fees earned in cash (\$)	Fees earned in DSU (\$)	Other Share-based awards (\$)	Option-based awards (\$)	All other compensation (\$)	Total (\$)
Gary Lawler	137,725	22,275	Nil	Nil	Nil	160,000
Michelle Cormier	122,665	22,335	Nil	Nil	Nil	145,000
Jyothish George	Nil	Nil	Nil	Nil	Nil	Nil
Andrew J. Love	137,725	22,275	Nil	Nil	Nil	160,000
Wayne Wouters	112,665	22,335	Nil	Nil	Nil	135,000

Fees paid

The following table provides a detailed breakdown of the fees paid to our non-employee directors for the year ended March 31, 2019. Fees are paid quarterly (all dollar amounts in Canadian dollars).

Name	Board Retainer Fee (\$)	Committee Retainers (\$)	Meeting Fees (\$)	Fees Paid in Cash (\$)	Fees Earned in DSUs (\$)	Total Fees (\$)
Gary Lawler	135,000	25,000	Nil	137,725	22,275	160,000
Michelle Cormier	135,000	10,000	Nil	122,665	22,335	145,000
Jyothish George	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Love	135,000	25,000	Nil	137,725	22,275	160,000
Wayne Wouters	135,000	Nil	Nil	112,665	22,335	135,000

Outstanding Share-Based Awards and Option-Based Awards

Outstanding option and share-based awards for non-executive directors as at March 31, 2019, the end of the Company's most recently completed financial year, are set out in the following table (all dollar amounts in Canadian dollars):

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) ⁽²⁾	Option exercise price (\$)	Option expiration date (M/D/Y)	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#) ⁽³⁾	Market or payout value of share-based awards that have not vested (\$) ⁽¹⁾	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽¹⁾
Gary Lawler	300,000	1.08	July 11, 2020	264,000	Nil	Nil	11,052
Michelle Cormier	500,000	1.00	August 21, 2020	480,000	Nil	Nil	12,698
Jyothish George	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew J. Love	300,000	1.08	July 11, 2020	264,000	Nil	Nil	11,052
Wayne Wouters	500,000	0.30	November 4, 2019	830,000	Nil	Nil	13,464

Notes:

(1) The value of unexercised in-the-money options and DSUs noted above is based on the TSX market closing price of the Shares on March 31, 2019, being \$1.96 and the exercise price.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table discloses incentive plan awards to non-executive directors for the year ended March 31, 2019 (all dollar amounts in Canadian dollars):

Name	Option-based awards Value vested during the year (\$)	Share-based awards Value vested during the year (\$)	Non-equity incentive plan Remuneration Value earned during the year (\$)
Gary Lawler	88,000	22,275	Nil
Michelle Cormier	160,000	22,335	Nil
Jyothish George	Nil	Nil	Nil
Andrew J. Love	88,000	22,275	Nil
Wayne Wouters	Nil	22,335	Nil

Note: Option-based awards value vested during the year are calculated using the Company's share price on March 31, 2019 and the exercise price. The share-based awards value vested during the year are calculated using the Company's share price on the vesting date.

DETAILS OF TOTAL KPM, NEO AND DIRECTOR REMUNERATION

Year ended March 31, 2019	Short term (\$)				Termination payments (\$)	Pension (\$)	Options/ share rights (\$)	Total (\$)	Performance related	Consisting of options/ share rights
	Salary	Consulting fees	Bonus	Non- monetary						
Michael O'Keeffe ⁽¹⁾	550,000	–	1,812,500	25,766	–	33,000	1,000,027	3,421,320	82.21%	29.23%
Gary Lawler	137,725	–	–	–	–	–	22,275	160,000	–	13.92%
Andrew J. Love	137,725	–	–	–	–	–	22,275	160,000	–	13.92%
Michelle Cormier	122,665	–	–	–	–	–	22,335	145,000	–	15.40%
Wayne Wouters ⁽²⁾	112,802	–	–	–	–	–	22,198	135,000	–	16.44%
Jyothish George	–	–	–	–	–	–	–	–	–	–
David Cataford	500,000	–	500,000	12,557	–	48,750	350,000	1,411,307	35.43%	24.80%
Natacha Garoute ⁽³⁾	309,275	–	281,250	3,814	–	22,969	114,531	731,939	38.43%	15.65%
Miles Nagamatsu ⁽⁴⁾	–	63,000	–	–	–	–	–	63,000	–	–
Beat Frei ⁽⁵⁾	–	226,042	–	28,174	570,000	–	–	824,216	–	–
TOTAL	1,870,292	289,042	2,593,750	70,312	570,000	104,719	1,553,641	7,051,755	-	-

(1) Mr. O'Keeffe bonus includes his annual short-term incentive of \$550,000 and a one-time special cash bonus of \$1,262,500 for Mr. O'Keeffe as a recognition of salary foregone by Mr. O'Keeffe during the formative years of the Company from 2014 to 2018, as it evolved from an exploration company to an iron ore producer.

(2) Paid to 2468435 Ontario Inc., a company controlled by Mr. Wouters.

(3) Ms. Garoute's salary includes a signing bonus of \$75,000.

(4) Paid to Marlborough Management Limited, a company controlled by Mr. Nagamatsu.

(5) Paid to Comforta GmbH, a company controlled by Mr. Frei.

Year ended March 31, 2018	Short term (\$)				Termination payments (\$)	Pension (\$)	Options/ share rights (\$)	Total (\$)	Performance related	Consisting of options/ share rights
	Salary	Consulting fees	Bonus ⁽⁷⁾	Non- monetary						
Michael O’Keeffe	500,000	–	–	26,388	–	2,797 ⁽⁵⁾	1,123,922	1,650,310	65.30%	68.00%
Gary Lawler	88,750	–	–	–	–	8,431 ⁽⁶⁾	99,750	188,500	–	50.70%
Andrew J. Love	88,750	–	–	–	–	8,431 ⁽⁶⁾	99,750	188,500	–	50.70%
Michelle Cormier	–	75,000	–	–	–	–	134,583	209,583	–	64.20%
Wayne Wouters ⁽¹⁾	–	75,000	–	–	–	–	–	75,000	–	–
Jyothish George ⁽²⁾	–	–	–	–	–	–	–	–	–	–
David Cataford	400,000	–	1,660,000	8,424	–	2,797 ⁽⁵⁾	437,500	2,505,924	74.80%	17.40%
Miles Nagamatsu ⁽³⁾	–	126,000	–	7,416	–	–	–	133,416	–	–
Beat Frei ⁽⁴⁾	–	350,000	3,000,000	65,998	–	–	879,722	4,295,720	90.10%	20.50%
TOTAL	1,077,500	626,000	4,660,000	108,226	–	–	2,775,227	9,246,953		

(1) Paid to 2468435 Ontario Inc., a company controlled by Mr.Wouters.

(2) Appointed as a director on October 16, 2017.

(3) Paid to Marlborough Management Limited, a company controlled by Mr.Nagamatsu.

(4) Paid to Comforta GmbH, a company controlled by Beat Frei.

(5) Amount relates to employer portion of contributions to the Canada Pension Plan/Quebec Pension Plan.

(6) Amount relates to superannuation.

(7) 2,660,000 related to FY17 performance and 2,000,000 related to FY18 performance.

MOVEMENT OF EQUITY HELD BY KEY MANAGEMENT PERSONNEL (NAMED EXECUTIVE OFFICERS AND DIRECTORS)

Stock Options

Name	Balance April 1, 2018	Grant	Exercised	Cancelled	Held and Vested	Unvested
Michael O’Keeffe	12,500,000 ⁽¹⁾	Nil	2,000,000	Nil	10,500,000	Nil
David Cataford	2,500,000	500,000	Nil	Nil	3,000,000	Nil
Natacha Garoute	Nil	200,932	Nil	Nil	66,977	133,955
Miles Nagamatsu	Nil	Nil	Nil	Nil	Nil	Nil
Gary Lawler	300,000	Nil	Nil	Nil	200,000	100,000
Michelle Cormier	500,000	Nil	Nil	Nil	333,333	166,667
Jyothish George	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Love	300,000	Nil	Nil	Nil	200,000	100,000
Wayne Wouters	500,000	Nil	Nil	Nil	500,000	Nil
Beat Frei	1,250,000	500,000	1,250,000	500,000	Nil	Nil

(1) Including 7,500,000 compensation options.

Ordinary Shares

Name	Balance April 1, 2018	Purchased	Acquired upon vesting of equity award	Sold	Balance March 31, 2019
Michael O’Keeffe	34,676,930	Nil	2,751,900	Nil	37,428,830
David Cataford	1,019,698	Nil	Nil	Nil	1,019,698
Natacha Garoute	Nil	Nil	Nil	Nil	Nil
Miles Nagamatsu ⁽¹⁾	1,211,916	n/a	n/a	n/a	n/a
Gary Lawler	1,475,000	25,000	Nil	Nil	1,500,000
Michelle Cormier	20,000	Nil	Nil	Nil	20,000
Jyothish George	Nil	Nil	Nil	Nil	Nil
Andrew Love	1,379,468	102,950	Nil	Nil	1,482,418
Wayne Wouters	40,000	Nil	Nil	Nil	40,000
Beat Frei ⁽²⁾	4,600,354	n/a	n/a	n/a	n/a

(1) Mr. Nagamatsu ceased to be a NEO on August 13, 2018 and as such is no longer required to disclose any transactions on Champion Iron Limited ordinary shares.

(2) Mr. Frei ceased to be a NEO on September 6, 2018 and as such is no longer required to disclose any transactions on Champion Iron Limited ordinary shares.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY REMUNERATION PLANS

The following table sets out, as at March 31, 2019, the end of the Company’s last completed financial year, information regarding outstanding options, RSUs, PSUs and DSUs granted by the Company under the New Plan and the Previous Plan. As at March 31, 2019, the number of issued and outstanding Shares of the Company was 430,469,747.

Equity Remuneration Plan Information

	Number of securities to be issued upon exercise of outstanding options, PSUs, RSUs and DSUs	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity Remuneration plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity Remuneration plans approved by securityholders	8,779,832 (Options) 70,214 (DSUs)	\$0.60	34,196,929
Equity Remuneration plans not approved by securityholders	Nil	N/A	N/A
Total	8,850,046	\$0.60	34,196,929

Securities Issuable under Equity Compensation Plans as a Percentage of Outstanding Shares

The following table provides information on the securities issuable under the Previous Plan and the New Plan, expressed as a number and as a percentage of the Ordinary Shares as of March 31, 2019:

Equity Compensation Plan		Maximum number of securities issuable under the plan	Total number of securities awarded and outstanding under the plan	Total number of securities available for grant under the plan
Previous Plan ⁽¹⁾	Number	8,250,000	8,250,000	0
	Percentage of outstanding Shares ⁽²⁾	1.92%	1.92%	0%
New Plan ⁽³⁾	Number	34,796,975	600,046	34,196,929
	Percentage of outstanding Shares ⁽²⁾	8.08%	0.14%	7.94%

Notes:

- (1) Following the approval of the New Plan by the Shareholders at the annual and special meeting held on August 17, 2018, all grants of equity-based awards are made pursuant to, or as otherwise permitted by, the New Plan. The Previous Plan remains in effect only in respect of outstanding awards.
- (2) As of March 31, 2019, there were 430,469,747 Ordinary Shares issued and outstanding.
- (3) The maximum number of securities issuable under the New Plan is 10% of the outstanding shares and includes the securities issuable under the Previous Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Remuneration Report or within 30 days of this date, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals indebted to another entity, which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or its subsidiaries with the exception of Mr. Cataford. On June 24, 2018, the Board of directors approved the issuance of a 5-year interest free loan of \$500,000 to Mr. Cataford. The loan is secured by way of mortgage over a property.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of the Company, persons beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction which has or will materially affect the Company except as disclosed elsewhere in this Circular.

MANAGEMENT CONTRACTS

Except as set out in the Remuneration Report, there are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PART THREE

CORPORATE GOVERNANCE AND OTHER MATTERS

The Company's Board of Directors and senior management consider good corporate governance to be central to the effective and efficient operation of the Company and, as recommended under the policies of the Canadian securities regulators, the Company has included in this Circular the following disclosure respecting its corporate governance practices.

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101"), requires each listed company to disclose on an annual basis its approach to corporate governance. The Company's disclosure with respect to the guidelines is set out in Schedule "A" to this Circular, and constitutes the Company's statement of Corporate Governance Practices. Shareholders are advised to consult Schedule "A" for more detailed information on the Company's Corporate Governance Practices.

The Company understands that corporate governance standards and requirements are continually evolving. The Board of Directors has been charged with the responsibility of monitoring corporate governance regulatory developments, in particular the best practices recommended by the Canadian Securities Administrators, as set out in NI 58-101, and with reviewing the Company's corporate governance policies and procedures in light of these developments.

BOARD OF DIRECTORS

Mandate of the Board of Directors

The Board of Directors approved a mandate which includes, among other duties and responsibilities, the following objectives: to approve and monitor the strategic, business and financial plans of the Company; to supervise performance and succession planning of senior officers; to assess the principal risk factors relating to the business of the Company; and to monitor and oversee the integrity of the financial reporting and disclosure practices of the Company. Every Director is required to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill of a reasonably prudent person. Responsibilities not delegated to senior management or to a committee of the Board of Directors remain those of the full Board of Directors.

Orientation and Continuing Education of Board Members

New members to the Board of Directors receive an orientation package which includes company policies and public disclosure filings by the Company. Meetings of the Board of Directors are held at the Company's facilities and are combined with presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all members of the Board of Directors.

Measures to Encourage Ethical Business Conduct

The Board of Directors has adopted a written Code of Conduct as further described in Schedule "A" to this Circular, clause 5. Pursuant to the Code of Conduct the Board ensures that all directors, officers and employees conduct themselves in an ethical manner. Each director and executive officer is required to fully disclose his interest in respect of any transaction or agreement to be entered into by the Company. Once such interest has been disclosed, the Board of Directors as a whole determines the appropriate level of involvement the director or executive officer should have in respect of the transaction or agreement, which may include convening a Special Committee of independent directors. In addition, all directors and executive officers are subject to the requirements of the Corporations Act with respect to the disclosure of any conflicts of interests and the voting on transactions giving rise to such conflicts.

Nomination of Members to the Board of Directors

The Board of Directors considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to effectively carry out the duties of the Board of Directors and to maintain a diversity of view and experience.

The Board of Directors appointed a Remuneration and Nomination Committee on June 18, 2014. For additional information on the duties and responsibilities of this committee, please see "*Corporate Governance and Other Matters – Committees of the Board – Remuneration and Nomination Committee*" below.

BOARD COMPOSITION AND COMMITTEES

The Board of Directors is currently comprised of seven (7) members of whom a majority, five (5), are independent within the meaning of section 1.4 of National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”). The Board of Directors has appointed an Audit Committee and a Remuneration and Nomination Committee.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee is currently composed of three (3) independent, non-executive Board members: Andrew J. Love (chair), Gary Lawler and Michelle Cormier. Reference is made to the Annual Information Form of the Company dated June 20, 2019 for the year ended March 31, 2019 (the “**AIF**”) and filed under the Company’s profile on SEDAR at www.sedar.com which contains the information required to be disclosed by the Company under 52-110. More specifically, reference is made to the “*Audit Committee Information*” section of the AIF for information regarding, among other things, the composition of the Audit Committee of the Company, the independence and relevant education and experience of the Audit Committee members and external auditor service fees. Reference is also made to Schedule “B” to this Circular which is the Audit Committee Charter for such information.

Remuneration and Nomination Committee

The Company has a Remuneration and Nomination Committee composed of three (3) independent non-executive Board members. The current members are Gary Lawler (Chair), Andrew J. Love and Michelle Cormier. Mr. Lawler was appointed Chairman of the Remuneration and Nomination Committee on June 18, 2014. The Remuneration and Nomination Committee makes recommendations to the Board of Directors in connection with the compensation of officers and directors and nomination matters. Please see “*Statement of Executive Compensation*” above and Schedule “A” to this Circular for further information.

Term Limits

The Board has not adopted term limits for directors or other mechanisms of board renewal as it believes that the imposition of director term limits or other mechanisms of board renewal on a board implicitly discounts the value of experience and continuity amongst the board members and runs the risk of excluding experienced and potentially valuable board members as a result of arbitrary determination. The Board believes that it can best strike a balance between continuity and fresh perspectives without mandated term limits or other mechanisms of board renewal.

Policies Regarding the Representation of Women on the Board of Directors

The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role that women with appropriate and relevant skills and experience can play in contributing to the diversity of perspective on the Board and understands that the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to its success. While the Company has not adopted policies regarding the representation of women on the Board and the Company does not foresee the adoption of such policies in the near future, the Company considers diversity to be an important consideration for the selection process .

The Company does have a Workplace Diversity Policy which outlines the Company’s commitment to promoting a culture that is supportive of diversity. However, at the Company’s current stage of development, while gender diversity is taken into account, the primary focus of the Company’s Remuneration and Nomination Committee is the identification and selection of directors who have the expertise and skills necessary for an iron ore mining and development company.

As the size and scale of the Company grows, the Board expects to adopt policies to achieve gender diversity as director positions become vacant and appropriately qualified candidates become available.

Consideration of the Representation of Women in the Director Identification and Selection Process and in Executive Officer Appointments

While the Company’s Remuneration and Nomination Committee monitors the level of female representation on the Board and in management positions and, where appropriate, recruits qualified female candidates as part of the Company’s overall recruitment and selection process to fill Board or management positions, as the need arises, through vacancies, growth or

otherwise, the primary focus of the Remuneration and Nomination Committee is the identification and selection of directors who have the expertise and skills necessary for an iron ore mining and development company.

Company's Targets for Women on the Board and in Executive Officer Positions

The Company has not adopted targets for women on the Board and in executive officer positions. The Board does not foresee the adoption of targets in the immediate future but as the size and scale of the Company grows, the Board intends to adopt policies to achieve gender diversity as new employee positions are created or become vacant and appropriately qualified candidates become available. In addition, the Company's risk profile and amount of resources limits its ability to make appointments on any basis other than finding, often on short notice, the most qualified person who is willing to accept the risks inherent in the Company.

Number and Proportion of Women on the Company's Board and in Executive Officer Positions

As at the date hereof, there is one women on the Company's Board, which equates to a 14.3% representation. As at the date hereof there is one women in an Executive Officer positions, Natacha Garoute, the Chief Financial Officer of the Company, which equates to 25% of the Executive Officers of the Company.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON AND INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management is not aware of any material interest, direct or indirect, of any proposed nominee for election as a director, any person who is or has been at any time a director or executive officer within the last financial year or any associate or affiliate of any of the foregoing in any matter, other than the election of directors or the appointment of the auditors, to be acted upon at the Meeting, except as disclosed in this Circular. Management is not aware of any material interest, direct or indirect, of any "informed person" of the Company, insider of the Company, proposed director, person who has been a director or executive officer within the last financial year or any associate or affiliate of any of the foregoing, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except as disclosed within this Circular. An "informed person" means, (i) a person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, (ii) a proposed nominee for director, (iii) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, (iv) any person or company who beneficially owns or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, (v) the Company, in the event that it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any such securities and (vi) any associate or affiliate of the foregoing.

PART FOUR

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

(a) **Financial Statements**

The audited financial statements of the Company for the fiscal year ended March 31, 2019, together with the director's and the auditors' report thereon, will be placed before the shareholders at the Meeting for consideration by the shareholders. These audited financial statements have been approved by the Board of Directors of the Company and are being mailed to the shareholders who have requested them with the Meeting Materials. They are also available under the Company's SEDAR profile at www.sedar.com.

(b) **RESOLUTION 1 - Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That the Remuneration Report, as set out in the Annual Report for the financial year ended 31 March 2019, be adopted."

The Remuneration Report is required to be considered for adoption in accordance with section 250R(2) of the Corporations Act. The Remuneration Report, which details the Company's policy on the remuneration of non-executive Directors, executive Directors and senior executives for the financial year ending 31 March 2019, is part of the Director's Report contained in the Company's 2019 Annual Report.

The vote on this Resolution is advisory only and does not bind the Directors of the Company. However, the Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy for senior executives and executive and non-executive Directors in future.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Meeting.

Directors' Recommendation

Acknowledging that every Director has a personal interest in his or her own remuneration from the Company, as described in the Remuneration Report, the Directors unanimously recommend the adoption of the Remuneration Report.

The Corporations Act restricts members of the Company's key management personnel ("**KMP**") and their closely related parties from voting on this resolution. A "closely related party" of a KMP is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

In accordance with these requirements, the Company will disregard any votes cast on Resolution 1, in any capacity, by or on behalf of:

- (a) Directors and the other members of the Company's KMP, details of whose remuneration are included in the Remuneration Report; and
- (b) closely related parties of those persons.

In addition, in accordance with the Corporations Act, the Company will also disregard any votes cast on Resolution 1 by any member of the Company's KMP (and their closely related parties) as a proxy, unless the vote is cast:

- (a) for a person entitled to vote in accordance with the directions on the Proxy Form; or
- (b) by the Chair of the Meeting for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair sees fit on Resolution 1 even though that resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

(c) **RESOLUTIONS 2 through 8 - Election of Directors**

Background

The Constitution of the Company provides for a minimum of three (3) and a maximum of nine (9) directors.

The Board of Director may from time to time determine to increase the maximum number of directors but the maximum applying at any time cannot be reduced except by the Company in general meeting.

Subject to the Company's Constitution, the Board may appoint a person to be director at any time except at a general meeting and any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that meeting.

The Board of Directors has set the number of directors to be elected at the Meeting at seven (7).

Majority Voting Policy

Rules of the TSX, which became effective December 31, 2012, require a listed issuer to disclose in the materials sent to its shareholders for a meeting at which directors are to be elected whether or not it has adopted a majority voting policy and, if not, to explain why it has not adopted such a policy in its meeting materials. A majority voting policy generally requires that a director tender his or her resignation if the director receives more "withheld" votes than "for" votes (a "**majority withheld vote**") at any meeting where shareholders vote on the uncontested election of directors. An "uncontested election" means the number of director nominees for election is the same as the number of director positions on the Board. A majority voting policy does not apply in the event of a contested election of directors.

On July 15, 2014 (Toronto time), the Board of Directors adopted a majority voting policy. Under this new policy, a director of the Company is required to tender his or her resignation if the director receives a majority withheld vote at any meeting where shareholders vote on the uncontested election of directors. The resignation would become effective upon acceptance by the Board. The Remuneration and Nomination Committee will review the circumstances of the election and make a recommendation to the Board as to whether or not to accept that tendered resignation. The Board must make a decision as soon as reasonably possible and in any event within 90 days of the resignation. The director who tendered the resignation would not be part of the decision-making process. The Board may fill a vacancy created by a resignation which has been accepted or may reduce the size of the Board.

In keeping with the rules of the TSX, the Company will continue to elect each director annually and individually and will forthwith after the shareholders' meeting issue a press release disclosing the detailed results of the voting for directors.

The enclosed form of proxy allows shareholders to direct proxyholders to vote individually for each of the nominees named below as director of the Company.

Information Concerning Director Nominees

The following disclosure provides information about each nominated director, including his or her jurisdiction of residence, business or employment for the five (5) preceding years, the period of time he or she has held offices with the Company, and committee memberships, their attendance record at Board and committee meetings held in the financial year ended March 31, 2019, and the number of Shares and other convertible securities of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, based upon information furnished to management of the Company by each such individual as at the date hereof.

Michael O’Keeffe – Director (Executive Chairman) B. App. Sc (Metallurgy)	Occupation, Business or Employment	
<p>New South Wales, Australia</p> <p>Status: Non-independent Director</p> <p>Principal Occupation:</p> <ul style="list-style-type: none"> Corporate Director <p>Main areas of expertise:</p> <ul style="list-style-type: none"> Business Mining <p>Shares 37,428,830 Options 10,500,000 DSUs Nil</p>	<p>Mr O’Keeffe was appointed executive Chairman of the Company on August 13, 2013 and Chief Executive Officer on October 3, 2014. On April 1, 2019, Mr. O’Keeffe stepped down as CEO and remains Executive Chairman of the Board. Mr O’Keeffe commenced work with MIM Holdings in 1975. He held a series of senior operating positions, rising to Executive Management level in commercial activities. In 1995 he became Managing Director of Glencore Australia (Pty) Limited and held the position until July 2004. Mr O’Keeffe was the founder and Executive Chairman of Riversdale Mining Limited. He has previously held directorships in Anaconda Nickel Limited, Mt Lyell Mining Co Limited and BMA Gold Limited and was the chairman of Riversdale Resources Limited. Mr O’Keeffe is also currently a director of EHR Resources Limited and Mont Royal Resources Limited.</p>	
Board and Committees	Date Joined	Board and Committee Meeting Attendance for the Financial year ended March 31, 2019
Board of Directors	August 13, 2013	12 of 12

David Cataford – Director Eng.	Occupation, Business or Employment	
<p>Quebec, Canada</p> <p>Status: Non-independent Director</p> <p>Principal Occupation:</p> <ul style="list-style-type: none"> Chief Executive Officer, Champion Iron Limited <p>Main areas of expertise:</p> <ul style="list-style-type: none"> Business Mining <p>Shares 1,019,698 Options 3,000,000 RSUs 93,457 PSUs 140,186</p>	<p>Mr. Cataford was appointed to the position of Chief Executive Officer of Champion Iron Limited on April 1, 2019. Mr. Cataford had been Chief Operating Officer of the Company since March 20, 2017 prior to his appointment as Chief Executive Officer of Champion Iron Limited. Prior to joining Champion in 2014, Mr. Cataford held several management positions within Cliffs Natural Resources Inc., including key positions in their main iron ore deposit at Bloom Lake Mine in Fermont, Quebec. At Bloom Lake, Mr. Cataford played an important role in the management team, which increased drilling capacity by 80%, and he helped in the phase 1 expansion of the plant. His experience in iron ore mining includes mineral characterization projects at Bloom Lake and for ArcelorMittal at Mont Wright, as well as adapting the recovery circuit to meet new customer demands. Mr. Cataford is currently president and cofounder of the North Shore and Labrador Mineral Processing Society.</p>	
Board and Committees	Date Joined	Board and Committee Meeting Attendance for the Financial year ended March 31, 2019
Board of Directors	May 21, 2019	N/A

Gary Lawler - Director BA, LLB, LLM (Hons), ASIA, Master of Laws (Applied Laws)(Wills and Estates)	Occupation, Business or Employment	
New South Wales, Australia Status: Independent Director Principal Occupation: <ul style="list-style-type: none"> Senior Adviser at Ashurst Australia, Lawyers Main areas of expertise: <ul style="list-style-type: none"> Corporate Law Mergers and Acquisitions Shares 1,500,000 Options 300,000 DSUs 17,004	Mr. Lawler was appointed as a non-executive director on April 9, 2014. He is a leading Australian corporate lawyer who has specialised as a mergers and acquisitions lawyer for over 35 years. Mr. Lawler has been a partner of a number of leading Australian law firms and is currently a Senior Advisor at Ashurst Australia. Mr. Lawler is also the Chairman of Mont Royal Resources Limited. Mr. Lawler has previously held board positions with Dominion Mining Limited, Riversdale Mining Limited, Riversdale Resources Limited and Cartier Iron Corporation and brings a wealth of experience to the Board.	
Board and Committees	Director since	Board and Committee Meeting Attendance for the Financial year ended March 31, 2019
Board of Directors	April 9, 2014	12 of 12
Audit Committee	June 18, 2014	6 of 7
Remuneration and Nomination Committee (Chairman)	June 18, 2014	3 of 3

Andrew J. Love – Director FCA	Occupation, Business or Employment	
New South Wales, Australia Status: Independent Director Principal Occupation: <ul style="list-style-type: none"> Corporate Director Main areas of expertise: <ul style="list-style-type: none"> Chartered Accountant Shares 1,482,418 Options 300,000 DSUs 17,004	Mr. Love is a Chartered Accountant with more than 30 years of experience in corporate recovery and reconstruction in Australia. He was a senior partner of Australian accounting firm Ferrier Hodgson from 1976 to 2013 and was a consultant until 2019. In that time he advised major local and overseas companies and financial institutions in a broad variety of restructuring and formal insolvency assignments. During this time Mr. Love specialized in the Resources Industry. Mr. Love has been an independent company director of a number of companies over a 25-year period in the Resources, Financial Services and Property Industries. This has involved corporate experience in Asia, Africa, Canada, United Kingdom and United States. Mr. Love's previous board positions have included Chairman of ROC Oil Ltd., Deputy Chairman of Riversdale Mining Limited, Director of Charter Hall Office Trust, Chairman of Museum of Contemporary Art, Chairman of Gateway Lifestyle Operations Ltd. and Director of Scottish Pacific Group Ltd.	
Board and Committees	Date Joined	Board and Committee Meeting Attendance for the Financial year ended March 31, 2019
Board of Directors	April 9, 2014	12 of 12
Audit Committee (Chairman)	June 18, 2014	7 of 7
Remuneration and Nomination Committee	June 18, 2014	3 of 3

Michelle Cormier – Director CPA, CA, ASC	Occupation, Business or Employment	
<p>Quebec, Canada</p> <p>Status: Independent Director</p> <p>Principal Occupation:</p> <ul style="list-style-type: none"> • Corporate Director <p>Main areas of expertise:</p> <ul style="list-style-type: none"> • Corporate Finance • Financial Management <p>Shares 20,000 Options 500,000 DSUs 18,001</p>	<p>Mrs. Cormier is a CPA, CA with over 30 years of experience in senior executive level positions in management. She has strong capital markets background with significant experience in public companies listed in the United States and Canada. Mrs. Cormier spent 13 years in senior management and as CFO of a large North American forest products company and 8 years in various senior management positions at Alcan Aluminum Limited (RioTinto). Mrs. Cormier articulated with Ernst & Young. Mrs. Cormier also serves on the Board of Directors of Cascades Inc. and Uni-Select Inc.</p>	
Board and Committees	Date Joined	Board and Committee Meeting Attendance for the Financial year ended March 31, 2019
Board of Directors	April 11, 2016	11 of 12
Audit Committee	July 1, 2017	7 of 7
Remuneration and Nomination Committee	April 27, 2017	3 of 3

Jyothish George –Director	Occupation, Business or Employment	
<p>Switzerland</p> <p>Status: Independent Director</p> <p>Principal Occupation:</p> <ul style="list-style-type: none"> • Head of Glencore’s Iron Ore Division <p>Main areas of expertise:</p> <ul style="list-style-type: none"> • Mining • Commodities • Corporate Finance • Capital Markets <p>Shares Nil Options Nil DSUs Nil</p>	<p>Mr. George is currently Head of Glencore’s Iron Ore Division. He serves as Vice Chairman of the Board of Directors of the El Aouj Mining Company SA in Mauritania and a member of the Board of Directors of Jumelles Limited, the holding company of the Zanaga iron ore mine in the Republic of Congo. Immediately prior to his current role, Mr. George served as the Chief Risk Officer of Glencore. He earlier held a number of roles at Glencore’s head office in Baar, Switzerland from 2009 onwards focused on iron ore, nickel and ferroalloys physical and derivatives trading, and has been involved with iron ore marketing since its inception at Glencore. Mr. George joined Glencore in 2006 in London. He was previously a Principal at Admiral Capital Management in Greenwich, Connecticut, a Vice President in equity derivatives trading at Morgan Stanley in New York, and started his career at Wachovia Securities in New York as a Vice President in convertible bonds trading. Mr. George received a Bachelors in Technology from IIT Madras, India and a PhD in Mechanical Engineering from Cornell University.</p>	
Board and Committees	Date Joined	Board and Committee Meeting Attendance for the Financial year ended March 31, 2019
Board of Directors	October 16, 2017	10 of 12

Wayne Wouters – Director	Occupation, Business or Employment	
<p>Ottawa, Canada</p> <p>Status: Independent Director</p> <p>Principal Occupation:</p> <ul style="list-style-type: none"> • Corporate Director <p>Main areas of expertise:</p> <ul style="list-style-type: none"> • Corporate Finance • Financial Management <p>Shares 40,000 Options 500,000 DSUs 18,195</p>	<p>The Honourable Wayne G. Wouters is a Strategic and Policy Advisor with McCarthy Tétrault LLP. Before joining the private sector, Mr. Wouters had a long and illustrious career in the Public Service of Canada. His last assignment was the Clerk of the Privy Council, Secretary to the Cabinet, and Head of the Public Service. Appointed by Prime Minister Harper, Mr. Wouters served from July 1, 2009 until October 3, 2014, at which time he retired from the Public Service of Canada. Prior to this, Mr. Wouters was a Deputy Minister in several departments, including the Deputy Minister of Human Resources and Skills Development Canada and Secretary of the Treasury Board. In 2014, Mr. Wouters was inducted as a Member of the Privy Council by the Prime Minister and in 2017, he was made an Officer of the Order of Canada. Mr. Wouters is currently a director of Blackberry Limited and Canadian Utilities Limited.</p>	
Board and Committees	Date Joined	Board and Committee Meeting Attendance for the Financial year ended March 31, 2019
Board of Directors	November 1, 2016	12 of 12

Pursuant to a subscription agreement entered into between the Company and WC Strategic Opportunity, L.P. (“Wynnchurch”) in connection with a private placement of Ordinary Shares completed on April 11, 2016 and subject to certain terms and conditions, Wynnchurch has been granted the right to designate one nominee for election or appointment to the Board and the Company has agreed to include such nominee in the slate of directors presented at any meeting of shareholders at which directors are to be elected, so long as Wynnchurch holds more than 10% of the issued and outstanding Ordinary Shares. Michelle Cormier is Wynnchurch’s nominee.

Pursuant to a subscription agreement entered into between the Company and Glencore International AG (“Glencore”) in connection with the sale of a \$31,200,000 subordinated unsecured mandatory convertible debenture (the “Debenture”) to Glencore and subject to certain terms and conditions, Glencore has been granted the right to designate one nominee for election or appointment to the Board and the Company has agreed to include such nominee in the slate of directors presented at any meeting of shareholders at which directors are to be elected, so long as the Company owes any amount to Glencore under the Debenture or Glencore and/or its affiliates holds, directly or indirectly, an equity ownership of at least 5% in the Company. Jyothish George is Glencore’s nominee.

The nominees listed above will be elected at the Meeting to hold office until the next annual meeting of shareholders or until such director’s successor is duly elected or appointed unless other individuals are nominated by shareholders at the Meeting, in which case voting will be by ballot and the seven (7) nominees with the most votes will be elected as directors.

The persons named in the accompanying form of proxy intend to vote the shares represented thereby FOR the election of the nominees named above as directors of the Company, unless the shareholder has specified in the proxy that the shares represented thereby are to be voted against or withheld from voting in respect of one or more nominees. Management has no reason to believe that any of the nominees named above will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the accompanying form of proxy shall have the right to vote for another nominee in such proxyholder’s discretion, unless the proxy withholds authority to vote for the election of directors.

Information relating to bankruptcies, cease trade orders and sanctions

To the knowledge of the Company, no proposed director is, at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, while that person was acting in that capacity, (a) was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (b) was subject to an event that resulted, after that person ceased to be a director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days.

To the knowledge of the Company, no proposed director is, as at the date of this Circular, or has been with 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except for the following:

In January 2017, Michelle Cormier was asked by the remaining senior secured creditor and by the sole shareholder of Calyx Transportation Inc. (“**Calyx**”) to become the sole Director and Officer of Calyx. In this capacity, her mandate was to wind down Calyx in the most efficient manner, following the sale, in December 2016, by Calyx of all assets and businesses in which it operated. The large majority of net proceeds from such sales were used to repay bank indebtedness, employee severances and suppliers. Following all such payments, the cash on hand was insufficient to repay the remaining secured creditor. Given the insolvency of Calyx, Michelle Cormier in her capacity of Director of Calyx approved a voluntary assignment in bankruptcy pursuant to the Bankruptcy and Insolvency Act in order to complete the wind down of Calyx’s affairs and discharge her mandate.

To the knowledge of the Company, no proposed director and no personal holding company of a proposed director has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the knowledge of the Company, no proposed director and no personal holding company of a 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 (b) since December 31, 2000, has entered into a settlement agreement with a securities regulatory authority or, before January 1, 2001, entered into a settlement agreement with a securities regulatory authority which would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director; or (c) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

OTHER BUSINESS

While management of the Company is not aware of any business other than that mentioned in the Notice of Meeting to be brought before the Meeting for action by the shareholders, it is intended that the proxies hereby solicited will be exercised upon any other matter or proposal that may properly come before the Meeting, or any adjournments thereof, in accordance with the judgment of the persons authorized to act thereunder.

ADDITIONAL INFORMATION

Additional information relating to the Company may be obtained from the Company or under the Company’s SEDAR profile at www.sedar.com. Securityholders may contact the Corporate Secretary of the Company, Steve Boucraie, by phone at (514) 316-4858 or by mail at 1100 René-Lévesque Blvd. West, Suite 610, Montréal, Québec, H3B 4N4, to request copies of the Company’s financial statements and management’s discussion and analysis, this Circular and the Company’s AIF.

Financial information is provided in the Company’s comparative financial statements and management’s discussion and analysis for its most recently completed financial year.

BOARD APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors of the Company.

DATED at Montréal, Québec, as of the 23rd day of July, 2019.

By Order of the Board of Directors

(signed) “*David Cataford*”

David Cataford, Chief Executive Officer

SCHEDULE “A”

CHAMPION IRON LIMITED (the “Company”)

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

1. Board of Directors

- (a) *Disclose the identity of directors who are independent.*

The board of directors of the Company (the “**Board**”) is currently comprised of seven (7) directors, of whom five (5) are independent within the meaning of Section 1.4 of National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”). The independent directors are Andrew J. Love, Gary Lawler, Michelle Cormier, Wayne Wouters and Jyothish George.

- (b) *Disclose the identity of directors who are not independent and describe the basis for that determination.*

Michael O’Keeffe is currently the Executive Chairman of the Company and David Cataford is currently the Chief Executive Officer (“**CEO**”) of the Company and are, therefore, not independent. The Board believes that the current combination of independent and non-independent directors is an acceptable balance, for an issuer of the size and nature of the Company, between the objective of independent supervision of management, the insight drawn from outside members of the business and professional community, and the in-depth knowledge of the operations of the Company afforded by the participation of its current executive officer on the Board.

- (c) *Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.*

The current Board consists of seven (7) members, a majority of whom, five (5), are independent within the meaning of Section 1.4 of NI 52-110. Following the Annual General Meeting of Shareholders scheduled for August 29, 2019, if management’s nominees are elected, a majority of the directors will continue to be independent.

- (d) *If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the issuer.*

The following current directors and proposed nominees are also directors or trustees of other reporting issuers.

Name of Director	Reporting Issuer
Michael O’Keeffe	EHR Resources Limited and Mont Royal Resources Limited
David Cataford	N/A
Gary Lawler	N/A
Andrew J. Love	N/A
Michelle Cormier	Cascades Inc. and Uni-Select Inc.
Wayne Wouters	Blackberry Limited and Canadian Utilities Limited
Jyothish George	N/A

- (e) *Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer’s most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.*

The independent directors are entitled to hold meetings at which management and non-independent directors are not present, as and when deemed necessary, in order to facilitate candid discussion among the independent directors. The independent directors are encouraged to ask questions and to review all relevant matters. In addition, any item that could involve a potential conflict among one or more directors is voted on by those directors that are not related to the conflict in question.

The Company takes steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management of the Company. Where matters arise at meetings of the Board which require decision making and evaluation that is independent of management and interested directors, the Board will hold an “*in-camera*” session among the independent and disinterested directors, without management present at such meeting.

The Chairman of the Board has over 30 years’ experience in the public company sector as a shareholder, director and CEO and provides strong leadership and counsel to the Board. The independent directors regularly attend Board and committee meetings in person or by teleconference which encourages open, candid discussion. The Audit Committee holds meetings with the external auditors which also encourages open, candid discussion. Directors have the resources to engage outside consultants to review matters on which they feel they require independent advice.

- (f) *Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director and describe his or her role and responsibilities. If the Board has neither a chair nor a lead director who is independent, describe what the Board does to provide leadership for its independent directors.*

Michael O’Keeffe is Executive Chairman of the Board (and is therefore not independent within the meaning of Section 1.4 of NI 52-110). Mr. O’Keeffe also served as Chief Executive Officer until the appointment of David Cataford as Chief Executive Officer on April 1, 2019. In order to provide leadership for independent directors, an independent director could, as required from time to time, chair meetings of independent directors and assume other responsibilities.

- (g) *Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer’s most recently completed financial year.*

Director	Board Meetings Attended	Audit Committee Meetings Attended	Remuneration and Nomination Committee Meetings Attended
Michael O’Keeffe	16 of 17	n/a	n/a
David Cataford ⁽¹⁾	1 of 1	n/a	n/a
Gary Lawler	17 of 17	8 of 9	4 of 4
Andrew J. Love	17 of 17	9 of 9	4 of 4
Michelle Cormier	16 of 17	9 of 9	4 of 4
Wayne Wouters	16 of 17	n/a	n/a
Jyothish George	14 of 17	n/a	n/a

Notes:

- (1) Mr. Cataford was appointed on May 21, 2019.

2. **Board Mandate**

- (a) *Disclose the text of the Board’s written mandate. If the Board does not have a written mandate, describe how the Board delineates its roles and responsibilities.*

The Board approved a mandate which includes, among other duties and responsibilities, the following objectives: to approve and monitor the strategic, business and financial plans of the Company; to supervise performance and succession planning of senior officers; to assess the principal risk factors

relating to the business of the Company; and to monitor and oversee the integrity of the financial reporting and disclosure practices of the Company. Every Director is required to act honestly and in good faith and in the best interests of the Company and to exercise the care, diligence and skill of a reasonably prudent person. Responsibilities not delegated to senior management or to a committee of the Board remain those of the full Board.

3. **Position Descriptions**

- (a) *Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.*

The Board does not have written position descriptions for the Chairman of the Board or the chair of each committee of the Board, however their respective roles and responsibilities are set out in the Company's Board charter which is available on the Company's website. The Company's Committee charters touch upon the role and responsibilities of the chairs of each committee of the Board. The Chairman of the Board has a responsibility to the Company and the shareholders to act in accordance with best practices of corporate governance. The Chairman of the Board, and the Board as a whole, encourage the chairs of each committee to act in accordance with best practices of corporate governance, with measures ranging from informal advice to more formal governance training.

- (b) *Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.*

The Board has not developed a written position description for the CEO, however since the CEO is also on the Board, the Board is able to delineate the role and responsibilities of the CEO in an open and efficient manner. The CEO is familiar with the role and responsibilities of a CEO of a mineral resource company such as the Company and the Board is willing and able to, and does, provide advice and guidance as required.

4. **Orientation and Continuing Education**

- (a) *Briefly describe what measures the Board takes to orient new directors regarding the nature of the Board, its committees and its directors; and the nature and operation of the issuer's business.*

The Board does not have a formal orientation policy. New directors, when elected or appointed, are provided with access to information, including sufficient historical data, to become familiar with the Company and its operating facilities and assets, and to familiarize themselves with the procedures of the Board. All directors are given the opportunity to visit the Company's offices with management and to interact with and request briefings from management in order to familiarize themselves with the business of the Company.

- (b) *Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.*

The Board does not have a formal continuing education program. Current members of the Board are experienced directors. Members of the Board may also engage outside consultants at the expense of the Company to review matters on which they feel they require independent advice.

5. **Ethical Business Conduct**

- (a) *Describe whether or not the Board has adopted a written code for the directors, officers and employees.*

The Board expects management to comply with all statutes, regulations and administrative policies applicable to the Company, to supervise employees and consultants in such a manner as to be informed of their activities, to promote the free flow of information, and to allow employees, consultants and

others to anonymously report to the Company on concerns involving accounting and other issues (protection of “whistleblowers”). Corporate policies include, but are not limited to, matters of corporate disclosure on a timely basis, confidentiality and insider trading restrictions. The Board has adopted a written Code of Conduct for directors, officers and employees. The Board expects management to report to the Board regarding any breaches or concerns with respect to the foregoing, which are of a material nature, whether or not a satisfactory resolution was already implemented by management, or of which management is aware that are reasonably likely to arise in the foreseeable future and which would be of a material nature. Breaches to the Code of Conduct can also be reported to the Chairman of the Company.

If the Board has adopted a written code:

disclose how a person or company may obtain a copy of the code:

A copy of the Company’s Code of Conduct is available on the Company’s website or may be obtained from the Company’s Secretary at the Company’s Montréal office, which as at the date hereof, is at 1100 René-Lévesque Blvd. West, Suite 610, Montréal, Québec, H3B 4N4

describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code:

See Section 5(a) above.

provide a cross-reference to any material change report filed since the beginning of the issuer’s most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code:

N/A

- (b) *Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.*

The Company’s governing statute and its Constitution state that every director of the Company who is in any way directly or indirectly interested in a contract or a proposed contract with the Company shall declare his/her interest at a meeting of the directors of the Company. Such a declaration should be made at the meeting of directors at which the question of entering into the contract is first considered, if his interest then exists, or in any other case at the first meeting of the directors after the acquisition of his interest and no director shall as a director vote in respect of any contract or arrangement in which he is interested as aforesaid and, if he does so vote, his vote shall not be counted. Any Board materials referencing the contract in question will be redacted for the director concerned and he will absent himself from all Board discussions and decisions relating to such contract.

- (c) *Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.*

In order to avoid the potential for disclosure, or the perception or appearance of disclosure, of confidential insider information, the Company observes a quiet period as well as a blackout period during which informed persons are prohibited from discussing non-public material information or trading the securities of the Company.

6. **Nomination of Directors**

- (a) *Describe the process by which the Board identifies new candidates for Board nomination.*

The Board of Directors periodically and at least annually considers the composition of the Board, including the appropriate skills and characteristics required of the directors in the context of the business experience and specific areas of expertise of each current director. The Board, with the assistance of the Remuneration and Nomination Committee is also responsible for recruiting and recommending candidates for election as directors when necessary. Whenever possible, candidates are

interviewed by members of the Board individually and in small groups prior to their nomination for election as a director.

- (b) *Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.*

The Board appointed a Remuneration and Nomination Committee effective June 18, 2014, the majority of which is independent which encourages an objective nomination process. The Chairman of the Remuneration and Nomination Committee is Mr. Gary Lawler who is an independent director.

- (c) *If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.*

The Remuneration and Nomination Committee makes recommendations to the Board with respect to compensation of the Company's executive officers, including base salaries or consulting fees, annual bonuses and long-term equity participation levels. The Remuneration and Nomination Committee assists the Board in setting performance objectives. The Executive Chairman plays a major role in setting performance objectives and outlining progress in meeting corporate objectives and he will continue to make recommendations in the future. The Board gives final approval on compensation matters.

7. **Compensation**

- (a) *Describe the process by which the Board determines the compensation for the issuer's directors and officers.*

The Board, is responsible for reviewing the compensation of the officers and directors of the Company on an "as required" basis. The total compensation from all sources, including fees, salary, bonus, and stock options is considered in comparison to current market rates offered by similar issuers in the natural resources sector of the Canadian economy, and is intended to remain competitive in order to attract and retain talented and motivated individuals. In making such determinations, the Board gives due consideration to the recommendations of the Company's Remuneration and Nomination Committee before the Board makes its final determinations.

- (b) *Disclose whether or not the Board has a compensation committee comprised entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.*

The Board appointed a Remuneration and Nomination Committee effective June 18, 2014 the majority of which is independent which encourages an objective process for determining such compensation.

- (c) *If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.*

The compensation responsibilities of the Remuneration and Nomination Committee include, without limitation: (i) reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and evaluating the CEO's performance in light of those corporate goals and objectives, (ii) making recommendations to the Board with respect to the CEO's compensation level based on the evaluation of the CEO's performance, (iii) making recommendations to the Board in respect of non-CEO executive compensation, (iv) reviewing the major compensation policies of the Company and its subsidiaries, if any, and administering the Company's executive compensation program, including bonuses, incentive programs and equity-based programs for senior personnel, (v) making recommendations to the Board regarding awards of stock options pursuant to the Company's stock option plan and all executive short-term and long-term incentive compensation programs, (vi) reviewing the management succession plans for executive officers, (vii) reviewing principles and objectives relating to the recruitment, training, development, compensation and evaluation of employees, (viii) reviewing pension arrangements and performance of the Company's pension plan, if

any, in conjunction with the Audit Committee of the Board, and (ix) reviewing executive compensation disclosure before the Company publicly discloses such information.

8. **Assessments**

Describe whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees and its individual directors are performing effectively.

The Board annually reviews the performance of nominees for re-election to the Board, with the objectives of ensuring comprehensive and independent oversight of the management of the Company, maintaining its working relationship with management, and promoting open communication and disclosure by management of material information to the Board with respect to the operations of the Company. Each of the charters of the committees of the Board provides that such committees will regularly report to the Board with respect to their activities, and make their minutes of meetings and supporting information available to the Board. This is intended to allow the Board to evaluate the effectiveness of its committees on an ongoing basis.

SCHEDULE “B”

AUDIT COMMITTEE CHARTER – CHAMPION IRON LIMITED (the “Company”)

The Audit Committee is a committee of the Board of Directors of the Company to which the Board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

Membership

Membership will be not less than three non-executive Directors as appointed by the Board.

Overall Purpose

The overall purpose of the Audit Committee is to protect the interests of Champion Iron shareholders and other stakeholders by overseeing:

- On behalf of the Board:
 - The integrity of financial reporting;
 - The adequacy of the control environment and the processes for identifying and managing risk;
 - The internal and external audit functions;
 - Treasury and taxation practises; and
- As requested by the Board:
 - Compliance with applicable legal and regulatory requirements and internal codes of conduct.

The Committee will assist the Board by making appropriate recommendations. The Committee does not make decisions on behalf of the Board unless such authority in respect of any matter is expressly delegated by the Board.

Chairman

The Chairman of the Audit Committee will be appointed by the Board. The Chairman of the Committee shall be independent (ie have no material relationships with Champion other than Board and Committee roles) and shall not be the Chairman of the Board.

The Chairman of the Committee shall:

- Be knowledgeable of Champion’s business and financial and auditing processes;
- Oversee planning and conduct of Committee meetings including approval of agendas and minutes;
- Oversee written and verbal reporting to the Board on key matters arising from the Committee, and
- Be involved in the selection of Committee members.

Member Requirements

All members of the Committee will be non-executive Directors and will be independent. Whilst the Chairman of the Board is precluded from chairing the Committee, the Chairman of the Board is not precluded from being a member of the Committee. All Committee members will be financially literate and at least one member will have accounting or related financial expertise.

Meeting Arrangements

The Committee shall meet at least four times a year. Additional meetings may be held if requested by the Committee Chairman. A quorum for Committee meetings will require at least two members.

The Chief Executive Officer and Chief Financial Officer will be present for the entirety of all meetings except when the Committee Chairman requests or consents otherwise. The Chairman may invite other senior management to attend meetings as appropriate.

The external and internal auditor will attend meetings at the invitation of the Chairman. The Committee will regularly meet with external and internal auditors, without management present.

All board members are to be issued an invitation to attend each meeting, including those where the focus of the discussion is period and financial reporting.

Secretarial

The Company Secretary or his designate shall be the secretary of the Committee and will be responsible for the minutes of meetings.

Responsibilities

The Committee shall oversee the external audit function. This oversight will include:

- Reviewing the performance of the external auditor;
- Making recommendations to the Board of Directors regarding the continuation or termination of the external auditor's engagement and/or any material revision to the terms of engagement;
- Evaluating the independence of the external auditor and ensuring that the provision of non-audit services by the external auditor does not adversely impact independence;
- Reviewing the appropriateness of the audit approach, scope and methodology;
- Reviewing the results of the auditor's work with particular emphasis on unresolved or unadjusted issues between auditors and management;
- Providing a direct line of communication between the external auditor and the Board which is independent of management;
- Reviewing all reports to the Board and Committee by the external auditor; and
- Approving external auditor's fees.

The Committee shall assist the Board of Directors in fulfilling its fiduciary responsibilities relating to accounting and reporting practices by:

- Reviewing compliance with Accounting Standards, Financial Reporting Standards, Stock Exchange requirements and other legal requirements;
- Reviewing the position taken by management on significant transactions and accounting issues and any unusual or highly judgemental matters;
- Monitoring the effectiveness of the accounting and internal control systems;
- Reviewing quarterly, half year and full year Financial Statements and making the necessary recommendations to the Board;
- Considering capital management matters, including proposed dividends, prior to consideration by the Board;
- Ensuring that there are no material unresolved issues between management and the external auditor; and
- Reviewing other financial information distributed externally as required.

The Committee will review other key financial processes, in particular the tax and treasury operations, to ensure prudent management practices are in place.

The Committee shall assist the Board with regard to oversight of the Company's risk management processes by:

- Developing an understanding of key risk areas and the consequences of major risk events;
- Gaining assurance as to the adequacy of the Company's policies and processes for integrating risk management into its operations; and

- Reviewing the insurance strategy and determining the extent to which it aligns with the risk exposure of the Company.

The Committee shall oversee the internal audit function. The oversight will include:

- Reviewing the performance of the internal auditor and the approval of the annual internal audit plan;
- Reviewing significant internal audit findings and action by management to address these;
- Facilitating a direct line of communication from the internal auditor which is independent of management; and
- Approving the appointment of the Manager Risk and Internal Auditor.

As requested by the Board, the Committee shall review the processes and internal controls that management have put in place to ensure compliance with laws, regulations and internal codes of conduct.

Reporting Mechanism to the Board

The Committee Chairman will report to the Board after each Committee meeting and will make recommendations to the Board as appropriate.

Access to Information and Independent Advice

The Committee has the authority, subject to the law, to require access to any information, document, report or material in the possession of any employee of the Company or any related body corporate, and all employees must comply with such requests from the Committee.

The Committee may, with prior written approval of the Chairman of the Board, obtain such independent legal, financial, and other advice as it considers necessary, with the cost borne by the Company.

Reliance

Audit Committee members are entitled to rely on employees of the Company or professional advisers or consultants engaged by the Committee or the Company where:

- There are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and
- The reliance was made in good faith and after making an independent assessment of the information.

Review Processes

The Charter, composition and annual agenda for the Committee will be reviewed at least annually. Any changes to this Charter will require the approval of the Board. The Committee will undertake a formal process of self-assessment on an annual basis. The results of this assessment will be communicated to the Board in order to assist the Board in its periodic review of the Committee's effectiveness.

SCHEDULE “C”

A SUMMARY OF THE MATERIAL TERMS OF CHAMPION IRON LIMITED’S OMNIBUS INCENTIVE PLAN (“NEW PLAN”)

The following is a summary of the material provisions of the New Plan. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the provisions of the New Plan, the full text of which is set out in Schedule “D” to the management information circular dated July 17, 2018.

Purpose

The purpose of the New Plan is to provide Eligible Persons (as defined below) with an opportunity to share in the growth in value of the Company and to encourage them to improve the longer-term performance of the Company and its returns to Shareholders. It is intended that the New Plan will assist the Company in attracting and retaining skilled and experienced employees and provide them with greater incentive to have a greater involvement with, and to focus on the longer term goals of, the Company.

Participation

The Board may invite “Eligible Persons” to participate in the New Plan. Eligible Persons include a director, full-time or permanent part-time employee of the Company or any of its affiliates or other person determined by the Board of Directors of the Company (the “**Board**”) in its absolute discretion.

Type of Awards

The following types of awards may be made under the New Plan: stock options, restricted share units, performance share units, deferred share units, or other share-based awards (collectively, the “**Awards**”). All of the Awards described below are subject to the conditions, limitations, restrictions, exercise price, vesting and forfeiture provisions determined by the Board in its sole discretion, and subject to such limitations provided in the New Plan, and will be evidenced by an award agreement. In addition, subject to the limitations provided in the New Plan and in accordance with applicable law, the Board may accelerate or defer the vesting or payment of Awards, cancel or modify outstanding Awards, and waive any condition imposed with respect to Awards or ordinary shares of the Company (the “**Ordinary Shares**”) issued pursuant to Awards.

Stock Options

A stock option is a right to purchase Ordinary Shares upon the payment of a specified exercise price as determined by the Board at the time the stock option is granted. The exercise price shall not be less than the “Market Price” of an Ordinary Share at the time the option is issued, determined as the volume weighted average price per Ordinary Shares sold on the ASX if the Eligible Person is resident in Australia and otherwise the volume weighted average trading price of the Shares on the TSX, calculated by dividing the total value by the total volume of securities traded during the period of 5 trading days immediately prior to the date of issue.

Stock options may be subject to vesting conditions as determined by the Board. The Board will establish the expiry date for each stock option, provided that in no event will the expiry date be later than the date which is ten years following the grant date.

The exercise notice of such option must be accompanied by payment in full of the purchase price for the Ordinary Shares underlying the options to be acquired. No Ordinary Shares will be issued upon the exercise of stock options in accordance with the terms of the grant until full payment therefor has been received by the Company. The New Plan provides for a cashless exercise option.

Restricted Share Units

A restricted share unit (“**RSU**”) is a unit equivalent in value to an Ordinary Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Ordinary Shares or cash based on the price of the Ordinary Shares at some future date.

A RSU will be subject to time based vesting conditions, timing of settlement and other terms and conditions, not inconsistent with the provisions of the New Plan, as the Board shall determine; provided that no RSU granted shall vest and be payable after December 31st of the third calendar year following the year of service for which the RSU was granted.

Performance Share Units

A performance share unit (“**PSU**”) is a unit equivalent in value to an Ordinary Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Ordinary Shares or cash based on the price of the Ordinary Shares based on the achievement of performance goals established by the Board over a period of time.

The Board shall have the authority to determine any vesting and settlement terms applicable to the grant of PSUs, provided that no PSU granted shall vest and be payable after December 31st of the third calendar year following the year of service for which the PSU was granted. It is currently intended that PSUs granted under the New Plan will be subject to performance based vesting conditions as the Board shall determine from time to time designed to align the participant with the Company’s corporate objectives. The Board may modify the performance based vesting conditions to any PSU as necessary to align them with the Company’s corporate objectives if there are subsequent changes in the Company’s business, operations or capital or corporate structure.

All vesting conditions shall be such that the PSUs will comply with the exception to the definition of “salary deferral arrangement” contained in paragraph (k) of subsection 248(1) of the *Income Tax Act* (Canada) or any successor provision thereto.

Deferred Share Units

A deferred share unit (“**DSU**”) is a unit equivalent in value to an Ordinary Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive Ordinary Shares or cash based on the price of the Ordinary Shares on a future date, provided that in no event shall a DSU be settled prior to the applicable participant’s date of termination of service to the Company. If DSUs are settled in Ordinary Shares, the rules of the New Plan require that the Ordinary shares be purchased on-market.

DSUs will only be issued to directors of the Company or any of its affiliates who are not employees (the “**Directors**”). Subject to the Director participation limits set out under “Participation Limits”, below, any Director may, on an annual basis, elect to receive DSUs in lieu of such Director’s annual fees or in lieu of a portion of such Director’s annual fees by giving written notice of such election to the Board.

Other Share-Based Awards

The Board may grant to an Eligible Person, subject to the terms of the New Plan, such awards, other than those described above, that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Ordinary Shares (including, without limitation, securities convertible into Ordinary Shares), as are deemed by the Board to be consistent with the purpose of the New Plan.

Participation Limits

The grant of Awards under the New Plan is subject to the following limitations: (i) the number of Ordinary Shares that are issuable to insiders (as defined by the TSX from time to time in its rules and regulations governing security based compensation arrangements) pursuant to Awards under the New Plan, the Previous Plan and any other share-based compensation arrangement adopted by the Company cannot exceed 10% of the issued and outstanding Shares; (ii) the number of Ordinary Shares that may be issued to insiders pursuant to Awards under the New Plan, the Previous Plan and any other share-based compensation arrangement adopted by the Company within a one-year period cannot exceed 10% of the issued and outstanding Ordinary Shares; (iii) the number of Ordinary Shares reserved for issuance to all Directors under all Awards shall not exceed 1% of the issued and outstanding Ordinary Shares from time to time; and (iv) the aggregate value of the Market Price of all Shares underlying Awards granted to any one Director within a one-year period cannot exceed \$150,000, of which value not more than \$100,000 in value may be comprised of stock options.

Aggregate Maximum Number under the New Plan

Subject to the adjustment provisions provided for in the New Plan, the total number of Ordinary Shares reserved for issuance pursuant to Awards granted under the New Plan, the Previous Plan and any other share-based compensation

arrangement adopted by the Company shall not exceed 10% of the issued and outstanding Ordinary Shares from time to time, representing 43,299,162 Ordinary Shares as of the date hereof.

If an outstanding Award is exercised or settled in full, for any reason expires or is terminated or cancelled without having been exercised or settled in full, or if Ordinary Shares acquired pursuant to an Award subject to forfeiture or repurchase are forfeited or repurchased by the Company for an amount not greater than the participant's purchase price, the Ordinary Shares shall again be available for grant and issuance under the New Plan.

Settlement

Unless otherwise set out in a particular award agreement, the Board may, in its absolute discretion, elect one or any combination of the following payment methods for the settlement of vested DSUs, vested RSUs, vested PSUs or such other vested share-based Awards (each, a "**Vested Share-Based Unit**"):

- (a) issuing a number of Shares from treasury to the participant equal to the number of Vested Share-Based Units on the relevant date, less the number of Shares that results by dividing the applicable withholding taxes by the Market Price as at the relevant settlement date;
- (b) causing a broker to purchase Shares on the TSX or the ASX for the account of the participant using an amount that results by multiplying (a) the relevant number of Vested Share-Based Units being settled, and (b) the Market Price on the relevant settlement date, net of applicable withholding taxes. The Company will pay all brokerage fees and commissions arising in connection with the purchase of Ordinary Shares by the Broker in accordance with the New Plan; or
- (c) making a payment in cash to the participant equal to the product that results by multiplying (a) the number of Vested Share-Based Units to be settled and (b) the Market Price on the settlement date, net of applicable withholding taxes.

Dividend Equivalents

Unless otherwise determined by the Board and set forth in the particular Award agreement, RSUs, PSUs and DSUs shall be credited with dividend equivalents in the form of additional RSUs, PSUs or DSUs, respectively, as of each dividend payment date in respect of which normal cash dividends are paid on Ordinary Shares. Such dividend equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Share by the number of RSUs, PSUs and/or DSUs, as applicable, held by the participant on the record date for the payment of such dividend, by (b) the Market Price at the close of the first business day immediately following the dividend record date, with fractions computed to three decimal places.

Dividend equivalents credited to a Participant's accounts shall vest in proportion to the RSUs, PSUs and DSUs to which they relate.

Assignment

Subject to certain exceptions provided under the New Plan (including the assignment of Awards to certain Permitted Assigns (as such term is defined in the New Plan)), Awards are not transferable or assignable.

Blackout Extension

Where the expiry date for a stock option occurs during or within nine business days following the end of a period of time when, pursuant to any policies or determinations of the Company, securities of the Company may not be traded by a person, including any period when such person has material undisclosed information pertaining to the Company (the "**Blackout Period**"), the expiry date for such stock option shall be extended to the date which is ten business days following the end of such Blackout Period.

Change of Control

Notwithstanding anything to the contrary set forth in the New Plan, upon or in anticipation of any change in control of the Company, the Board may, in its sole and absolute discretion and without the need for the consent of any participant, take one or more of the following actions contingent upon the occurrence of that change in control: (a) cause any or all outstanding stock options to become vested and immediately exercisable, in whole or in part; (b) cause any or all

outstanding RSUs, PSUs or DSUs to become non-forfeitable, in whole or in part; (c) cause any outstanding stock option to become fully vested and immediately exercisable for a reasonable period in advance of the change in control and, to the extent not exercised prior to that change in control, cancel that stock option upon closing of the change in control; (d) cancel any stock option in exchange for a substitute award; (e) cancel any RSU, PSU or DSU in exchange for restricted share units, performance share units or deferred share units with respect to the share capital of any successor person or its parent; and/or (f) redeem any RSU, PSU or DSU for cash and/or other substitute consideration with a value equal to the Market Price of a Share on the date of the change in control.

Termination

The table below sets out the effect that an Eligible Person's termination of employment or service would have on their stock options, PSUs or RSUs under the New Plan:

Component	Resignation	Retirement	Termination with cause	Termination without cause	Disability or death
Stock options	<ul style="list-style-type: none"> • unvested options expire and terminate immediately • vested options may be exercised before the expiry date or within 30 days after the resignation date, whichever is earlier 	<ul style="list-style-type: none"> • options continue to vest in accordance with their terms and may be exercised before the expiry date or within 36 months of the retirement date, whichever is earlier 	<ul style="list-style-type: none"> • options, whether vested or not, expire and terminate immediately upon notification being given 	<ul style="list-style-type: none"> • options continue to vest in accordance with their terms and may be exercised before the expiry date or within 30 days of the termination date, whichever is earlier 	<p>Disability:</p> <ul style="list-style-type: none"> • options continue to vest in accordance with their terms and may be exercised before the expiry date <p>Death:</p> <ul style="list-style-type: none"> • options become fully vested and may be exercised or surrendered within 12 months or before the expiry date, whichever is earlier
PSUs	<ul style="list-style-type: none"> • unvested PSUs are forfeited 	<ul style="list-style-type: none"> • pro-rata portion of the unvested PSUs will vest • unvested PSUs are forfeited 	<ul style="list-style-type: none"> • PSUs, whether vested or not, are forfeited 	<ul style="list-style-type: none"> • pro-rata portion of the unvested PSUs will vest • unvested PSUs are forfeited 	<ul style="list-style-type: none"> • pro-rata portion of the unvested PSUs will vest • unvested PSUs are forfeited
RSUs	<ul style="list-style-type: none"> • unvested RSUs are forfeited 	<ul style="list-style-type: none"> • pro-rata portion of the unvested RSUs will vest • unvested RSUs are forfeited 	<ul style="list-style-type: none"> • RSUs, whether vested or not, are forfeited 	<ul style="list-style-type: none"> • pro-rata portion of the unvested RSUs will vest • unvested RSUs are forfeited 	<ul style="list-style-type: none"> • pro-rata portion of the unvested RSUs will vest • unvested RSUs are forfeited

DSUs will only be settled upon a Director ceasing to hold office as a Director under any circumstances.

No Loans or Financial Assistance

The New Plan does not provide for financial assistance to participants to facilitate the payment of the purchase price for stock options.

Adjustments on Reorganizations

Appropriate adjustments to the New Plan and to Awards shall be made, and shall be conclusively determined, by the Board to give effect to adjustments in the number of Ordinary Shares resulting from subdivisions, consolidations, substitutions, or reclassifications of the Ordinary Shares, the payment of stock dividends by the Company (other than dividends in the ordinary course) or other reorganization of the capital of the Company in accordance with the rules of any stock exchange.

Amendment of the New Plan

The Board may, without Shareholder approval, amend or suspend any provision of the New Plan, or terminate the New Plan, or amend the provisions of any Award as it, in its discretion, determines appropriate subject to the requirements of any stock exchange, applicable law and the New Plan. Such changes include, without limitation: (a) amendments of a "housekeeping" or administrative nature; (b) amendments necessary to comply with the provisions of applicable law; (c) amendments necessary for Awards to qualify for favorable treatment under applicable tax laws; (d) changes to the vesting provisions or other restrictions applicable to any Award, Award agreement or the New Plan; (e) changes to the provisions of the New Plan relating to the expiration of Awards prior to their respective expiration dates upon the occurrence of certain specified events determined by the Board; (f) changes in the exercise price of a stock option granted to a participant who is not an Insider of the Company; (g) the cancellation of an Award; or (h) amendments necessary to suspend or terminate the New Plan.

Notwithstanding the above, approval of the holders of the voting shares of the Company shall be required for any amendment that: (a) reduces the exercise price of an Award for the benefit of any insider; (b) extends the term of an Award beyond its original expiry time for the benefit of any insider; (c) removes or exceeds the limits in the New Plan on participation by insiders or Directors; (d) increases the maximum number of Ordinary Shares issuable, either as a fixed number or a fixed percentage of the Company's outstanding capital; (e) amends the amendment provisions of the New Plan; or (f) allows for the transfer or assignment of Awards other than to a permitted assign, other than for normal estate settlement purposes.

SCHEDULE “D”

A SUMMARY OF THE MATERIAL TERMS OF CHAMPION IRON LIMITED’S INCENTIVE PLAN (“Previous Plan”)

The following is a summary of the material provisions of the Previous Plan. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the provisions of the Previous Plan, the terms of which are set out in the management circular which was attached to the notice of annual general meeting held on August 29, 2014 (which was filed on www.sedar.com on July 31, 2014). Following the approval of the New Plan by the Shareholders at the annual and special meeting held on August 17, 2018, all grants of equity-based awards are made pursuant to, or as otherwise permitted by, the New Plan. The Previous Plan remains in effect only in respect of outstanding awards, but no further grants will be made pursuant to the Previous Plan.

On June 25, 2014, the Board approved, subject to shareholder approval, which was obtained on August 29, 2014, amendments to the Previous Plan (i) to reserve 20% of the issued and outstanding Shares of the Company from time to time, for issuance to participants under the Previous Plan and (ii) so that upon exercise of an option the Shares which had been reserved to be issued pursuant to the Previous Plan shall become available to be issued upon the exercise of subsequent stock option grants. Prior to the amendment, the Company’s Previous Plan had no plan maximum.

Any increase in the issued and outstanding Shares would result in an increase in the available number of Shares issuable under the Previous Plan, and any exercises of options would make new grants available under the Previous Plan effectively resulting in a re-loading of the number of options available to grant under the Previous Plan. However, the number of Shares issuable thereunder no longer increases. No financial assistance is or will be provided by the Company to participants in the Previous Plan to facilitate the purchase of shares under the Previous Plan. The Previous Plan does not limit the participation of insiders.

Subject to the provisions of the Previous Plan, the directors could have received recommendations of management or any committee of the Board and would have determined and designated from time to time those eligible participants (including employees, directors and other persons as determined by the Board) to whom awards should be granted, the number of options, share rights or share appreciation rights and the terms and conditions of each such awards. The Board of Directors would have complied with all the TSX and other regulatory requirements in granting options, share rights or share appreciation rights and otherwise administering the Previous Plan.

All stock options granted under the Previous Plan had an exercise price determined and approved by the Board at the time of grant, which were granted at a price equal to the volume weighted average trading price of the Shares on the TSX or other public market if not listed on the TSX for the five (5) consecutive trading days immediately preceding the date of the award, provided that such purchase price could not be less than that from time to time permitted under the rules of any stock exchange or exchanges on which the Shares were listed at such time. The term and vesting period for options granted under the Previous Plan was determined at the discretion of the Board but in no circumstances could the options granted pursuant to the Previous Plan have a term in excess of five years.

There is no exercise price payable for share rights or share appreciation rights. The term and vesting period for share rights and share appreciation rights awarded under the Previous Plan is determined at the discretion of the Board but in no circumstances shall the awards under the Previous Plan have a term in excess of five years. The formula for determining the number of shares on vesting of a share appreciation right is ‘ $VSAR \times ENS$ ’ where VSAR is the number of vested share appreciation rights and ENS is the entitlement number of shares calculated as $(A - B) / A$ where A is the market value of a share on the vesting date of the share appreciation right (or such other value as determined by the Board) and B is the market value of a share on the date of grant of a share appreciation right (or such other value as determined by the Board), provided that $(A - B)$ is a positive number, or as otherwise specified in the award documents.

The Previous Plan is considered a “rolling plan”, as the reloading of options is permitted under the Previous Plan and options, share rights and share appreciation rights that were exercised, surrendered, terminated or expire without being exercised, as the case may be, no longer represented Shares reserved for issuance under this Previous Plan and did not decrease the number of Shares issuable. The number of Shares issuable to any one participant could not exceed 5% of the Shares then outstanding for a particular class of shares (on a non-diluted basis).

The share options, share rights and share appreciation rights issued under the Previous Plan cannot be assigned or transferred, with the exception of an assignment made to a personal representative of a deceased participant with the consent of the Board. Eligible employees are prohibited from granting any security interests over share options, share rights and share appreciation rights issued under the Previous Plan.

The Board reserves the right, in its sole discretion, to suspend or terminate the Previous Plan. In the event of a suspension or termination, the rules applicable to existing options acquired will continue to operate. Subject to the Corporations Act, the Listing Rules and any other applicable law, the Previous Plan may be amended by the Board of Directors so as to add to, delete or otherwise vary the Previous Plan at any time and in any manner it sees fit in its absolute discretion without shareholder approval. No amendment to the Previous Plan may be made which reduces the rights of Participants in respect of options acquired by them prior to the date of the amendment, other than an amendment introduced primarily:

- a) For the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation, or the Listing Rules;
- b) To correct any manifest error or mistake; or
- c) to address possible adverse tax implications In respect of the Rules arising from, among other things:
 - i. rulings from the Commissioner of Taxation;
 - ii. changes to tax legislation (including an official announcement by the Commonwealth of Australia);
or
 - iii. changes in the interpretation of tax legislation by a court or tribunal of competent jurisdiction

In accordance with the requirements of the Toronto Stock Exchange (the “TSX”) shareholders were required to re-approve the Previous Plan every three years and this was done on August 18, 2017.

Under the rules of the TSX governing security based compensation arrangements, specific shareholder approval would be required for any amendment to amendment provisions of the Previous Plan. The Previous Plan has incorporated amendment provisions requiring shareholder approval for (a) any reduction in the exercise price after an option has been granted, except in the case of an adjustment pursuant to the Previous Plan held by an insider; (b) any extension of the expiry date of an option held by an insider, or any cancellation of such an option, and the substitution of that option with a new option with extended expiration date, except in case of an extension due to a black-out period; (c) any amendment which increases the maximum number of Shares that may be issued under the Previous Plan; (d) any amendment to these amendment provisions; and (e) any other matters that may require shareholder approval under the rules and policies of the TSX. The Previous Plan has also incorporated the following amendment provisions which may be made at the Board’s discretion without shareholder approval for items including, but not limited to, the following: (a) any amendment of a “housekeeping” nature, including without limitation those made to clarify the meaning of an existing provision of the Previous Plan, correct or supplement any provision of the Previous Plan that is inconsistent with any other provision of the Previous Plan, correct any grammatical or typographical errors or amend the definitions in the Previous Plan regarding its administration; (b) a change to the vesting provisions of the Previous Plan; (c) a change to the provisions governing assignability and the effect of termination of a Participant’s employment, contract or office, or cessation of a Participant’s directorship; and (d) the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted.

Where an award was granted on terms that entitled the holder on vesting to a cash equivalent of the number of Shares in respect of which award had vested or a vested option has been exercised, the Company would pay the cash equivalent to the holder within such time as the Board determines, but subject to the listing rules of applicable exchanges and no later than one month after the vesting date for the award or the date of exercise of the option. The cash equivalent is the market value of those shares on the vesting date.

If an eligible participant ceases to be employed by the Company due to death or serious injury, disability or illness which prohibits continued employment, involuntary early retirement, retrenchment or redundancy the Board has a discretion to vest some or all of the share options, share rights and share appreciation rights held by the eligible participant. If an eligible participant ceases to be employed by the Company for a reason other than stated above, any unvested share options, share rights and share appreciation rights held by the eligible employee lapse.