



SHAREHOLDER COMMUNICATION ENGAGEMENT POLICY

The Board of Directors (the “**Board**”) of Red Eagle Mining Corporation (“**Red Eagle**” or the “**Company**”) understands the importance of constructive communication and engagement with shareholders as part of its oversight and direction of the Company.

The purpose of this Policy is to further the Board’s commitment to transparency and to facilitate communication and engagement with shareholders.

I. SHAREHOLDER COMMUNICATION

The Board believes that communication to shareholders is key to transparency and facilitates informed dialogue. The Board will communicate about Board structure and composition through the Red Eagle website and annually in the management information circular. Red Eagle’s corporate governance practices, discussion and analysis of executive and Board compensation, pay for performance philosophy and views on proposals submitted by shareholders for consideration will be communicated annually in the Company’s management information circular.

At each annual meeting of shareholders, the Board members, as nominees, will be in attendance, absent a compelling reason. The Board encourages shareholders to attend the annual meeting as it provides a valuable opportunity to discuss the Company’s performance, plans, corporate governance and other important matters with management and the Board, as appropriate.

Communications regarding the Company’s business operations, financial results and strategy are provided by senior management periodically throughout the year at various conferences, conference calls and by news release. In addition, the Company’s news releases, annual and quarterly financial statements and management’s discussion and analysis, annual information form and information circulars will be posted on the Company’s website promptly after filing.

II. SHAREHOLDER ENGAGEMENT

In order to allow the Company’s shareholders to provide timely and meaningful feedback to the Board on shareholder issues, members of the Board may, with approval from the Chair of the Board, meet with shareholders, shareholder organizations and governance groups. The intent of these discussions is for the Board to be able to listen to shareholders and to explain publicly available material information. All discussions are subject to the obligation not to make selective disclosure of a material fact or material change (as set out in detail in the Company’s Disclosure Policy). The Board member(s) present will report to the Chair of the Board on the outcome of any such meeting.

III. CONTACTING THE RED EAGLE BOARD

The Board has designated the Corporate Secretary as its agent to receive and review communications and meeting requests addressed to the Board, any Board committee or any individual director. All such communications will be reviewed by the Corporate Secretary to determine whether each is appropriate and to whom it should be directed. The Chair of the Board, together with the Corporate Secretary and the Chair of the appropriate Board committee, as applicable, will consider each appropriate request and determine how to proceed. Board members, at their discretion, will be supported as necessary by management or other Red Eagle personnel when communicating with shareholders.



Any engagement with shareholders will be limited to an agenda agreed to in advance and are subject to compliance with all applicable laws, including those regarding selective disclosure.

Shareholders may address communications to Board members as follows:

c/o Corporate Secretary
Red Eagle Mining Corporation
2348 – 666 Burrard Street
Vancouver, British Columbia
V6C 2X8 Canada

IV. REVIEW

The Corporate Governance and Compensation Committee will periodically review this policy and recommend any changes to the Board for approval. The Corporate Governance and Compensation Committee and the Board will continue to consider emerging shareholder engagement practices among other issuers and in other jurisdictions as they develop, with a view to ensuring that this Policy continues to be representative of sound corporate governance practices.

This Policy was last approved by the Board on September 15, 2017.