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NAVASOTA RESOURCES INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS TO BE HELD ON
JUNE 5, 2018**

- AND -

MANAGEMENT INFORMATION CIRCULAR

NAVASOTA RESOURCES INC.**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Navasota Resources Inc. (the "**Company**") will be held at the offices of Garfinkle Biderman LLP, Dynamic Funds Tower, 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9, on June 5, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements for the fiscal year ended April 30, 2017 and 2016, and report of the auditor and related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to re-appoint Jackson & Company, Chartered Accountants as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
4. to consider, and if deemed advisable, to confirm and ratify the 10% rolling stock option plan of the Company, as more particularly described in the accompanying Management Information Circular (the "**Information Circular**");
5. to consider and, if deemed appropriate, to adopt an ordinary resolution, with or without variations, a consolidation of the Company's outstanding common shares, on the basis of one post-consolidation common share for every five pre-consolidation common shares, as described more fully in the Information Circular;
6. to consider and, if deemed appropriate, to adopt an ordinary resolution, as more particularly set forth in the accompanying Information Circular, approving the delisting of the Company's common shares from the TSX Venture Exchange (the "**Exchange**"); and
7. to consider any permitted amendment to or variation of any matter identified in this Notice of Annual General and Special Meeting of Shareholders (this "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Toronto, Ontario, May 1, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Michael Lerner"

Michael Lerner
Chief Executive Officer and Director

MANAGEMENT INFORMATION CIRCULAR
as at May 1, 2018

This Management Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of Navasota Resources Inc. (the "Company") for use at the annual general and special meeting of its shareholders to be held on June 5, 2018 at the time and place and for the purposes set forth in the accompanying notice of the meeting (the "Meeting").

In this Information Circular, references to "the Company", "we" and "our" refer to Navasota Resources Inc. "Common Shares" means common shares without par value in the capital of the Company, "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name, and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Management of the Company does not intend to pay for intermediaries to forward to objecting beneficial owners under the proxy-related materials, and in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

The Company will not be sending proxy-related materials to registered holders or beneficial owners using notice-and-access.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors or officers of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy (and striking out the names now designated) or by completing and delivering another suitable form of proxy.** For instructions regarding the delivery of instruments of proxy, see below under the heading "Registered Shareholders".

Voting by Proxyholders

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified,
- (ii) any amendment to or variation of any matter identified therein, and
- (iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy FOR the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**") at 10 a.m. at least 48 hours prior to the time of the Meeting.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The voting instruction form ("**VIF**") supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a VIF in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space

on the VIF provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it by:

- (i) executing a proxy bearing a later date or by executing an instrument or act in writing, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare at 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (ii) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Company has fixed the record date for the Meeting at the close of business on May 1, 2018 (the "**Record Date**"). Shareholders of the Company of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date.

The quorum for the transaction of business at a meeting of shareholders is two shareholders, or one or more proxyholder representing two members, or one member and a proxyholder representing another member.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The directors and officers of the Company have an interest in the resolutions concerning the election of directors and the ratification of the Company's employee stock option plan (the "**Rolling Plan**"). Otherwise no director or senior officer of the Company or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of shares or otherwise in the matters to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of shares in the capital of the Company.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The voting securities of the Company consist of Common Shares. The Company is authorized to issue an unlimited number of Common Shares. As at the date of this Information Circular, 20,330,529 Common Shares were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting. Common Shares are listed on the NEX board of the TSX Venture Exchange (the "**Exchange**") under the trading symbol "NAV.H".

Other than as disclosed below, as at the Record Date, to the knowledge of the Company, and based on the Company's review of the records maintained by Computershare, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of any class of voting securities of the Company, on a non-diluted basis.

Name	Aggregate Number of Common Shares	Percentage of Outstanding Common Shares
Steven Mintz	2,500,000	12.30%
Marc Lustig	2,500,000	12.30%
Jennifer Goldman	2,500,000	12.30%
Gregory Wilson	2,500,000	12.30%

VOTES NECESSARY TO PASS RESOLUTIONS

Unless otherwise stated, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the British Columbia Securities Commission are specifically incorporated by reference into, and form an integral part of, this Information Circular: April 30, 2017 year-end financial statements, report of the auditor thereon and related management discussion and analyses. Copies of documents incorporated herein by reference may be obtained by a shareholder upon request without charge from the Company. These documents are also available through the internet on SEDAR, which can be accessed at www.sedar.com.

CURRENCY

In this Information Circular, unless otherwise indicated, all references to "CAD\$" or "\$" refer to Canadian dollars.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

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

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

Board of Directors

The Board is currently composed of three (3) directors, Michael Lerner, Navjit Dhaliwal and Timothy Towers. All of the current directors will be nominated as directors for the ensuing year.

NI 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors, within the meaning set out under National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the current directors and proposed nominees, Michael Lerner, Chief Executive Officer is a current executive officer and Najit Dhaliwal, former Chief Financial Officer, was an executive officer until May 7, 2018, and both are therefore not considered to be "independent". In assessing NI 58-101 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. The remaining director, Timothy Towers is considered to be an independent director since he is independent of management and free from any material relationship with the Company.

The Board does not have a majority of independent directors. Accordingly, the Board takes the following additional steps to facilitate its independence:

1. On matters involving discussion of management compensation, the independent directors will meet as a separate committee to enhance open discussion.
2. On operational matters of the Company involving the performance of its Chief Executive Officer, the remaining directors will meet independently.

In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Company, disclose the nature and extent of his or her interest to the meeting and abstain from voting on or against the approval of such participation.

Directorships

The following table sets forth the directors of the Company who currently hold directorships in other reporting issuers:

Name	Name and Jurisdiction of Reporting Issuer	Position	Exchange	From	To
Michael Lerner	Jiminex Inc.	Director	NEX	Oct. 2016	Present
	Fairmont Resources Inc.	Director	TSX Venture	Dec. 2017	Present
Navjit Dhaliwal	Jiminex Inc.	Director	NEX	Oct. 2016	Present
Timothy Towers	Jiminex Inc.	Director	NEX	Aug. 2017	Present

Orientation and Continuing Education

New board members receive an orientation package, which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company's facilities and are combined with tours and 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 Board members.

Ethical Business Conduct

The Board has not adopted specific guidelines. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgment. If a director has a material interest in

any transaction or agreement that the Company proposes to enter into, such director is expected to disclose such interest to the Board in compliance with the applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or agreement. Further, any director who has a material interest in any proposed transaction or agreement will be excluded from the portion of the Board meeting concerning such matters and will be further precluded from voting on such matters.

Nomination of Directors

The Board 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 carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation Committee

The compensation committee is appointed by the Board, and meets at least annually to establish, administer and evaluate the compensation philosophy, policies and plans for non-employee directors and executive officers, to provide guidance to the Company on corporate governance matters, to make recommendations to the Board regarding director and executive compensation and to review the performance and determine the compensation of the Chief Executive Officer, based on criteria including the Company's performance and accomplishment of long-term strategic objectives, each individual corporate officer's performance and comparable compensation paid to similarly-situated officers in comparable companies. The members of the compensation committee are Timothy Towers and Navjit Dhaliwal. Each member of the compensation committee has relevant experience serving on the board of directors of public and private companies, which assists them in administering the compensation objectives of the Company.

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

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

Audit Committee Disclosure

Pursuant to NI 52-110, the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

Audit Committee's Charter

The Board is responsible for reviewing and approving the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The audit committee of the Company (the "**Audit Committee**") assists the Board in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process, the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company. The Audit Committee reports its findings to the Board for its consideration in approving the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company for issuance to the shareholders.

Pursuant to NI 52-110, the Audit Committee is required to have a charter. A copy of the Company's Audit Committee Charter is annexed hereto as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The following are the members of the Audit Committee:

<u>Name</u>	<u>Independence</u> ⁽¹⁾	<u>Financial Literacy</u> ⁽²⁾
Navjit Dhaliwal	Independent	Financially literate
Timothy Towers	Independent	Financially literate
Michael Lerner	Not Independent	Financially literate

Notes:

1. Within the meaning of subsection 6.1.1(3) of NI 52-110, which requires a majority of the members of an audit committee of a venture issuer not to be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer.
2. Within the meaning of subsection 1.6 of NI 52-110.

Relevant Education and Experience

Mr. Navjit Dhaliwal (CPA, CA) holds a Bachelors in Mathematics and Masters in Accounting from the University of Waterloo, and has previous experience working with a mid-sized accounting firm in Toronto for several years on assurance engagements. Mr. Dhaliwal also worked for Canada's largest condominium developer in the internal reporting, audit and tax division. His prior experience includes performing audit engagements both as an external auditor and internally within an organization. Mr. Dhaliwal has a wealth of experience to bring to the audit committee.

Mr. Towers has 40 years' experience in accounting, administration and business management. Mr. Towers was previously the President and Chief Executive Officer of Silver Shield Resources Inc., a TSX Venture Exchange listed junior mining issuer, from 2007 to 2013. Mr. Towers currently sits on the board of directors of Jiminex Inc., which is also listed on the TSX Venture Exchange. Prior to that, Mr. Towers served as the Chief Accountant, Assistant Controller and Controller for various industrial concerns in South Western Ontario and was also a corporate secretary and accountant for Temex Resources Corp., an Exchange listed company, and YGC Resources Ltd., a mining exploration listed on the Toronto Stock Exchange.

Mr. Lerner is also the Chief Executive Officer and a director of Jiminex Inc. and Fairmont Resources Inc. since October of 2016 and December of 2017, respectively. Previously, Mr. Lerner was the Chief Executive Officer of Happy Creek Minerals Ltd. from 2012 to 2013 and Deep-South Resources Inc. from April 2014 to November 2014. Mr. Lerner has been working in capital markets and institution equity for the last 20 years.

Audit Committee Oversight

At no time since the commencement of the Company's fiscal years ended April 30, 2017 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

The Company is relying on the exemption in Section 6.1 of NI 52-110 (*Venture Issuers*). The Company also relied on the exemption in 6.1.1(6) (*Death, Incapacity or Resignation*) for the commencing March 10, 2017, since it was required to appoint Mr. Dhaliwal to the audit committee following certain resignations from the Board and its audit committee. At no time since the commencement of the Company's fiscal year ended April 30, 2017 has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Notes:

1. The relevant disclosure for Messrs. Gillis, Lerner and Dhaliwal is provided in the Summary Compensation Table for Named Executive Officers above.
2. Mr. Iadarola resigned on August 15, 2015.
3. Mr. Willis resigned on January 24, 2017.

*Director Outstanding Option-Based Awards***Stock Options and Other Compensation Securities**

There were no compensation securities granted or issued to any director by the Company or its subsidiaries during the financial year ended financial years ended April 30, 2017 and 2016 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Exercise of Compensation Securities by Directors

There were no options exercised by a director during the financial years ended April 30, 2017 and 2016.

Compensation Discussion and Analysis*Introduction*

The Compensation Discussion and Analysis section of this Information Circular sets out the objectives of the Company's executive compensation arrangements, the Company's executive compensation philosophy and the application of this philosophy to the Company's executive compensation arrangements.

When determining the compensation arrangements for the Named Executive Officers and directors, the Board considers the objectives of: (i) retaining an executive critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of the Company; and (iv) rewarding performance, both on an individual basis and with respect to the business in general.

Benchmarking

In determining the compensation level for each executive, the Board looks at factors such as the relative complexity of the executive's role within the organization, the executive's performance and potential for future advancement, the compensation paid by other companies in the same industry as the Company, and pay equity considerations.

Elements of Compensation

The compensation paid to the Named Executive Officers and directors in any year consists of three (3) primary components:

base salary;

long-term incentives in the form of stock options granted under the Rolling Plan; and

incentive bonuses.

The Company believes that making a significant portion of the Named Executive Officers' and directors' compensation based on a base salary, long-term incentives and incentive bonuses supports the Company's executive compensation philosophy, as these forms of compensation allow those most accountable for the Company's long-

term success to acquire and hold the Company's shares. The key features of these three primary components of compensation are discussed below:

1. Base Salary

Base salary recognizes the value of an individual to the Company based on his or her role, skill, performance, contributions, leadership and potential. It is critical in attracting and retaining executive talent in the markets in which the Company competes for talent. Base salaries for the Named Executive Officers and directors are reviewed annually. Any change in the base salary of a Named Executive Officer or a director is generally determined by an assessment of such executive's performance, a consideration of competitive compensation levels in companies similar to the Company and a review of the performance of the Company as a whole and the role such executive officer played in such corporate performance.

2. Stock Option Awards

The Company provides long-term incentives to the Named Executive Officers and directors in the form of stock options as part of its overall executive compensation strategy (for a description of the material terms of the Rolling Plan, see "Ratification of 10% Rolling Stock Option Plan" below). The Board believes that stock option grants serve the Company's executive compensation philosophy in several ways: they help attract, retain, and motivate talent; they align the interests of the Named Executive Officers and directors with those of the shareholders by linking a specific portion of the officer's total pay opportunity to share price; and they provide long-term accountability for Named Executive Officers and directors.

3. Incentive Bonuses

Any bonuses paid to the Named Executive Officers and directors are allocated on an individual basis related to the review by the Board of the work planned during the year and the work achieved during the year, including work related to mineral exploration, administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations.

The Company does not have any policies which permit or prohibit a Named Executive Officer or director to purchase financial instruments.

Termination and Change of Control Benefits and Management Contracts

There are no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer or director at, following or in connection with respect to change of control of the Company, or severance, termination or constructive dismissal of or a change in a Named Executive Officer's or director's responsibilities.

Securities Authorized for Issuance under Equity Compensation Plans

No option-based awards or share-based awards were granted, vested or earned during the most recently completed financial year to any director.

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company's most recently completed financial year.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of Common Shares remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)
Equity compensation plans approved by securityholders	350,000	\$0.04	Nil
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	350,000	\$0.04 per Common Share	350,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company are indebted to the Company as of the date hereof or were indebted to the Company at any time during the fiscal year ended April 30, 2017.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below and elsewhere in this Information Circular (including the documents incorporated by reference herein), management of the Company is not aware of any material interest, direct or indirect, of any informed person of the Company, or any associate or affiliate of any such informed person, in any transaction since the commencement of the Company's fiscal year ended April 30, 2017 or in any proposed transaction, that has materially affected or would materially affect the Company or any of its subsidiaries.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The shareholders will receive and consider the audited financial statements of the Company for the fiscal years ended April 30, 2017 and 2016 together with the auditor's reports thereon.

Election of Directors

The term of office of each of the current directors will end at the conclusion of the Meeting. Each director elected at the Meeting will hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed, unless his or her office is earlier vacated according to the provisions of the by-laws of the Company or the *Business Corporations Act* (British Columbia).

The Board is currently composed of three (3) directors: Michael Lerner, Navjit Dhaliwal and Timothy Towers. All of the current members of the Board were appointed since the last annual meeting of the Company's shareholders. It is proposed that all of the current directors be re-nominated at the Meeting.

The following table sets out the names of management's nominees for election as directors, each nominee's province and country of residence, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of

Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

Name of Nominee, Current Position with the Company, and Province/State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Director Since	Number of Voting Securities ⁽²⁾
Michael Lerner ⁽³⁾ Ontario, Canada President, CEO and Director	The Chief Executive Officer and a director of Jiminex Inc. and Fairmont Resources Inc. since October of 2016 and December of 2017, respectively. Previously, Mr. Lerner was the Chief Executive Officer of Happy Creek Minerals Ltd. from 2012 to 2013 and Deep-South Resources Inc. from April 2014 to November 2014. Mr. Lerner has been working in capital markets and institution equity for the last 20 years.	October 2016	Nil
Navjit Dhaliwal ⁽³⁾⁽⁴⁾ Ontario, Canada Director	CFO and Director of Jiminex Inc. since October of 2016, and CFO of Jourdan Resources Inc. from May 1, 2017 to August 30, 2017. Mr. Dhaliwal holds a Bachelors I Mathematics and Masters in Accounting from the University of Waterloo, and has previous experience working with a mid-sized accounting firm in Toronto.	March 2017	Nil
Timothy Towers ⁽³⁾ Ontario, Canada Director	Mr. Towers has 40 years' experience in accounting, administration and business management. Mr. Towers was previously the President and Chief Executive Officer of Silver Shield Resources Inc., a TSX Venture Exchange listed junior mining issuer, from 2007 to 2013. Mr. Towers currently sits on the board of directors of Jiminex Inc., which is also listed on the TSX Venture Exchange. Prior to that, Mr. Towers served as the Chief Accountant, Assistant Controller and Controller for various industrial concerns in South Western Ontario and was also a corporate secretary and accountant for Temex Resources Corp., an Exchange listed company, and YGC Resources Ltd., a mining exploration listed on the Toronto Stock Exchange.	August 2017	Nil

Notes:

1. Information furnished by the respective director nominees.
2. Voting securities of the Company beneficially owned, or controlled or directed, directly or indirectly as of the Record Date. Information regarding voting securities held does not include voting securities issuable upon the exercise of options, warrants or other convertible securities of the Company. Information in the table above is derived from the Company's review of insider reports filed with System for Electronic Disclosure by Insiders (SEDI) and from information furnished by the respective director nominees.
3. Member of the Audit Committee for the upcoming fiscal year.
4. Member of the Compensation Committee for the upcoming fiscal year.

* Denotes Chairman of a committee.

Details of the committees of the Board are provided under the heading "Statement of Corporate Governance".

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. **Shares represented by proxies in favour of the management nominees will be voted IN FAVOUR of the election of the above nominees as directors of the Company, unless a shareholder has specified in his proxy that his shares are to be withheld from voting on election of such nominees.**

The Company has not adopted a majority voting policy for directors for non-contested meetings.

Orders, Penalties and Bankruptcies

To the knowledge of the Company, as of the date hereof, no nominee:

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

For the purposes of the above section, the term "order" means:

a cease trade order, including a management cease trade order;

an order similar to a cease trade order; or

an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Company, as of the date hereof, no nominee has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

- (A) any other penalties or sanctions imposed by a court or regulatory body.

Approval of Share Consolidation

The Company seeks Shareholder approval at the Meeting for a special resolution to consolidate (the "**Consolidation**") all of the issued and outstanding Common Shares on the basis of one post-consolidation Common Share for five pre-consolidation Common Shares with the Consolidation to be implemented by the Board at any time prior to the next annual meeting of the Shareholders of the Company, such that on completion of the Consolidation on a 1:5 basis, all of the 20,330,529 issued and outstanding Common Shares will be consolidated into 4,066,106 issued and outstanding Common Shares. This Consolidation remains subject to all required regulatory approvals including Shareholder approval. The number of outstanding stock options and warrants of the Company will similarly be adjusted on the same basis as the Common Shares, and the exercise prices adjusted accordingly.

Reasons for the Consolidation

Pursuant to Exchange rules, Exchange listed issuers may not issue shares at a price below \$0.05 per share. As the price of the Common Shares of the Company has been below \$0.05 per share due, management believes, to a sustained downturn across the board in the mineral exploration sector, it is management's view that authorizing the Consolidation is in the best interests of the Company. If the Consolidation is undertaken, the Company will be in a better position to seek financing to continue its operations.

Effect on Common Shares

The Consolidation will not materially affect the percentage ownership in the Company by the Shareholders even though such ownership will be represented by a smaller number of Common Shares. The Consolidation will merely proportionately reduce the number of Common Shares held by the Shareholders.

Effect on Convertible Securities

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including under outstanding stock options, warrants, rights and any other similar securities will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, on the same basis as the consolidation of the Common Shares.

Fractional Common Shares

If, as a result of the Consolidation, a Shareholder would otherwise be entitled to a fraction of a Common Share in respect of the total aggregate number of pre-consolidation Common Shares held by such Shareholder, no such fractional Common Share will be awarded. The aggregate number of Common Shares that such Shareholder is entitled to will be rounded down to the nearest whole number of Common Shares. Except for any change resulting from the rounding described above, the change in the number of Common Shares outstanding that would result from the Consolidation will cause no change in the stated capital attributable to the Common Shares.

Certain Risks Associated with the Consolidation

There can be no assurance that the total market capitalization of the Company (the aggregate value of all Common Shares at the market price then in effect) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per-share market price of the Common Shares following the Consolidation will equal or exceed the direct arithmetical result of the Consolidation.

If the Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than would occur in the absence of the Consolidation. The market price of the Common Shares may, however, also reflect the Company's performance and other factors which are unrelated to the number of Common Shares outstanding.

Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding after the Consolidation. The Consolidation may result in some Shareholders owning "odd lots" of less than 1,000 Common Shares on a post-consolidation basis which may be more difficult to sell, or require greater transaction costs per share to sell.

Notice of Consolidation and Letter of Transmittal

A letter of transmittal will be sent by Computershare to each Shareholder if and when the Consolidation is effected. The letter of transmittal will contain instructions on how to surrender Common Share certificate(s) representing pre-Consolidation Common Shares to Computershare should a Consolidation be approved at the Meeting and implemented by the Board.

Procedure for Non-Registered Shareholders

Non-registered Shareholders holding the Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than those that will be put in place by the Company for registered Shareholders. If you hold the Common Shares with such bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee to obtain instructions for processing the Consolidation.

Shareholder Approval

In accordance with the *Business Corporations Act* (British Columbia) (the "**Act**"), the Consolidation resolution must be approved by the majority specified in the Company's articles, which specify that a simple majority of the votes cast by the Shareholders represented at the Meeting in person or by proxy.

At the Meeting, the following ordinary resolution (the "**Consolidation Resolution**"), with or without variation, will be placed before the Shareholders in order to approve the Consolidation:

"IT IS RESOLVED, AS A ORDINARY RESOLUTION, THAT:

1. the Company's common shares (the "Common Shares") be consolidated on the basis of one (1) post-consolidation Common Share for every existing five (5) pre-consolidation Common Shares (the "Consolidation"), with the timing of the Consolidation to be determined by the Board at a later date. Such determination will be subject to completion of the Consolidation prior to the Company's next annual meeting of its shareholders;
2. despite the foregoing authorization, the Board may, at its absolute discretion, determine when the Consolidation will take place and may further, at its discretion, determine not to effect a consolidation of all of the issued and outstanding Common Shares, in each case without requirement for further approval, ratification or confirmation by the Shareholders;
3. notwithstanding the foregoing, the Board is hereby authorized, without further approval of or notice to the Shareholders, to revoke this ordinary resolution at any time before it is acted upon; and
4. any one or more directors and officers of the Company be authorized to perform all such acts, deeds and things and execute all such documents and other writings, as may be required to give effect to this ordinary resolution."

The foregoing resolution permits the directors of the Company, without further approval by the Shareholders, to proceed with the Consolidation at any time following the date of this Meeting. Alternatively, the directors of the Company may choose not to proceed with the Consolidation if the directors, in their discretion, deem that it is no longer desirable to do so.

Effective Date

Subject to the approval of the Exchange, or any other applicable stock exchange or regulatory body, the Consolidation will be effective on the date on which articles of amendment of the Company are filed and certified by the Ministry, on which the directors of the Company determine to carry out the Consolidation.

If the Consolidation is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Consolidation.

Shares represented by proxies in favour of the management nominees will be voted in favour of the Consolidation Resolution unless a shareholder has specified in his proxy that his shares are to be voted against the Consolidation Resolution.

Appointment of Auditor

The directors propose to nominate Jackson & Company, Chartered Accountants, the present auditors, as the auditors of the Company to hold office until the close of the next annual meeting of shareholders. The present auditors of the Company were first appointed on February 1, 2017 prior to which Beauchamp and Company LLP served as auditors of the Company. See additionally Schedule "B" attached hereto for the reporting package in respect of the change of auditor of the Company effective February 1, 2017.

In the past, the directors have negotiated with the auditors of the Company on an arm's length basis in determining the fees to be paid to the auditors. Such fees have been based on the complexity of the matters in question and the time incurred by the auditors. The directors believe that the fees negotiated in the past with the auditors of the Company were reasonable and in the circumstances would be comparable to fees charged by other auditors providing similar services.

In order to appoint Jackson & Company, Chartered Accountants as auditors of the Company to hold office until the close of the next annual meeting, and authorize the directors to fix the remuneration thereof, a majority of the votes cast at the Meeting must be voted in favour thereof.

Shares represented by proxies in favour of the management nominees will be voted in favour of the appointment of Jackson & Company, Chartered Accountants as auditor of the Company and authorizing the Board to fix the auditor's remuneration, unless a shareholder has specified in his proxy that his shares are to be withheld from voting on the appointment of auditor.

Ratification of 10% Rolling Stock Option Plan

The Exchange policies requires that rolling stock option plans which set the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares from time to time must be approved and ratified by shareholders and submitted to the Exchange for approval on an annual basis.

The Company's shareholders initially approved its stock option plan (the "**Rolling Plan**") at the annual general meeting of shareholders held on November 10, 2011, and shareholders most recently gave annual approval of the Rolling Plan at the annual general meeting held on December 2, 2014. The aggregate number of Common Shares reserved for issuance under the Rolling Plan and Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time may not exceed 10% of the Company's outstanding Common Shares at the time of grant.

The Rolling Plan is administered by the Board and provides for grants of options to directors, officers, employees of and consultants to the Company at the discretion of the Board. The term of any options granted under the Rolling Plan will be fixed by the Board and may not exceed ten years. The exercise price of options granted under the Rolling Plan will be determined by the Board, but the exercise price must not be less than the lowest price permitted by the Exchange. Any options granted pursuant to the Rolling Plan will terminate at the end of such period of time (to be determined in each instance by the Board at the time of grant) which shall not be in excess of six months after

the option holder ceases to serve as a director, officer, employee of or consultant to the Company or any of its affiliates, unless such cessation is on account of death, disability or termination of employment with cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately. The Rolling Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the Company's shares.

Subject to the approval of any stock exchange on which the Company's securities are then listed, the Board may terminate, suspend or amend the terms of the Rolling Plan, provided that the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, shareholder approval, and, where required, disinterested shareholder approval as contemplated by the policies of the Exchange, or by the written consent of the holders of a majority of the securities of the Company entitled to vote:

- increase the aggregate number of Common Shares which may be issued under the Rolling Plan;
- materially modify the requirements as to the eligibility for participation in the Rolling Plan that would have the potential of broadening or increasing insider participation;
- add any form of financial assistance or any amendment to a financial assistance provision which is more favourable to participants under the Rolling Plan;
- add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the Rolling Plan reserve; and
- materially increase the benefits accruing to participants under the Rolling Plan.

However, the Board may amend the terms of the Rolling Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

- amendments to the Rolling Plan of a housekeeping nature;
- a change to the vesting provisions of a security or the Rolling Plan; and
- a change to the termination provisions of a security or the Rolling Plan which does not entail an extension beyond the original expiry date.

As of the date of this Information Circular there are no options issued and outstanding.

A copy of the Rolling Plan is available for viewing by shareholders at the Company's registered office located at 6 Adelaide Street West, Suite 310, Toronto, Ontario M5C 1H6, during normal business hours at any time up to and including the day prior to the day of the meeting or any adjournment thereof, as well as at the Meeting to which this Information Circular relates.

The Rolling Plan must be approved annually by our shareholders, as well as by the Exchange. Shareholders will be asked at the Meeting to vote on the following ordinary resolution (the "**Rolling Plan Resolution**"):

"RESOLVED THAT:

1. the Company's 2011 Stock Option Incentive Plan (the "**Rolling Plan**"), all as more particularly described in the Company's Information Circular dated May 1, 2018, with such changes to the Rolling Plan as may be required by the TSX Venture Exchange, is approved, ratified and confirmed; and
2. any director or officer of the Company is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may

determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.”

Shares represented by proxies in favour of the management nominees will be voted in favour of the Rolling Plan Resolution unless a shareholder has specified in his proxy that his shares are to be voted against the Rolling Plan Resolution.

Voluntary Delisting

The Company intends to apply to voluntarily delist its Common Shares from the Exchange. Shareholders will be asked at the Meeting to consider, and if thought fit, to pass, with or without variation, a resolution authorizing the Company to make an application to voluntarily delist the Common Shares from the NEX, the stock exchange on which it is currently listed (the “**Delisting**”). The implementation of the Delisting is conditional upon the Company obtaining any necessary regulatory consents. The Delisting resolution also provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Delisting, without further approval of the Shareholders. In particular, the Board may determine not to present the Delisting resolution to the Meeting or, if the Delisting resolution is presented to the Meeting and approved by Shareholders, the Board may determine after the Meeting not to proceed with completion of the proposed Delisting.

Reasons for the Voluntary Delisting

Due to continued weak market conditions, the Company must consider all measures necessary to preserve its business which includes assessing cost cutting measures to preserve its working capital position. In reviewing the Company’s current expenses, the Board has examined the costs associated with of maintaining a listing of its Common Shares on the Exchange and accordingly, the Board has determined that one potential alternative to reducing its costs and preserving its working capital may be to make application to the Exchange to voluntarily delist the Company’s Common Shares from trading on the Exchange.

Effects of the Voluntary Delisting

The Delisting will result in the Company’s Common Shares not being listed or traded on any stock exchange, public market or trading platform. Previously freely tradeable securities of the Company will continue to be freely tradeable securities, however, a shareholder’s ability to liquidate his or her shareholdings will be reduced as there will be no public forum for effecting such a sale of shares. Accordingly, shareholders may not be able to sell their shares or liquidate their shareholdings if they are unable to find private buyers for such shares.

The Company will remain a reporting issuer under applicable securities laws, and therefore will continue to be required to meet the obligations imposed on reporting issuers under such laws, which include, but is not limited to, the filing on SEDAR (www.sedar.com) of audited financial statements and interim quarterly financial statements and corresponding MD&A, and material change reports.

Completion of the Delisting is subject to the acceptance of the Exchange and there is no guarantee that the Exchange will approve the Delisting.

Shareholders are being asked to approve the following ordinary resolution (the “**Delisting Resolution**”):

“BE IT RESOLVED THAT:

1. The Company is hereby authorized to apply to voluntarily delist its securities from the NEX;
3. The Company is further hereby authorized to seek approval of another qualified stock exchange, to list its securities for public trading;
4. Notwithstanding that this resolution has been duly approved by the shareholders of the Company, the board of directors of the Company, in its sole discretion and without the requirement to obtain any further

- approval from the shareholders of the Company, is hereby authorized and empowered to revoke this resolution at any time before it is acted upon without further approval from the shareholders; and
5. Any officer or director of the Company be and is hereby authorized and directed for and in the name of and on behalf of the Company, to execute or cause to be executed, whether under the corporate seal of the Company or otherwise, and to deliver or to cause to be delivered, all such other documents and instruments, and to do or cause to be done all such other acts and things, as in the opinion of such officer or director may be necessary or desirable in order to carry out the intent of this special resolution.”

To be approved, the Delisting requires the affirmative vote of (i) at least a majority of the votes cast on the Delisting Resolution at the Meeting, whether in person or by proxy; and (ii) “majority of the minority shareholder approval” obtained in accordance with the requirements of the Exchange, being at least a majority of the votes cast on the Delisting at the Meeting excluding votes attaching to Common Shares held by promoters, directors, officers and other insiders of the Company, whether in person or by proxy. To the knowledge of the Company, such persons own an aggregate of 10,000,000 Common Shares as of May 1, 2018, representing approximately 49% of all issued and outstanding Common Shares as of such date. There can be no assurance that the requisite Shareholder approval of the Delisting Resolution will be obtained.

Shares represented by proxies in favour of the management nominees will be voted in favour of the Delisting Resolution unless a shareholder has specified in his proxy that his shares are to be voted against the Delisting Resolution.

INDICATION OF OFFICER AND DIRECTORS

All of the directors and executive officers of the Company have indicated that they intend to vote their Common Shares in favour of each of the above resolutions. In addition, unless authority to do so is indicated otherwise, the persons named in the enclosed form of proxy intend to vote the Common Shares represented by such proxies in favour of each of the above resolutions.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 6 Adelaide Street East, Unit 301, Toronto, Ontario, M5C 1H6, to request copies without charge of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for the fiscal years ended April 30, 2017 and 2016 which are filed on SEDAR.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Toronto, Ontario, May 1, 2018.

BY ORDER OF THE BOARD

/s/ " Michael Lerner

Michael Lerner
Chief Executive Officer and Director

SCHEDULE "A"
AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company is to provide an open avenue of communication between management, the Company’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with international financial reporting standards (“**IFRS**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company’s Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company’s accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting issuer pursuant to National Instrument 52-110, the *Business Corporations Act* (British Columbia) and the articles of the Company.

SCHEDULE "B"
CHANGE OF AUDITOR PACKAGE

See attached.

NAVASOTA RESOURCES INC.
432 Royal Avenue
Kamloops, BC
V2B 3P7

NOTICE OF CHANGE OF AUDITOR

**TO: BEAUCHAMP AND COMPANY LLP AND TO: JACKSON AND COMPANY,
CHARTERED PROFESSIONAL ACCOUNTANTS**

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of the Company, the Board of Directors of the Company resolved on February 1, 2017 that:

- A. The resignation, at the request of the Company, of Beauchamp and Company LLP, on February 1, 2017, as auditor of the Company be accepted, and
- B. Jackson and Company, Chartered Professional Accountants, be appointed as auditor of the Company to be effective February 1, 2017, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) we confirm that:

- 1. Beauchamp and Company LLP, resigned at the request of the Company as auditor of the Company;
- 2. Beauchamp and Company LLP, has not expressed any reservation in its reports for the most recently completed fiscal years which were audited, being April 30, 2014 and 2013, nor for the period from the most recently completed period for which Beauchamp and Company LLP, issued an audit report in respect of the Company and the date of this Notice;
- 3. the resignation of Beauchamp and Company LLP, and appointment of Jackson and Company, Chartered Professional Accountants, as auditor of the Company were considered by the Audit Committee and approved by the Board of Directors of the Company;
- 4. in the opinion of the Board of Directors of the Company, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company, being April 30, 2014 and 2013, nor any period from the most recently completed period for which Beauchamp and Company LLP, issued an audit report in respect of the Company and the date of this Notice; and
- 5. the Notice, resignation and letters of the auditors have been reviewed by the Audit Committee and the Board of Directors.

Dated as of February 1, 2017.

JIMINEX RESOURCES INC.
(s) Michael Lerner
Per: Michael Lerner
Michael Lerner, President and CEO

February 23rd, 2017

To: **British Columbia Securities Commission**
12th floor, 701 West Georgia Street
PO Box 10142, Pacific Centre
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission
Suite 600, 250 – 5 Street SW
Calgary, AB T2P 0R4

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street W
Toronto, ON M5H 3S8

Dear Sir or Madam:

Re: Notice of Change of Auditors –Navasota Resources Inc. (the “Company”)

We have read the statements made by Navasota Resources Inc. (the “Company”) in its Notice of Change of Auditors dated February 1st, 2017 (the “Notice of Change”), which has been filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statement in the Notice of Change.

Yours very truly,

Jackson & Company

Chartered Professional Accountants

Vancouver, B.C.

February 23rd, 2017

February 16, 2017

TO: British Columbia Securities Commission
Alberta Securities Commission

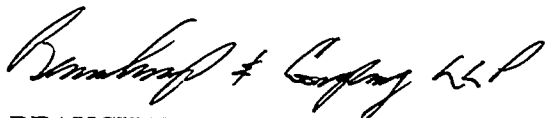
AND TO: TSX Venture Exchange

Dear Sirs/Mesdames:

RE: NAVASOTA RESOURCES INC. - CHANGE OF AUDITOR

We have reviewed the Notice of Change of Auditor of the Company dated February 1, 2017, and confirm that, based on our knowledge of the information stated therein, we agree with the statements in the Notice.

Sincerely,



BEAUCHAMP & COMPANY LLP

PWB/smb