

This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult with your investment dealer, broker, bank manager, lawyer or other professional advisor.



NAVASOTA RESOURCES INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS TO BE HELD**

**ON
NOVEMBER 12, 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 November 12, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

1. to pass a special resolution approving a change in the name of the Company from "Navasota Resources Inc." to such other name as may be determined by the board of directors of the Company (the "**Board**"), in its sole discretion, effective for twelve (12) months from the date of such approval, as more particularly set forth in the accompanying management information circular dated October 8, 2018 (the "**Circular**");
2. subject to completion of the proposed reverse takeover of the Company by I.M.C. Holdings Ltd. ("**IMC**"), whereby the Company will acquire from IMC 100% of the issued and outstanding securities of IMC (the "**RTO**"), to elect a new Board to hold office following the RTO;
3. to pass an ordinary resolution authorizing and approving the consolidation of the issued and outstanding common shares in the capital of the Company (the "**Common Shares**") on the basis of one (1) post-consolidation Common Share for a minimum of every existing two (2) pre-consolidation Common Shares and a maximum of five (5) pre-consolidation Common Shares issued and outstanding immediately prior to the consolidation, with the final ratio to be determined by the Board, in its sole discretion, effective for twelve (12) months from the date of such approval, as more particularly set forth in the accompanying Circular; and
4. 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 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 Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the 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, October 8, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Michael Lerner"

Michael Lerner
Chief Executive Officer and Director

MANAGEMENT INFORMATION CIRCULAR

as at October 8, 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 November 12, 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 October 3, 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

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, 9,778, 686 Common Shares were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting.

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
Jason I. Goldman Professional Corporation	1,032,015	10.55%
Greg Wilson	1,320,826	13.51%
Marc Lustig	1,320,826	13.51%

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, 2018 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 in accordance with Form 58-101F2, as set forth 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 Balu Gopalakrishnan.

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 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, Balu Gopalakrishnan 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
	Randsburg International Gold Corp.	Director	NEX	July 2018	Present
Navjit Dhaliwal	Jiminex Inc.	Director	NEX	Oct. 2016	Present
Balu Gopalakrishnan	Randsburg International Gold Corp.	Director	NEX	July 2018	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 Balu Gopalakrishnan 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, in accordance with Form 52-110F2 if management solicits proxies from shareholders for the purpose of electing directors to the Board. .

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:

Name	Independence⁽¹⁾	Financial Literacy⁽²⁾
Navjit Dhaliwal	Independent	Financially literate
Balu Gopalakrishnan	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. Gopalakrishnan is a Chartered Accountant with significant public company experience, including more than six years with XCEED Mortgage Corporation, where he gained significant experience preparing the company's annual and quarterly consolidated financial statements, Management Discussion and Analysis (MD&A) of for quarterly and annual regulatory filings in accordance with International Financial Reporting Standards. Currently, Mr. Gopalakrishnan is serving as director and Chief Financial Officer and he has become more involved with public companies, such as: Fairmont Resources Inc. and Randsburg International Gold Corp.

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 year ended April 30, 2018 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). At no time since the commencement of the Company's fiscal year ended April 30, 2018 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.

Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

Aggregate fees paid to the Auditor during the fiscal periods indicated were as follows:

Fees	Fiscal Year Ended April 30, 2018	Fiscal Year Ended April 30, 2017
Audit Fees	\$11,245.50	\$33,736.50
Audit-related Fees ⁽¹⁾	Nil	Nil
Tax Fees ⁽²⁾	Nil	Nil
All Other Fees ⁽³⁾	Nil	Nil
Total	\$11,245.50	\$33,736.50

Notes:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other row, including fees related to the review of Company's Management Discussion & Analyses.

STATEMENT OF EXECUTIVE COMPENSATION

Summary Compensation Table for Named Executive Officers

The following table provides a summary of total compensation earned during the fiscal year ended April 30, 2018 and 2017 by the Company's Chief Executive Officer and Chief Financial Officer, the most highly compensated executive officer of the Company who was serving as such as at the end of the applicable fiscal year and whose total compensation was more than \$150,000 (the "**Other Executive Officer**"), if any, and each other individual who would have been an Other Executive Officer but for the fact that such individual was neither serving as an executive officer, nor acting in a similar capacity, as at the end of the applicable fiscal year, for services rendered in all capacities during such period (collectively, the "**Named Executive Officers**"). The Named Executive Officers of the Company for the purposes of this Information Circular are James Gillis (President, CEO and director until January 24, 2017), Michael Lerner (CEO and director since January 24, 2017) and Navjit Dhaliwal (CFO and director since March 10, 2017, but resigning solely in his capacity as CFO effective May 7, 2018). The Company does not have any pension plan or incentive plans (whether equity or non-equity based) other than its stock option plan.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation ⁽¹⁾ (\$)	Total Compensation (\$)
James Gillis ⁽¹⁾⁽²⁾ , President, Chief Executive Officer and Director	2018 2017	Nil 16,025	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Michael Lerner ⁽³⁾⁽⁴⁾ , Executive Officer and Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Navjit Dhaliwal ⁽⁵⁾⁽⁶⁾⁽⁷⁾ , CFO and Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:

1. Mr. Gillis resigned on January 24, 2017.
2. Mr. Gillis was not paid compensation in his director role.
3. Mr. Lerner was appointed as a director and CEO as of February 10, 2017.
4. Mr. Lerner was not paid compensation in his director role.
5. Mr. Dhaliwal was appointed as a director and CFO as of March 10, 2017.
6. Mr. Dhaliwal was not paid compensation in his director role.
7. Mr. Dhaliwal resigned as CFO on July 31, 2018.

Stock Options and Other Compensation Securities

There were no compensation securities granted or issued to any Named Executive Officer by the Company or its subsidiaries during the financial years ended April 30, 2018 and 2017 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Exercise of Compensation Securities by Named Executive Officers

There were no options exercised by a Named Executive Officer during the financial years ended April 30, 2018 and 2017.

Compensation of Directors

Individual Director Compensation

The following table provides a summary of all amounts of compensation provided to the directors of the Company during the financial years ended April 30, 2018 and 2017.

Table of Compensation of Excluding Compensation Securities ⁽¹⁾							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation ⁽¹⁾ (\$)	Total Compensation (\$)
Russell Williams ⁽²⁾ , Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil

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. 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, 2018 and 2017 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, 2018 and 2017.

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:

1. base salary;
2. long-term incentives in the form of stock options granted under the Rolling Plan; and
3. 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 Security holders	NIL	N/A	NIL
Equity Compensation Plans Not Approved by Security holders	NIL	N/A	NIL
Total	NIL	N/A	NIL

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, 2018.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below and elsewhere in this 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, 2018 or in any proposed transaction, that has materially affected or would materially affect the Company or any of its subsidiaries.

Steven Mintz, the Chief Financial Officer of the Company, had a material interest in the Company's debt settlement that closed June 26, 2018, wherein the Company issued an aggregate of 5,712,666 Common Shares at a price of \$0.05

per Common Share in settlement of an aggregate of \$285,633 in debt (the “**Debt Settlement**”), being that Mr. Mintz acquired 344,005 of such Common Shares. Further details on the Debt Settlement can be found in the Company’s news release dated June 26, 2018. Mr. Mintz also had a material interest in the Company’s private placement that closed April 13, 2018, wherein the Company issued 10,000,000 units (“**Units**”) at a price of \$0.01 for aggregate gross proceeds of \$100,000, each such Unit being comprised of one Common Share and one common share purchase warrant, such warrants entitling the holders thereof to purchase one further Common Share at a price of \$0.02 (the “**Private Placement**”). Mr. Mintz acquired 2,500,000 of such Units. Further details on the Private Placement can be found in the Company’s news release dated April 13, 2018.

Jason I. Goldman Professional Corporation (“**JGPC**”), a company which owns more than 10% of the Company’s outstanding Common Shares, had a material interest in the Debt Settlement, wherein it acquired 1,032,015 Common Shares.

Greg Wilson, an individual who owns more than 10% of the Company’s outstanding Common Shares, had a material interest in the Debt Settlement, wherein he acquired 820,826 Common Shares and the Private Placement, wherein he acquired 2,500,000 Units.

Marc Lustig, an individual who owns more than 10% of the Company’s outstanding Common Shares, had a material interest in the Debt Settlement, wherein he acquired 820,826 Common Shares and the Private Placement, wherein he acquired 2,500,000 Units.

All of the parties noted above also have a material interest in the proposed RTO (as defined below) as a result of the securities of the Company that they acquired in the Debt Settlement or Private Placement. Further details pertaining to the RTO are disclosed under “Particulars of Matters to Be Acted Upon” below and in the Company’s news release dated June 25, 2018.

PARTICULARS OF MATTERS TO BE ACTED UPON

As announced by way of press release dated June 25, 2018, the Company intends to complete a reverse takeover with I.M.C. Holdings Ltd. (“**IMC**”), whereby the Company will acquire from IMC 100% of the issued and outstanding securities of IMC pursuant to an acquisition agreement to be entered into in due course (the “**RTO**”).

1. Approval of Name Change

Upon the completion of the RTO, the Company will carry on the business currently carried on by IMC; and accordingly, the Board is recommending that the corporate name be changed such name as the Board and IMC see fit (the “**Name Change**”).

The text of the special resolution to be voted on at the Meeting by the shareholders is set forth below.

“**BE IT RESOLVED**, as a special resolution of the shareholders of Navasota Resources Inc. (the “**Company**”) that:

1. the Company is hereby authorized to amend its articles to change the Company's name as the directors see fit;
2. notwithstanding the foregoing, the Board is hereby authorized, without further approval of or notice to the Shareholders, to revoke this special resolution at any time before it is acted upon; and
3. any one (or more) director(s) or officer(s) of the Company be and is hereby authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this resolution.”

Absent contrary instructions, shares represented by proxies in favour of the management nominees will be voted in favour of the special resolution authorizing the Name Change.

2. Election of Directors

Upon completion of the RTO, the six (6) proposed members of the listed below are intended to replace the current board (the “**Post-RTO Board**”).

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	Occupation, Business or Employment⁽¹⁾	Director Since	Number of Voting Securities
Jesse Kaplan, Director <i>Toronto, Ontario</i>	Investment Banking at First Republic Capital Corp. since 2012; Managing Partner at Seek Capital Ltd. since 2010.	N/A	Nil
Oren Shuster, Chief Executive Officer, Director and Chairman <i>Ra'anana, Israel</i>	CEO of IMC since 2008; Co-CEO of Ewave Group Ltd. since 1999.	N/A	Nil
Steven Mintz, Director <i>Toronto, Ontario</i>	President of St. Germain Capital Corp. since 1998.	N/A	1,532,015
Marc Lustig, Director <i>West Vancouver, British Columbia</i>	Chief Executive Officer of CannaRoyalty Corp. since 2016; Head of Capital Markets at Dundee Capital Markets from 2012 to 2014; Principal of KES 7 Capital.	N/A	1,320,826
Adam K. Szweras, Director <i>Toronto, Ontario</i>	Barrister & Solicitor; Partner at Fogler, Rubinoff LLP since 2006; Chairman of Foundation Markets Inc. since 2005.	N/A	Nil
Sidney Himmel, Director <i>Toronto, Ontario</i>	Chairman of the Board of Khiron Life Sciences Corp. since 2017; Chairman of the Board of Namaste Technologies Inc. from April 2016 to October 2016; President & CEO of IC Potash Corp. from 2007 to 2015.	N/A	Nil

Notes:

- Information furnished by the respective director nominees.

Corporate Cease Trade Orders or Bankruptcies

No member of the Post-RTO Board is, or has been, within the past 10 years before the date hereof, a director or executive officer of any issuer that, while that person was acting in that capacity: (i) was 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; or (ii) was subject to an event that resulted, after the 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.

No member of the Post-RTO Board is, or has been, within the past 10 years before the date hereof, a director or executive officer of any issuer that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

No member of the Post-RTO Board has, within the 10 years before the date hereof, 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 such person's assets.

Penalties or Sanctions

No member of the Post-RTO Board has: (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, other than penalties for late filing of insider reports; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of each of the members of the Post-RTO Board specified above as directors of the Company following the completion of the RTO. If, prior to the Meeting, any vacancies occur in the proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Company and FOR each of the remaining proposed nominees.

3. Approval of Share Consolidation

The Company seeks Shareholder approval at the Meeting for an ordinary resolution to consolidate (the "**Consolidation**") all of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for a minimum of every existing two (2) pre-consolidation Common Shares and a maximum of five (5) pre-consolidation Common Shares issued and outstanding immediately prior to the Consolidation, with the final ratio to be determined by the Board, in its sole discretion, effective for twelve (12) months from the date of such approval. This Consolidation remains subject to all required regulatory approvals and 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.

Reason for the Consolidation

The Consolidation is an anticipated condition to the completion of the RTO. If the Consolidation is not approved at the Meeting, the Company may not be able to proceed with the RTO. The Board believes that the Consolidation is in the best interests of the Company and therefore unanimously recommends that shareholders vote in favour of the ordinary resolution approving the Consolidation.

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:

"BE IT RESOLVED, as an ordinary resolution of the shareholders of Navasota Resources Inc. (the "**Company**") that:

1. the Company's common shares (the "**Common Shares**") be consolidated on the basis of one (1) post-consolidation Common Share for a minimum of every existing two (2) pre-consolidation Common Shares and a maximum of five (5) pre-consolidation Common Shares issued and outstanding immediately prior to the consolidation, with the final ratio to be determined by the Board, in its sole discretion, effective for twelve (12) months from the date of such approval, with the timing of the Consolidation to be determined by the Board at a later date;
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 any 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.

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, 2018 and 2017 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, October 8, 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.