

Triangle Industries Ltd.

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS
TO BE HELD ON JANUARY 14, 2019**

AND

INFORMATION CIRCULAR

December 10, 2018

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Circular, you should immediately contact your advisor.

TRIANGLE INDUSTRIES LTD.
Suite 810, 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN THAT an annual general meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Triangle Industries Ltd. ("**Triangle**" or the "**Corporation**") will be held at Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2, on Monday, January 14, 2019, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended December 31, 2017;
2. to set the number of directors at four (4);
3. to elect the directors of the Corporation to hold office until the next annual meeting of Shareholders;
4. to appoint Davidson & Company LLP, as the Corporation's auditor for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
5. to ratify, confirm and approve all good faith acts, deeds and things done by the directors and officers of the Corporation on its behalf since the last annual general meeting of the Corporation;
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Corporation's Board of Directors has fixed December 10, 2018 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered Shareholder of the Corporation and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, or from outside North America at 416-263-9524, or by mail or hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, no later than 5:00 p.m. on January 10, 2019 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the

foregoing that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Dated at Vancouver, British Columbia, this 10th day of December, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Signed: "*Lucas Birdsall*"

Lucas Birdsall, Director, CFO and Corporate Secretary

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TRIANGLE INDUSTRIES LTD.
Suite 810, 789 West Pender Street
Vancouver, British Columbia
V6Z 2R9

INFORMATION CIRCULAR

This Circular accompanies the Notice of the annual general meeting (the “**Meeting**”) of the Shareholders of Triangle Industries Ltd. (“**Triangle**”, or the “**Corporation**”), and is furnished to Shareholders holding Triangle Shares, in connection with the solicitation by the management of The Corporation of proxies to be voted at the annual general meeting to be held at 10:00 am on Monday, January 14, 2019 at Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2 or at any adjournment or postponement thereof.

Unless the context otherwise requires, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Glossary of Terms in this Circular.

INFORMATION CONTAINED IN THIS INFORMATION CIRCULAR

The date of this Circular is December 10, 2018. Unless otherwise stated, all amounts herein are in Canadian dollars. The following documents filed by the Corporation on SEDAR at www.sedar.com are specifically incorporated by reference into, and form an integral part of, this Circular: the audited consolidated financial statements of the Corporation and the related notes thereto, for the financial years ended December 31, 2017 and 2016; the report of the Corporation's auditor thereon; and management's discussion and analysis related to the above financial statements.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisers in connection therewith.

INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact contained herein, the information presented in this Circular constitutes “forward-looking statements” or “information” (collectively “**statements**”). These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

In some cases, forward-looking statements can be identified by terminology such as “may”, “will”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “predict”, “forecast”, “outlook”, “potential”, “continue”, “should”, “likely”, or the negative of these terms or other comparable terminology. Although management believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements and information include, but are not limited, risks related to our limited operating history and history of no earnings, competition from other companies in the exploration industry, uncertainties with respect to titles of mineral properties, aboriginal land title claims, changes to government regulations, dependence on key personnel, general economic conditions, local economic conditions, interest rates, availability of equity and debt financing, development costs, including costs of

labor, equipment and environmental compliance, inability to secure drilling and exploration permits, lack of mineral reserves and other risks factors described from time to time in the documents filed by us with applicable securities regulators, including in this Circular under the heading “Risk Factors”.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Corporation undertakes no obligation to update any forward-looking statement if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

GLOSSARY OF TERMS

“**BCBCA**” means the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended, including the regulations promulgated thereunder;

“**Beneficial Shareholders**” mean holders of Triangle Shares held of record by Intermediaries;

“**Board**” means the board of directors of the Corporation;

“**Business Day**” means a day other than a Saturday, Sunday or other than a day when banks in the City of Vancouver, British Columbia are not generally open for business;

“**Circular**” means this management information circular;

“**Computershare**” means Computershare Investor Services Inc.;

“**Corporation**” mean Triangle Industries Ltd.;

“**IFRS**” means international financial reporting standards in effect in Canada at the relevant time, including the accounting recommendations in the Handbook of the Canadian Institute of Chartered Accountants;

“**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders;

“**Laws**” means all laws, by-laws, statutes, rules, regulations, principles of law, orders, ordinances, protocols, codes, guidelines, policies, notices, directions and judgments or other requirements and the terms and conditions of any grant of approval, permission, authority or license of any governmental entity (including the TSXV or NEX) or self-regulatory authority, to the extent each of the foregoing have the force of law, and the term “applicable” with respect to such laws and in a context that refers to one or more Parties, means such laws as are applicable to such Party or its business, undertaking, property or securities and emanate from a Person having jurisdiction over the Party or Parties or its or their business, undertaking, property or securities; and “**Laws**” includes environmental laws;

“**Meeting**” means the annual general meeting of the Shareholders to be held on January 14, 2019, and any adjournment(s) or postponement(s) thereof;

“**NEX**” means the NEX board, a separate board of the TSX Venture Exchange;

“**NI 43-101**” means National Instrument 43-101 *Standards of Disclosure for Mineral Projects*;

“**Notice of Meeting**” means the notice of the Meeting;

“**Person**” means an individual, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, trustee, executor, administrator or other legal representative;

“**Registrar**” means the Registrar of Companies for British Columbia duly appointed under the BCBCA;

“**Registered Shareholder**” means a registered holder of Triangle Shares as recorded in the shareholder register of Triangle maintained by Computershare Investor Services Inc.;

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval;

“**Shareholders**” means the holders from time to time of Triangle Shares;

“**Tax Act**” means the Income Tax Act (Canada) and the regulations thereunder, all as amended from time to time;

“**Triangle Option Plan**” means the Corporation's stock option plan under which the Corporation grants incentive stock options to purchase Triangle Shares;

“**Triangle Shares**” means the common shares without par value of Triangle, as constituted on the date of this Agreement;

“**TSXV**” means the TSX Venture Exchange;

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Corporation will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Corporation. The Corporation does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Corporation has requested brokers and nominees who hold stock in their respective names to furnish the proxy-related materials to their customers, and the Corporation will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation. No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Corporation. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

The Corporation has arranged for intermediaries to forward the Meeting materials to beneficial owners of Triangle Shares (the “**Beneficial Shareholders**”) held of record by those intermediaries. The Corporation has distributed or made available for distribution, copies of the Notice, this Circular and form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to Beneficial Shareholders held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Corporation if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Corporation will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

The Corporation does not intend to pay for Intermediaries to forward to objecting Beneficial Shareholders under NI 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*. An objecting Beneficial Shareholder will not receive such materials unless the objecting Beneficial Shareholder's Intermediary assumes the cost of delivery.

These proxy-related materials are being sent to both registered and non-registered Shareholders. If you are a non-registered Shareholder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your Triangle Shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. On a show of hands, every Shareholder is entitled to one vote for each Triangle Share that such Shareholder holds on the record date of December 10, 2018 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of Registered Shareholders is available for inspection during normal business hours at the offices of Computershare, or online at www.computershare.com/ca/proxy, and will be available at the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Corporation.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Corporation's registrar and transfer agent, Computershare Investor Services Inc., by fax within North America at 1-866 249-7775, or from outside North America at 416-263-9524, or by mail or hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, no later than 5:00 pm on Thursday, January 10, 2019, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxy

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Triangle at the address set forth above, at any time up to and

including the last Business Day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Triangle Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Triangle Shares represented will be voted or withheld from the vote on that matter accordingly. **The Triangle Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Triangle Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE BOARD FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the Designated Persons with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Corporation is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Triangle Shares on any matter, the Triangle Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold shares in their own name. Beneficial Shareholders who do not hold their shares in their own name should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Triangle Shares can be recognized and acted upon at the Meeting. If Triangle Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Triangle Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Triangle 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 Triangle Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Corporation (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). **Beneficial Shareholders should ensure that instructions respecting the voting of their Triangle Shares are communicated to the appropriate person well in advance of the Meeting.**

Triangle does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Triangle Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to Registered Shareholders by Triangle. However, its purpose is limited to instructing the Registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Triangle Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Triangle Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Triangle Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Triangle Shares voted at the Meeting.**

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

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his, her or its Triangle Shares.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of common shares without par value. As of the record date, determined by the Board to be the close of business on December 10, 2018, a total of 25,862,783 Shares were issued and outstanding. Each Triangle Share carries the right to one vote at the Meeting.

Only Registered Shareholders as of the record date, December 10, 2018, are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Triangle Shares carrying more than 10% of the voting rights attached to the outstanding Triangle Shares.

AUDITED FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the fiscal period ended December 31, 2017, and the report of the auditors on those statements will be placed before the Meeting. Receipt at the Meeting of the audited financial statements of the Corporation will not constitute approval or disapproval of any matters referred to in those statements. No vote will be taken on the audited financial statements. These audited financial statements are available at www.sedar.com.

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, both of the Canadian Securities Administrators, a person or corporation who in the future wishes to receive annual and interim financial statements from the Corporation must deliver a written request for such material to the Corporation. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the Request form attached to this Circular and send it to the transfer agent, Computershare.

NUMBER OF DIRECTORS

The articles of the Corporation provide for a Board of no fewer than three directors and no greater than a number as fixed or changed from time to time by ordinary resolution passed by the Shareholders.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Corporation for the ensuing year at four (4). The number of directors will be approved if the affirmative vote of the majority of Triangle Shares present or represented by proxy at the Meeting and entitled to vote, are voted in favour to set the number of directors at four (4). **Management recommends the approval of the resolution to set the number of directors of Triangle at four (4).**

ELECTION OF DIRECTORS

At present, the directors of the Corporation are elected at each annual meeting and hold office until the next annual meeting or until their successors are duly elected or appointed in accordance with the Corporation's articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the proxy, all of whom are presently members of the Board.

Management of the Corporation proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Corporation. Information concerning such persons, as furnished by the individual nominees, as of the date of this Circular, is as follows:

Name, Province, Country of Residence & Position(s)	Principal Occupation Business or Employment for Last Five Years	Date Elected or Appointed as Director	Number of Triangle Shares Owned
<i>Lucas Birdsall</i> ⁽¹⁾ <i>Vancouver, BC</i>	See "Details of Directors Not Previously Elected by a Shareholder" below	April 25, 2018	160,000
<i>Sean Bromly</i> ⁽¹⁾ <i>Vancouver, BC</i>	See "Details of Directors Not Previously Elected by a Shareholder" below	May 18, 2018	NIL
<i>Richard Savage</i> ⁽¹⁾ <i>North Vancouver, BC</i>	See "Details of Directors Not Previously Elected by a Shareholder" below	May 22, 2018	NIL
<i>Brian Morrison</i> <i>North Vancouver, BC</i>	See "Details of Directors Not Previously Elected by a Shareholder" below	August 8, 2018	NIL

Notes:

1. Member of Audit Committee

DETAILS OF DIRECTORS NOT PREVIOUSLY ELECTED BY A SHAREHOLDER VOTE

Mr. Lucas Birdsall - Mr. Birdsall serves as a director and officer of several public companies, including Phamalogix Investments Corp., where he serves as President, CEO and director, Cameo Resources Corp., where he serves as a director, and Express Capital Corp., where he serves as a director. Mr. Birdsall is a graduate of the Beedie School of Business at Simon Fraser University. The Company looks forward to his contributions.

Mr. Sean Bromley - Mr. Bromley works in corporate finance at a boutique investment firm. He is a former investment advisor with a number of years' experience working with public companies. Mr. Bromley is a Director of several TSX Venture and Canadian Securities Exchange listed companies.

Mr. Richard Savage – Mr. Savage began his career as an Investment Advisor at Yorkton Securities (which became Richardson GMP) in 1988 and remained there 28 years. He was consistently one of the top producing advisors for many years. He was also part of Yorkton, one of the top mining and technology firms in Canada, and a member of Yorkton's Board of Directors 2000-2001. Throughout his career, Richard served and managed a diverse client base of over 2000 accounts and was responsible for raising funds for Initial Public Offerings, Private Placements, Capital Pool Companies.

Mr. Brian Morrison - Mr. Morrison received a Bachelor of Commerce degree from the University of Northern British Columbia in 2004 and completed the Canadian Securities Course in 2006. Previously, Mr. Morrison was an account manager with the international financial services and stock transfer company Computershare Investor Services Inc. Since June 2008, he has been a self-employed consultant working in the area of public company administration. Mr. Morrison currently serves and has previously served as a director or as chief financial officer of various publicly traded issuers.

Management recommends the approval of each of the nominees listed above for election as a director of Triangle for the ensuing year.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Triangle Shares represented by proxy for the election of any other persons as directors.

Cease Trade Orders

Other than as described below, to the knowledge of the Corporation, as of the date hereof, no Nominee:

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 Corporation) that:

- (a) was subject to a cease trade order or similar order or an order that denied the corporation access to any statutory exemptions for a period of more than 30 consecutive days (an "**Order**"), which was issued while the proposed director or executive officer was acting in the capacity as director, CEO or CFO; or
- (b) was subject to an Order that was issued after the director or executive officer 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, CEO or CFO.

Bankruptcies

To the best of the Corporation's knowledge, no proposed director of the Corporation is, or within ten (10) years before the date of this Circular, has been a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency.

Personal Bankruptcies

To the best of the Corporation's knowledge, no proposed director of the Corporation has, within ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or

compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Securities Related Penalties and Sanctions

To the best of the Corporation's knowledge, no proposed director has been subject to, or entered into a settlement agreement resulting from:

- (a) a court order relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

"CEO" means an individual who acted as chief executive officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year;

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries;

"NEO" or "named executive officer" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year;

"option-based award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock; and

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

Named Executive Officer and Director Compensation

The following table summarizes the compensation paid to the directors and NEOs of the Corporation for the last two completed financial years:

Table of compensation excluding compensation securities							
Name and position	Year Ended December 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Lucas Birdsall Director, CFO and Corporate Secretary	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil
Richard Savage Director, CEO	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil
Sean Bromley Director	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil
Brian Morrison Director	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil
Neil Halldorson ⁽¹⁾ Former Director and Former CEO	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil
Michael Reimann ⁽²⁾ Former Director	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil
Keith Scott ⁽³⁾ Former Director	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil
Geoffrey Edwards ⁽⁴⁾ Former Director , Former Corporate Secretary and Former CFO	2017 2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes

1. Mr. Neill Halldorson ceased being CEO and a Director of the Corporation on May 22, 2018;
2. Mr. Michael Reimann ceased being a Director of the Corporation on May 18, 2018;
3. Mr. Keith Scott ceased being a Director of the Corporation on May 4, 2018;
4. Mr. Geoffrey Edwards ceased being CFO, Corporate Secretary and a Director of the Corporation on April 25, 2018.

Other than as set forth in the foregoing table, the named executive officers and directors have not received, during the most recently completed financial year, compensation pursuant to any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments, any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors, or any arrangement for the compensation of directors for services as consultants or experts.

Stock Options and Other Compensation Securities

The following tables set forth the details of all compensation securities granted or issued to each named executive officer and director by the Corporation (or any subsidiary, as applicable) in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation (or any subsidiary, as applicable):

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Lucas Birdsall Director, CFO and Corporate Secretary	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Richard Savage Director, CEO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Sean Bromley Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Brian Morrison Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

No named executive officer or director of the Corporation exercised any outstanding compensation securities during the most recently completed financial year of the Corporation.

Stock Option Plans and Other Incentive Plans

The Board has adopted a stock option plan whereby a maximum of 10% of the issued and outstanding Triangle Shares, from time to time, may be reserved for issuance pursuant to the exercise of incentive stock options. Under the terms of the Triangle Option Plan, options may be granted only to: (i) our employees, officers, directors, and consultants; (ii) employees, officers, directors, and consultants of an affiliate of ours; and (iii) any other person deemed suitable by the Board to receive options to purchase Triangle Shares.

The exercise price of any option when exercised may not be less than the greater of the closing market price of the Triangle Shares on: (a) the last trading day immediately preceding the date of grant of the option; and (b) the date of grant of the option; provided however, that if the Triangle Shares are not listed on any securities exchange, the exercise price may not be less than the fair market value of the Triangle Shares as may be determined by the Board on the day immediately preceding the date of the grant of such option.

The options are non-assignable and non-transferable. Options granted under the Triangle Option Plan have a maximum term of five years and can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Triangle Option Plan or within 90 days (or as otherwise determined by the Board) after ceasing to be an eligible optionee, or, if the optionee dies, within one year from the date of the optionee's death.

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Triangle Option Plan or may terminate the Triangle Option Plan at any time.

The decision to grant options is made by the Board as a whole, and a grant is approved by directors' resolutions or at a meeting of the Board. Decisions address vesting, maximum term, number of options, exercise price and method of exercise.

Oversight and Description of Named Executive Officer and Director Compensation

The Board is responsible for determining, by way of discussions at board meetings, the compensation to be paid to the executive officers of the Corporation. The Corporation at this time does not have a formal compensation program with specific performance goals; however, the performance of each executive is

considered along with the Corporation's ability to pay compensation and its results of operation for the period.

Triangle's executive compensation is currently comprised of a base fee or salary. Base fees or salaries are intended to provide current compensation and a short-term incentive for the NEO to meet the Corporation's goals, as well as to remain competitive with the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the NEO.

Compensation is designed to achieve the following key objectives:

- (e) to support our overall business strategy and objectives;
- (f) to provide market competitive compensation that is substantially performance-based;
- (g) to provide incentives that encourage superior corporate performance and retention of highly skilled and talented employees; and
- (h) to align executive compensation with corporate performance and therefore Shareholders' interests.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or at any time during the two most recently completed financial years was, a director or executive officer of Triangle, a proposed nominee for election as a director of Triangle, or an associate of any of the foregoing individuals, has been indebted to Triangle at any time since the commencement of Triangle's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, no: (a) director, proposed director or executive officer of the Corporation; (b) person or company who beneficially owns, directly or indirectly, Triangle Shares or who exercises control or direction of Triangle Shares, or a combination of both carrying more than ten percent of the voting rights attached to the outstanding Triangle Shares (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation, except with an interest arising from the ownership of the Corporation Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52110**") requires the Corporation, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

Composition of the Audit Committee

As of the date of this Circular, the following are the members of the Audit Committee:

Audit Committee Members		
Lucas Birdsall	Non-Independent	Financially literate
Richard Savage	Non-Independent	Financially literate
Sean Bromley	Independent	Financially literate

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each member that is relevant to the performance of his responsibilities as a member of the Audit Committee is as follows:

Mr. Lucas Birdsall - Mr. Birdsall serves as a director and officer of several public companies, including Phamalogix Investments Corp., where he serves as President, CEO and director, Cameo Resources Corp., where he serves as a director, and Express Capital Corp., where he serves as a director. Mr. Birdsall is a graduate of the Beedie School of Business at Simon Fraser University. The Company looks forward to his contributions.

Mr. Richard Savage – Mr. Savage began his career as an Investment Advisor at Yorkton Securities (which became Richardson GMP) in 1988 and remained there 28 years. He was consistently one of the top producing advisors for many years. He was also part of Yorkton, one of the top mining and technology firms in Canada, and a member of Yorkton's Board of Directors 2000-2001. Throughout his career, Richard served and managed a diverse client base of over 2000 accounts and was responsible for raising funds for Initial Public Offerings, Private Placements, Capital Pool Companies.

Mr. Sean Bromley - Mr. Bromley works in corporate finance at a boutique investment firm. He is a former investment advisor with a number of years' experience working with public companies. Mr. Bromley is a Director of several TSX Venture and Canadian Securities Exchange listed companies.

Oversight

Since the commencement of the Corporation's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year, have we relied on the exemption in sections 2.4 (De Minimis Non-audit Services), 3.2 (Initial Public Offerings), 3.4 (Events Outside Control of Member), 3.5 (Death, Disability or Resignation of Audit Committee Member) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Reliance on the Exemption in Subsection 3.3(2) or Section 3.6

At no time since the commencement of our most recently completed financial year, have we relied on the exemption in subsection 3.3(2) (Controlled Companies) or section 3.6 (Temporary Exemption for Limited and Exception Circumstances) of NI 52-110.

Reliance on Section 3.8

At no time since the commencement of our most recently completed financial year, have we relied on section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

Reliance on Section 6.1

Pursuant to section 6.1 of NI 52-110, as a venture issuer we are relying on the exemption from the audit committee composition requirements and certain reporting obligations found in Parts 3 and 5 of NI 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Corporation’s external auditor for services provided in auditing the Corporation’s annual financial statements for the subject year. “Audit-Related Fees” are fees not included in audit fees that are billed by the Auditor for assurance and related services that are reasonably related to the performance of the audit review of the Corporation’s financial statements. “Tax Fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All Other Fees” are fees billed by the Auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Auditor in the last two fiscal years, by category, are as set out in the table below.

Financial Year Ended December 31	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
2017	7,140	None	1,000	None
2016	7,140	None	1,000	None

CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board and the Corporation’s management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Corporation’s corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Corporation’s management through frequent meetings of the Board.

Independence of Directors

As a venture issuer, Triangle is exempt from the independence requirements of NI 52-110, Part 3.

Directorships

The current directors of Triangle and each of the individuals to be nominated for election as a director of Triangle at the Meeting may serve as a director or officer of one or more other reporting issuers as at the date of this Notice of Meeting and Circular. However, our directors are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any of our projects or opportunities. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not we will participate in any project or opportunity, that director will primarily consider the degree of risk to which we may be exposed and our financial position at that time.

The following directors of the Corporation also serve as directors of other reporting issuers:

Director	Other Reporting Issuer(s)
Lucas Birdsall	Phamalogix Investments Corp., Cameo Cobalt Corp., Blue Aqua Holdings Ltd., Damara Gold Corp., BMGB Capital Corp., Express Capital Corp.
Sean Bromly	BMGB Capital Corp, White Gold Corp, Pacific Rim Cobalt Corp., Big Sky Petroleum Corp, Atlas Blockchain Group Inc., Inform Resources Corp.
Richard Savage	Crystal Lake Mining Corp., CI Financial Income Fund
Brian Morrison	Decade Resources Ltd., ML Gold Corp., Letho Resources Corp., Global Vanadium Corp., BMGB Capital Corp.

To the best of our knowledge, there are no known existing or potential conflicts of interest among us and our promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

Orientation and Continuing Education

The Board of the Corporation briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education, but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills as required to meet their obligations as directors. In addition, the Board undertakes strategic planning sessions with management.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law of Canada and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of Shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the required time, show support for the Corporation's mission and strategic objectives, and a willingness to serve.

Compensation

The Board conducts reviews with regard to the compensation of the directors and CEO once a year. To make its recommendations on such compensation, the Board informally takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

At present, no compensation is paid to the directors of the Corporation in their capacity as directors. The Board does not currently have a compensation committee.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Circular, no director or executive officer of the Corporation who was a director or executive officer since the beginning of the Corporation's last financial year, each proposed nominee for election as a director of the Corporation, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Triangle Shares or other securities in Triangle or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to pass an ordinary resolution re-appointing Davidson & Company LLP as the auditor to hold office until the next annual meeting of the Shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board to fix the remuneration to be paid to the auditor. Davidson & Company LLP, of Vancouver, British Columbia has served as the auditor for Triangle since July 2, 2010.

Management recommends that Shareholders vote for the approval of the re-appointment of Davidson & Company LLP as the auditor for Triangle for the ensuing year at a remuneration to be fixed by the Board.

RATIFICATION OF ACTS OF DIRECTORS

Shareholders will be asked to ratify and approve all acts and deeds of directors, acting in good faith on behalf of the Corporation, since the last annual general meeting of the Shareholders.

Management recommends that Shareholders vote for the approval of the ratification of acts of directors.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available at www.sedar.com under the Corporation's profile. Shareholders may contact the Corporation at its head office by mail at Suite 810, 789 West Pender Street, Vancouver, BC V6C 1H2, to request copies of the Corporation's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the audited financial statements and MD&A for the Corporation for its year ended December 31, 2017.

OTHER MATTERS

Management of Triangle knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting included at the beginning of this Circular. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named in the proxy to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The Board has authorized and approved the content of this Circular has been approved and the delivery of it to each Shareholder of Triangle entitled to receive it and to the appropriate regulatory agencies.

Dated at Vancouver, British Columbia as of the 10th day of December, 2018.

ON BEHALF OF THE BOARD

Triangle Industries Ltd.

(signed) "Lucas Birdsall"

Lucas Birdsall
Director, CFO and Corporate Secretary