

BIOCURE TECHNOLOGY INC.

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, FEBRUARY 7, 2018**

NOTICE OF MEETING

AND

INFORMATION CIRCULAR

JANUARY 11, 2018

BIOCURE TECHNOLOGY INC.
#300-1055 West Hastings Street
Vancouver, BC V6E 2E9

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of **Biocure Technology Inc.** (the "**Company**") will be held at #300-1055 West Hastings Street, Vancouver, BC, on Wednesday, February 7, 2018 at 2:00 p.m., Vancouver time. At the Meeting, the shareholders will receive the financial statements for the year ended March 31, 2017, together with the auditor's report thereon, and consider resolutions to:

1. To receive the audited consolidated financial statements of the Company for the historical fiscal year ended March 31, 2017 and the auditors' report thereon;
2. To fix the number of directors to be elected for the ensuing year at four;
3. To elect directors of the Company for the ensuing year;
4. To appoint the auditors for the Company for the ensuing year and authorize the Directors to fix the auditors' remuneration;
5. To approve a 10% Rolling Stock Option Plan for the Company and previous stock option grants, as more particularly set out in the Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof;

The details of the matters proposed to be put before the Meeting are set forth in the management information circular of the Corporation accompanying this Notice of Meeting, which is supplemental to and expressly made a part of this notice of meeting.

The board of directors of the Company has fixed January 3, 2018 as the record date for the determination of shareholders entitled to 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 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 Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc. Attn: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company 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 security 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 11th day of January, 2018.

**ON BEHALF OF THE BOARD OF
BIOCURE TECHNOLOGY INC.**

"Sang Mok Lee"

Sang Mok Lee

President

Biocure Technology Inc.
#300-1055 West Hastings Street
Vancouver, BC V6E 2E9

**INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON FEBRUARY 7, 2018**

This information is given as of January 3, 2018, unless otherwise indicated.

SOLICITATION OF PROXIES

This information circular (the “Circular”) is provided in connection with the solicitation of proxies by the Management of Biocure Technology Inc. The form of proxy which accompanies this Circular (the “Proxy”) is for use at our annual general meeting of the shareholders to be held on Wednesday, February 7, 2017 (the “Meeting”), at the time and place set out in the accompanying notice of Meeting (the “Notice of Meeting”). We will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

The contents and the mailing of the Circular have been approved by our directors.

APPOINTMENT OF PROXYHOLDER AND REVOCATION OF PROXY

The persons named in the Proxy are our directors and/or officers. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“Computershare”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775, by 10:00 a.m. (local time in Vancouver, British Columbia) on Thursday, December 8, 2016, or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used, their proxies will be ineligible to vote, at the discretion of the Chairman of the Meeting.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to the Company, or by transmitting a revocation by telephonic or electronic means, to the Company, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The shares represented by proxy in the enclosed form will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing such person. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in the Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of the Circular, our management does not know of any other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Non-Registered Holders

Only registered shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Most of

our shareholders are “*non-registered shareholders*” because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIFFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, we have distributed copies of the Notice of Meeting, the Information Circular and the Proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the Proxy. In this case, the Non-Registered Holder who wishes to submit a Proxy should otherwise properly complete the form of proxy and deliver it to Computershare, as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “*proxy authorization form*”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the Proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the management proxy holders and insert the Non-Registered Holder’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

Notice and Access

We are not sending the Meeting Materials to registered Shareholders or Non-Registered Shareholders using notice-and-access delivery procedures defined under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102, *Continuous Disclosure Obligations*.

RECORD DATE

We have set the close of business on January 3, 2018, as the record date (the “**Record Date**”) for the Meeting. Only the common shareholders of record as at the Record Date are entitled to receive notice of and to vote at the Meeting, unless after that date a shareholder of record transfers his or her common shares and the transferee, upon producing

properly endorsed certificates evidencing such shares or otherwise establishing that he or she owns such shares, requests at least ten (10) days prior to the Meeting that the transferee's name be included in the list of shareholders entitled to vote, in which case such transferee is entitled to vote such shares at the Meeting.

Financial Statements

Our audited financial statements for the historical fiscal year ended March 31, 2017, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

We are authorized to issue an unlimited number of common shares without par value, of which 93,387,632 common shares were issued and outstanding as of the Record Date.

At our Meeting, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he or she is the holder.

Only shareholders of record on the close of business on the Record Date who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading "Appointment of Proxyholder and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of our directors and senior officers, and based upon our review of the records maintained by Computershare and insider reports filed with the *System for Electronic Disclosure by Insiders* ("SEDI"), as at the Record Date, the following shareholders beneficially owned, directly or indirectly, or exercised control or direction over, common shares carrying more than 10% of the voting rights attached to all of our outstanding common shares:

Shareholder Name	Number of Shares Held	Percentage of Issued Shares
Sang Mok Lee	27,281,667	29.22%

As of January 3, 2018, our current directors and senior officers as a group, directly and indirectly, controlled 27,367,857 of our common shares.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Appointment of Auditor and Remuneration of Auditor

Shareholders will be asked to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants ("DMCL"), of 1500 – 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1, to serve as our auditor until our next annual general meeting of shareholders or until their successors are appointed, and to authorize the directors to fix their remuneration. DMCL was appointed as our auditor on December 20, 2016, replacing Saturna Group Chartered Accountants LLP ("Saturna"). There have been no reportable disagreements between the Company and Saturna and no qualified opinions or denials of opinions by Saturna, for the purposes of National Policy 51-102. A copy of the reporting package required by National Instrument 51-102, Continuous Disclosure Obligations – Change of Auditor, is attached to this information circular as Schedule "B".

Set Number of Directors

Management intends to propose a resolution to set the number of directors at four (4).

Election of Directors

It is proposed that the below-stated nominees be elected at the Meeting as directors of our company for the ensuing year. The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote for the

election to the Board of the nominees listed below. Each director elected will hold office until the close of our next annual general meeting, or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated.

Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

The following table sets out the names of management's nominees for the election as directors; all offices in our company each nominee now holds; each nominee's principal occupation, business or employment; the period of time during which each nominee has been a director; and the number of common shares beneficially owned by each nominee, directly or indirectly, or over which each nominee exercised control or direction, as at the Record Date.

Name of Nominee and Present Offices Held	Present Principal Occupation ⁽¹⁾	Director Since	Shares Beneficially Owned or Controlled ⁽²⁾
Sang Mok Lee, Daejeon, Korea, President, CEO and Director ⁽³⁾	President and CEO of BiocurePharm Corporation, now a subsidiary of the Company, from August 2005 to Present	June 21, 2017	27,281,672
Julie Hajduk, Vancouver, B.C., Director ⁽³⁾	Principal of Purple Crown Communications Corp. (a private public relations firm) since 2013	January 25, 2012	Nil
Sang Goo (Collin) Kim Vancouver, B.C., Director ⁽³⁾	Vice President of Columbia Capital Inc. since 2008 and Director of ArcPacific Resources Corp. since 2015	August 28, 2015	49,723
Anna Dalaire, Vancouver, B.C., Director	Principal of Dalaire Corporate Services Incorporated (a private corporate services firm) since 2010	November 24, 2017	Nil

Notes:

- (1) The information as to principal occupation, business or employment and Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) The approximate number of Shares of the Company carrying the right to vote in all circumstances beneficially owned directly or indirectly, or over which control or direction is exercised by each proposed nominee as at the date hereof is based on information furnished by the transfer agent of the Company and by the nominees themselves.
- (3) Member of the Audit Committee.

The Company is required to have an audit committee which, at the present time, is comprised of Sang Mok Lee, Collin Kim and Julie Hajduk. For additional information regarding the Company's Audit Committee, please see below. The Company does not have an executive committee.

Corporate Cease Trade Orders or Bankruptcies

As at the date of this information circular and within the ten years before the date of this information circular, no director, chief executive officer, chief financial officer or a shareholder holding sufficient number of securities of the Company to materially affect control of the Company,

- (a) is or has been a director or executive officer of any company (including the Company), that:
 - (i) while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - (ii) that after that person ceased to be a director or executive officer, was subject to an order which resulted from an event that occurred while that person was acting in the capacity as

director or executive officer that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- (iii) 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; or
- (b) has within 10 years before the date of the information circular become 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 the assets of the director, officers or shareholders;
- (c) has 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; or
- (d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Approval of 10% Rolling Stock Option Plan

The board of directors of the Company may, in accordance with the Company's current stock option plan (the "Stock Option Plan"), from time to time, in its discretion, and in accordance with the rules and regulations of the CSE, grant to directors, officers, employees or consultants of the Issuer non-transferable- Options to purchase common shares for a period of up to ten years from the date of the grant.

The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants of the Company and of its affiliates and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under the Stock Option Plan to purchase common shares.

The Stock Option Plan is administered by the board of directors, which will have full and final authority with respect to the granting of all options thereunder. Options may be granted under the Stock Option Plan as the board of directors may from time to time designate. The exercise prices shall be determined by the board of directors but shall, in no event, be less than the discounted market price of the Company's shares on the CSE on the date of grant. The Stock Option Plan provides that the number of all common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares, from time to time. If any option granted under the Stock Option Plan expires or terminates for any reason without having been exercised in full, the unpurchased shares subject thereto will again be available for the purpose of the Stock Option Plan. In addition, the number of common shares reserved for issuance to any one individual will not exceed 5% of the issued and outstanding common shares in any 12-month period. The maximum number of common shares subject to an option to a participant who is a consultant is currently limited to an amount equal to 2% of the then-issued and outstanding common shares (on a non-diluted basis) in any 12-month period. The number of options granted to all persons in aggregate who are employed to perform investor relations activities is currently limited to an amount equal to 2% of the then-issued and outstanding common shares (on a non-diluted basis) in any 12-month period. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. The Stock Option Plan contains no other specified vesting requirements, but permits the board of directors to specify a vesting schedule in its discretion.

If an optionholder ceases to be a director, officer, employee or consultant, as the case may be, of the Company for any reason (other than death), s/he may, but only within the 90 days following the cessation of such director, officer,

employee or consultant's services, exercise his option to the extent that he was entitled to exercise it at the date of such cessation. Nothing contained in the Stock Option Plan, nor in any option granted pursuant to the Stock Option Plan, will confer upon any optionee any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate.

Shareholder approval of the Stock Option Plan requires a simple majority of the votes cast by the Shareholders.

The text of the Stock Option is available for review by any Shareholder up until the day preceding the Meeting at the Company's offices at #300-1055 West Hastings Street, Vancouver, B.C. V6E 2E9.

Shareholders will be asked at the Meeting to consider and, if deemed advisable, approve with or without variation the following resolution:

"BE IT RESOLVED THAT the Stock Option Plan authorizing the directors to grant options on shares up to a maximum of 10% of the Company's shares issued and outstanding from time to time, as at the date of the relevant grant, be and it is hereby approved, together with all options granted thereunder as at the date hereof, and that the board of directors be and they are hereby authorized, without further shareholder approval, to carry out the intent of this resolution."

If this resolution is approved by shareholders it is expected that the Board of Directors will in due course grant further options under the Plan as the Board deems fit in light of the overall compensation program and the relative efforts and contributions of the eligible participants under the Plan.

STATEMENT OF EXECUTIVE COMPENSATION

During the financial year ended March 31, 2017, we had two Named Executive Officers ("NEOs") being Julie Hajduk, its former President and Chief Executive Officer ("CEO") and Nizar Bharmal, Chief Financial Officer ("CFO").

"NEO" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 – *Statement of Executive Compensation*, 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 company, 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;

"**repricing**" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option; and

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that does 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.

Director and Named Executive Officer Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V, is a summary

compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Issuer' two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year (ended March 31)	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Julie Hajduk, CEO and Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	\$12,000	\$12,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Nizar Bharmal, CFO and Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	\$6,000	\$6,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Sang Goo Kim, Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

External Management Companies.

Except as described below, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Issuer to provide executive management services to the Company, directly or indirectly.

From December 1, 2017 each of Anna Dalaire, Julie Hajduk and Sang Goo (Collin) Kim will receive a director's fee of \$1,500 per month and Mr. Kim will also be paid \$3,500 per month as a consulting fee. All payments are made payable to holding companies owned by each of the directors, or in the case of Mr. Kim owned and controlled by him and his immediate family members, being Dalaire Corporate Services Inc. in the case of Anna Dalaire, Purple Crown Communications Ltd. in the case of Julie Hajduk and JNS Global Energy Inc. in the case of Sang Goo Kim.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any NEO or director by the Company or its subsidiaries in the year ended March 31, 2017 for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries. No compensation securities are currently outstanding.

No compensation securities were exercised by any directors or NEOs during the year ended March 31, 2017.

No compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified during the year ended March 31, 2017.

There are no restrictions or conditions currently in place for converting, exercising or exchanging the compensation securities.

Stock option plans and other incentive plans

The only incentive plan maintained by the Company is the Stock Option Plan, the material terms of which are described above. The Stock Option Plan was last approved by the Shareholders at the Company's annual general meeting held on February 25, 2010 and does not require annual shareholder approval. The Company is submitting an updated Stock Option Plan to the Shareholders for approval at this meeting.

Employment, consulting and management agreements

The Company has not entered into any agreements or arrangements under which compensation is provided to any NEOs or directors or any persons providing services typically provided by a director or NEO.

The Company does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

Oversight and Description of Director and Named Executive Officer Compensation

The Company is involved in the acquisition, exploration and, if warranted, development of natural resource properties. The Company has not had any revenues from operations and often operates with limited financial resources. As a result, the board of directors has to consider not only the Company's financial situation at the time of the determination of executive compensation, but also the Company's estimated financial situation in the mid- and long-term.

The Company's executive compensation program is informal at this time and is administered by board of directors. The board of directors informally discusses and approves the executive compensation that is competitive in order to attract, motivate and retain highly skilled and experienced executive officers, to provide fair and competitive compensation, to align the interest of management with those of shareholders and to reward corporate and individual performance.

Compensation Review Process

The Company relies solely on its board of directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The board of directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to NEOs and to directors, and for reviewing the recommendations respecting compensation for any other officers from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each position.

Assessment of Individual Performance

Compensation for executive officers is based on the time of service with the Company, responsibilities of each officer and their duties in that position, as well as on the performance of each officer.

Elements of Executive Compensation

There are two main elements of direct compensation, namely base salary and equity participation through the Stock Option Plan, as discussed under the heading "*Equity Participation through Stock Option Plans*" below. The Company believes that stock options can create a strong incentive to the performance of each officer and options grants are intended to recognize extra contributions and achievements towards the Company's goals.

Base Salary

Base salary is the principal component of an executive officer's compensation package. The board of directors also considers an executive officer's performance and levels of responsibility and importance to the Company.

The Company does not currently have any management agreements, employment agreements, plans or arrangements in respect of compensation with our NEOs.

Benefits and Perquisites

The Company's NEOs do not receive any benefits or perquisites other than as disclosed herein.

Equity Participation through Stock Option Plans

Granting of options to purchase common shares to the Company's executive officers is a method of compensation which is used to attract and retain personnel and to provide an incentive to participate in our long-term development and to increase shareholder value. Options are awarded by the board of directors. The relative emphasis of options for remunerating executive officers and employees will generally vary depending on the prevailing practices in competing companies and on the number of options to purchase common shares that are outstanding at the time. The Company generally expects future option grants to be based on the following factors: the executive's past performance, anticipated future contribution, prior option grants to such executive, the percentage of outstanding equity owned by the executive, competitive market practices and the executive's responsibilities and performances. The Company has not set specific target levels for options to NEOs but seek to be competitive with similar companies.

Risk of Compensation Practices and Disclosure

The board of directors has not proceeded to a formal evaluation of the implications of the risks associated with its compensation policies and practices. Risk management is a consideration of the board of directors when implementing its compensation program, and the board of directors does not believe that the compensation program results in unnecessary or inappropriate risk taking, including risks that are likely to have a material adverse effect on the Company.

Hedging Policy

NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Neither the NEOs nor the directors are permitted to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEOs or directors, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds.

There were no actions, decisions or policies made since March 31, 2017 that would affect a reader's understanding of NEO compensation, other than the acquisition of BiocurePharm Corporation ("BP Korea") on November 24, 2017 (the "Acquisition") as described in its Listing Statement dated November 22, 2017 as filed on SEDAR. Following the Acquisition, Julie Hajduk resigned as CEO and Sang Mok Lee was appointed as CEO. Sang Mok Lee receives compensation in his capacity as the president and CEO of BP Korea as an employee thereof, which is now a subsidiary of the Company. His annual salary is approximately \$92,268 per year. In addition, the board of directors approved the payment of fees to non-executive directors. From December 1, 2017 each of Anna Dalairé, Julie Hajduk and Sang Goo (Collin) Kim will receive a director's fee of \$1,500 per month and Mr. Kim will also be paid \$3,500 per month as a consulting fee. All payments are made payable to holding companies owned by each of the directors as described above.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Our stock option plan ("Plan"), first implemented October 3, 2007, is our only equity compensation plan. The following table sets forth information with respect to the options outstanding under the stock option plan as at the financial year ended March 31, 2017.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding Securities Reflected in Column (a))
Equity compensation plans approved by securityholders	Nil	N/A	4,334,248
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil		4,334,248

The Plan provides for the issuance of stock options to acquire up to 10% of our issued common shares as of the date of granting of the option(s), subject to standard anti-dilution adjustments. This is a “rolling” plan as the number of common shares reserved for issuance pursuant to the grant of stock options will increase as our issued and outstanding common shares increases.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the Board at the time such options are granted, provided that options will not exceed a term of ten years.
2. The exercise price of any options granted under the Plan will be determined by the Board, in its sole discretion, but shall not be less than the closing price of our common shares on the day preceding the day on which the Board grants such options.
3. All options will be non-assignable and non-transferable.
4. If the option holder ceases to be a director, officer, employee, consultant or management company employee of our company (other than by reason of death), then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be employed or contracted us, subject to the terms and conditions set out in the plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our current or former directors, executive officers, employees, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to our company since the beginning of our last completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of our company or any proposed nominee of management for election as a director, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of our last financial year in matters to be acted upon at the Meeting, other than the election of directors.

INTEREST OF INFORMED PERSON IN MATERIAL TRANSACTIONS

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of our most recently completed financial year which

has materially affected or will materially affect us, other than as disclosed by us during the course of the year or as disclosed herein.

The term “**informed person**” as defined in National Instrument 51-102 *Continuous Disclosure* Obligations (“NI 51-102”) means a director or executive officer of our company, or any person or company who beneficially owns, directly or indirectly, voting securities of our company or who exercises control or direction over voting securities of our company carrying more than 10% of the voting rights attached to all outstanding voting securities of our company, other than voting securities held by the person or company as underwriter in the course of a distribution.

MANAGEMENT CONTRACTS

Our management functions are not, to any substantial degree, performed by a person or persons other than our directors or senior officers, other than as disclosed herein.

AUDIT COMMITTEE

Under Section 224 of the British Columbia *Business Corporations Act*, we are 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 our company or an affiliate of our company. Our current audit committee consists of Sang Mok Lee, Sang Goo (Collin) Kim and Julie Hajduk.

Audit Committee Charter

The text of our Audit Committee Charter is attached as Schedule “A” to this Circular.

Composition of the Audit Committee

Sang Goo (Collin) Kim and Julie Hajduk are independent and Sang Mok Lee as President and CEO, is not independent.

As a “venture issuer” we are granted an exemption pursuant to Part 6 of National Instrument 52-110 *Audit Committees* from the requirement that a member of an audit committee be “*independent*” (that is, if the member has no direct or indirect material relationship with a company, which could, in the view of the Company’s board of directors, reasonably interfere with the exercise of the member’s independent judgment.

Relevant Education and Experience

NI 52-110 provides that an individual is “*financially literate*” if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by a company’s financial statements. All audit committee members have many years of practical business experience and/or have served for many years as directors of public companies, have experience reviewing financial statements of public companies and meet the criteria of “*financially literate*” as outlined in NI 52-110.

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

Sang Mok Lee, President, Chief Executive Officer and Director

Mr. Lee has been the President and CEO of the Target since its inception in 2005. Mr. Lee holds a PhD in microbiology from Busan National University in Korea and is currently an adjunct professor in microbiology at Chungnam National University. Mr. Lee is a committee member for the hi-tech medical complex city in Daejeon, Korea and a committee member of KOFST (the Korean Federation of Science and Technology Societies).

Sang Goo (Collin) Kim, Director

Mr. Kim holds a bachelor degree of business administration from Korea University, Seoul, Korea. Mr. Kim came to Vancouver, Canada in 2006 after working for Hanwha Corp., one of Korean business conglomerates for 16 years, where he was dedicated to International trading business for various industrial products. He has been working as a Vice President for Columbia Capital since 2008 and a director of ArcPacific Resources Corp., a public Canadian junior exploration company, since 2015. He is actively working on several projects and business opportunities with Canadian firms and major Korean state-owned firms to utilize his vast knowledge and work experience.

Julie Hajduk, Director

Ms. Hajduk was appointed as a director of the Issuer on January 25, 2012. She brings over 25 years of public relations, marketing and financing experience to Biocure Technology. She has served on the Board of several public companies and currently owns and operates Purple Crown Communications Corp., which specializes in financing and marketing for resource companies.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of our most recently completed financial year and the effective date of NI 52-110, we have not relied on the exemption contained 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.

Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total amount of fees payable to the auditor in the fiscal year in which the non-audit services were provided.

Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

We have adopted specific policies and procedures for the engagement of non-audit services as described above in the *Audit Committee Charter* attached hereto as Schedule "A".

Exemption

We are relying on the exemption provided by Part 6.1 of NI 52-110 for Venture Issuers which allows for an exemption from Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110 and allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2 and disclosed in the Circular.

External Auditor Service Fees (By Category)

The aggregate fees billed by our external auditors in each of the last two fiscal years for audit fees are as follows:

	Audit Fees \$	Audit Related Fees \$	Tax Fees \$	All Other Fees \$
2017	6,000	120	306	0
2016	6,000	Nil	300	0

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “*Guidelines*”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by us in adopting our corporate governance practices. Our approach to corporate governance is set out below.

Mandate and Responsibility of the Board

Our Board is responsible for supervising management in carrying on the business and affairs of our company. Directors are required to act and exercise their powers with reasonable prudence in our best interests. The Board agrees with and confirms its responsibility for overseeing management's performance in the following particular areas: our strategic planning process; identification and management of the principal risks associated with our business; planning for succession of management; our policies regarding communications with our shareholders and others; and the integrity of our internal controls and management information systems.

In carrying out its mandate, the Board relies primarily on management to provide it with regular detailed reports on our operations and our financial position. The Board reviews and assesses these reports and other information provided to it at meetings of the full Board and of its committees. Our CEO is a member of the Board, giving the Board direct access to information on all areas of responsibility.

The independent directors do not hold separate meetings at which members of management are absent.

Board of Directors

The Board is currently composed of five directors, being Sang Mok Lee, Anna Dalaire, Sang Goo (Collin) Kim, Nizar Bharmal and Julie Hajduk. All the director nominees are current directors of our company.

Other Directorships

In addition to their positions on the Board, the following directors also currently serve as directors of the following reporting issuers or reporting issuer equivalents:

Name of Director	Reporting Issuer(s) or Equivalent(s)	Name of Exchange or Market
Nizar Bharmal	First Idaho Resources Inc.	TSX.V
Nizar Bharmal	Plate Resources Inc.	TSX.V
Collin Kim	ArcPacific Resources Corp.	TSX.V

Orientation and Continuing Education

The Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for the directors. At this stage of our development the Board does not feel it necessary to have such policies or programs in place. New directors are provided with access to our recent, publicly filed documents, technical reports and our internal financial information, are provided with access to management and technical experts and consultants and a summary of significant corporate and securities responsibilities.

Members of the Board are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management’s assistance and to attend related industry seminars and visit our offices. Board members have full access to our records.

Ethical Business Conduct

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However the small size of the Board and number of officers and consultants allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. The Board views good corporate governance as an integral component to its success and to meet its responsibilities to shareholders. As we do not have a large number of officers and consultants, the Board is able to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As we grow in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

Our 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.

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

Position Descriptions

The Board has not developed written position descriptions for the Chairman, the Chairman of Board Committees, or the Chief Executive Officer. The Board is of the view that given our size, the relatively frequent discussions between Board members and the CEO, and the experience of the individual members of the Board, the responsibilities of such individuals are known and understood without position descriptions being reduced to writing. The Board will evaluate this position from time to time and if written position descriptions appear to be justified, they will be prepared.

Compensation

The Board does not have a compensation committee or a formal procedure with respect to determining compensation for the directors and the CEO. The Board has the responsibility for determining the compensation of our CEO and does so with reference to industry standards and our financial situation. The Board has the responsibility for determining the compensation of the directors who currently are not compensated in their capacity as directors but do receive stock options. The directors currently do not receive any remuneration for acting in such capacity.

Assessments

Being a venture issuer with limited administration resources, the Board works closely with management and, accordingly, is in a position to assess an individual director's performance on an ongoing basis.

PARTICULARS OF OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgment, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to us can be found on SEDAR at www.sedar.com. Our financial information is provided in our comparative financial statements and Management Discussion & Analysis ("MD&A") for our most recently completed financial year. Copies of our financial statements and MD&A, as well as additional copies of

this Information Circular, may be obtained from us upon request at #950 – 1130 West Pender Street, Vancouver, BC V6E 4A4.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by our Board.

DATED at Vancouver, British Columbia, this 11th day of January, 2018.

By Order of the Board of
Biocure Technology Inc.

“Sang Mok Lee”

Sang Mok Lee

President

Schedule "A"

BIOCURE TECHNOLOGY INC.
(the "Company")

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the "Committee") is to assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body,

or to the public, including any certification, report, opinion, or review rendered by the external auditors.

- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each yearly audit meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Schedule "B"

Change of Auditor Reporting Package

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Gravis Energy Corp.
Suite 950 – 1130 West Pender Street
Vancouver, B.C. V6E 4A4
(The "Company")

NOTICE OF CHANGE OF AUDITOR
(The "Notice")

To: Saturna Group Chartered Professional Accountants LLP
And To: Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants


1. The directors of the Company do not propose to re-appoint Saturna Group Chartered Professional Accountants LLP, as auditors for the Company; and
2. The directors of the Company propose to appoint Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants, as auditors of the Company, effective as of Dec 20, 2016, to hold office until the next annual meeting of the Company.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company confirms that:

1. Saturna Group Chartered Professional Accountants LLP was asked to resign as auditor of the Company, effective as of Dec 20, 2016, to facilitate the appointment of Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants of Suite 1500 – 1140 West Pender Street, Vancouver, B.C. V6E 4G1;
2. Saturna Group Chartered Professional Accountants LLP has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Saturna Group Chartered Professional Accountants LLP issued an audit report in respect of the Company and the date of this Notice;
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which Saturna Group Chartered Professional Accountants LLP issued an audit report in respect of the Company and the date of this Notice; and
4. The Notice and Auditor's letters have been reviewed by the Audit Committee and the Board of Directors.

Dated as of the 22nd day of December, 2016

GRAVIS ENERGY CORP.



[Nizar Bharmal, CFO]

December 23, 2016

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Superintendent of Securities Government of Yukon
Canadian Securities Exchange

Dear Sirs:

Re: Gravis Energy Corp. (the "Company")

We have read the statements by the Company in the Notice of Change of Auditor (the "Notice") dated December 22, 2016, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We confirm that we are in agreement with the statements contained in the Notice.

Yours truly,

SATURNA GROUP CHARTERED PROFESSIONAL ACCOUNTANTS LLP



Saturna Group LLP



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

VANCOUVER
1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
TEL 604.687.4747 | FAX 604.689.2778

TRI-CITIES
700 – 2755 Lougheed Hwy.
Port Coquitlam, BC V3B 5Y9
TEL 604.941.8266 | FAX 604.941.0971

WHITE ROCK
301 – 1656 Martin Drive
White Rock, BC V4A 6E7
TEL 604.531.1154 | FAX 604.538.2613

WWW.DMCL.CA

December 22, 2016

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
9TH Floor – 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

TSX Venture Exchange

P.O. Box 11633
Suite 2700 – 650 West Georgia Street
Vancouver, B.C. V6B 4N9

Alberta Securities Commission

Suite 600, 250 – 5th Street S.W.
Calgary, Alberta T2P 0R4

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8

Office of the Yukon Superintendent of Securities

1st Floor – 307 Black Street
Whitehorse, Yukon Y1A 2N1

Dear Sirs:

Re: Gravis Energy Corp. (the “Company”)
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated December 22, 2016 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS & BUSINESS ADVISORS

PARTNERSHIP OF:

VANCOUVER Robert J. Burkart, Inc. Kenneth P. Chong Inc. Alvin F. Dale Ltd. Donald L. Furney, Ltd. David J. Goertz, Inc. Matthew G. Gosden, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Lorraine W. Rinfret, Inc. Brad A. Robin Inc. **WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. **TRI-CITIES** Fraser G. Ross, Ltd. Brian A. Shaw Inc.