

INTERNATIONAL BATTERY METALS LTD.
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of the Company will be held at the offices of Dorsey & Whitney LLP, 1400 Wewatta Street, Suite 400, Denver, Colorado, United States on August 14, 2018 at 10:00 a.m. (Mountain Time), or any adjournment thereof, for the following purposes:

1. to receive the comparative audited financial statements of the Company for the year ended January 31, 2018 and the report of the auditors thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint Davidson & Company LLP as auditors of the Company until the next annual meeting of the Company and to authorize the directors of the Company to fix their remuneration; and
4. to transact such other business as may properly be brought before the Meeting.

Further information regarding the above items is set out in the management information circular (the “**Circular**”) accompanying this Notice of Annual General Meeting of Shareholders. Only shareholders of record at the close of business on July 9, 2018 are entitled to notice of and to attend and vote at the Meeting or any adjournment or postponement thereof.

Shareholders who are unable to attend the Meeting in person may vote their shares by completing, signing and returning the accompanying form of proxy to the transfer agent of the Company, Computershare Investor Services Inc., no less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

Information with respect to voting by non-registered beneficial shareholders is included in the Circular. Non-registered beneficial shareholders should seek instructions on how to vote their shares from their broker, investment dealer, bank, trust company or other intermediary.

DATED at Vancouver, British Columbia this 6th day of July, 2018.

**By Order of the Board of Directors of
International Battery Metals Ltd.**

“Logan Anderson”

Logan Anderson
Chief Financial Officer and Director

INTERNATIONAL BATTERY METALS LTD.

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 14, 2018

THIS MANAGEMENT INFORMATION CIRCULAR (THE “CIRCULAR”) CONTAINS INFORMATION AS AT JULY 6, 2018.

This Circular is furnished in connection with the solicitation of proxies by or on behalf of the management of International Battery Metals Ltd. (the “**Company**”) for use at the Annual General Meeting of the holders (the “**Shareholders**”) of common shares in the capital of the Company (the “**Shares**”) to be held at the offices of Dorsey & Whitney LLP, 1400 Wewatta Street, Suite 400, Denver, Colorado, United States on August 14, 2018 at 10:00 a.m. (Mountain Time), or any adjournment thereof.

“**Registered Shareholders**” means Shareholders who hold Shares in their own name. “**Beneficial Shareholders**” means Shareholders who do not hold Shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers or employees of the Company without special compensation. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the voting Shares held on record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of this solicitation will be borne by the Company.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy are directors, officers or other representatives of the Company. **A Shareholder entitled to vote at the Meeting has the right to appoint as proxyholder a person or company, who need not be a Shareholder, to attend and act for the Shareholder on the Shareholder's behalf at the Meeting, or any adjournment thereof, other than either the persons or company designated in the accompanying form of proxy, and may do so either by inserting the name of that other person or company in the blank space provided in the accompanying form of proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the accompanying form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the Shareholder, given in the form of proxy, on any ballot that may be called for. If the Shareholder has specified a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. The proxy confers discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the proxy, the persons named in the accompanying form of proxy will vote the Shares represented by the proxy at their own discretion for the approval of such matter.

As of the date of this Circular, management of the Company is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Company in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by choosing one of the following methods:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) log onto Computershare's website at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

Registered Shareholders must ensure the proxy is received by Computershare at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof, unless otherwise provided in the instructions accompanying the proxy.

Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders of the Company, as a substantial number of Shareholders do not hold Shares in their own name. Beneficial Shareholders should note that only proxies deposited by Shareholders, whose names appear on the records of the Company as the registered holders of Shares, or as set out in the following disclosure on the Record Date (as hereafter defined), can be recognized and acted upon at the Meeting.

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

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

There are two kinds of Beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" or "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" or "**Non-Objecting Beneficial Owners**").

The Company, under NI 54-101, is availing itself to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a Voting Instruction Form ("**VIF**") from Computershare. The VIF is to be completed and returned to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 in the envelope provided or by facsimile, or a NOBO has the option to submit their proxy vote either by telephone or via the internet in the manner described on the VIF. Computershare shall tabulate the results of the voting on the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by those VIFs.

These securityholder materials are sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities of the Company, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their 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 the Company. 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 mails a VIF in lieu of the form of proxy provided by the Company. The VIF will name the same persons as the proxy to represent the Beneficial Shareholder at the Meeting, and that person may be the Beneficial Shareholder themselves. A Beneficial Shareholder has the right to appoint a person (who need not be a Shareholder of the Company) other than the persons designated in the VIF, to represent the Beneficial Shareholder at the Meeting. To exercise this right, the Beneficial Shareholder should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Beneficial Shareholder receiving a VIF from Broadridge cannot use it to vote Shares directly at the Meeting - the VIF must be returned to Broadridge, as the case may be, well in advance of the Meeting in order to have the Shares voted. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the Registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their 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 same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, Beneficial Shareholders may request in writing that their broker send to them a legal proxy which would enable them to attend at the Meeting and vote their Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or at the address of the registered office of the Company at Suite 400, 725 Granville Street, Vancouver, B.C. V7Y 1G5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. In addition, a proxy may be revoked by the Registered Shareholder personally by attending the Meeting and voting the Registered Shareholder's Shares. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors of the Company (the “**Board**”) has fixed July 9, 2018 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

As of July 6, 2018, the Company had outstanding 44,905,384 fully paid and non-assessable Shares without par value, each carrying the right to one vote.

To the knowledge of the directors and executive officers of the Company, as at July 6, 2018 no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the voting rights attached to the outstanding Shares of the Company.

FINANCIAL STATEMENTS

The comparative audited financial statements of the Company for the year ended January 31, 2018 and the report of the auditor thereof will be placed before the Meeting. The audited financial statements, the report of the auditor, together with the management's discussion and analysis can be found on www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to approve the resolutions described herein. A special resolution is a resolution passed by a majority of not less than **two-thirds (2/3rds)** of the votes cast by the shareholders who, being entitled to do so, voted in person or by proxy at the Meeting. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the British

Columbia Business Corporations Act (“**BCA**”), each director elected will hold office until the conclusion of the next annual general meeting of the shareholders of the Company, or if no director is then elected, until a successor is elected.

Subject to the BCA and the Company’s Articles (the “**Articles**”), only persons who are nominated in accordance with the advance notice provisions (the “**Advance Notice Provisions**”) of the Articles will be eligible to stand for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual general meeting of shareholders, or at any special general meeting of shareholders if one of the purposes for which the special general meeting was called was the election of directors: (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) pursuant to a proposal made in accordance with the provisions of the BCA, or a requisition made in accordance with the provisions of the BCA; or (c) by any person (a “**Nominating Shareholder**”): (A) who, at the close of business on the date of the giving of the notice provided for in the Advance Notice Provisions (a “**Notice of Nominee**”) and who at the close of business on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth in the Advance Notice Provisions.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the President or CEO, and Secretary of the Company at the principal executive offices of the Company.

To be timely, a Notice of Nominee sent by a Nominating Shareholder must be: (a) in the case of an annual meeting of shareholders, given not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the Notice Date) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and (b) in the case of a special general meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), given not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special general meeting of shareholders was made. Unless otherwise directed by the Board, any adjournment, rescheduling or postponement of a meeting of shareholders or the announcement thereof will not result in the commencement of a new time period for the giving of a Nominating Shareholder’s notice as described above.

The Chairman of any general meeting will have the power and duty to determine whether any nomination made at that meeting was made in accordance the Advance Notice Provisions and, if any proposed nomination is not in compliance with the Advance Notice Provisions, the Chairman may declare that such nomination was not validly made, may be disregarded and not submitted to a vote at such meeting.

Notwithstanding any other provision of the Advance Notice Provisions, notice given to the Company pursuant to the Advance Notice Provisions may only be given by personal delivery or facsimile transmission and shall be deemed to have been given at the time of personal delivery to the President or CEO, and Secretary of the Company at the address of the principal

executive offices of the Company, or if sent by facsimile transmission at the time of confirmed transmission, provided however, that if transmitted after 5:00 p.m. (Vancouver time) then such notice shall be deemed to have been given on the next day that is a business day.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at July 6, 2018.

Name, Office Held, Residence and Date First Appointed	Present Occupation and if not elected director Occupation for past 5 years	# of Shares Beneficially Owned, Directly or Indirectly, or Over which Control of Direction is Exercised at the date of this Circular
<p>John Burba <i>President, CEO, Chairman and Director</i> Colorado, United States</p> <p>April 13, 2018</p>	<p>CEO and President of Simbol, Inc., a sustainable materials technology company, from March, 2013 to March, 2016; and CTO and EVP of MolyCorp Minerals, LLC, a rare earth minerals company, since December 8, 2009.</p>	<p>1,566,667</p>
<p>Logan Anderson⁽¹⁾ <i>CFO, Director</i> British Columbia, Canada</p> <p>May 12, 2017</p> <p>(Served as President and CEO from June 30, 2017 until April 13, 2018)</p>	<p>Director, CEO and President of Manado Gold Corp., a mineral exploration company since August 2010; CFO and Secretary of Aloro Mining Corp. (formerly, Wolverine Minerals Corp., "Aloro"), a Canadian gold exploration company, since August 2006; Director of Aloro since June 2004, former President of Aloro from June 2004 to August 2006; and Principal and President of Amteck Financial Corp. (and</p>	<p>85,000</p>

	its predecessor Amteck Financial Services Company), a private consulting company, since 1993.	
<p>David Scott⁽¹⁾ <i>Director</i> British Columbia, Canada</p> <p>January 12, 2018</p>	<p>Corporate development with Orimin Exploration Ltd. from September 1998 to December 2014; VP corporate communications at Golden Arrow from September 2014 to February 2015; and private equity trading since March 2015.</p>	<p>Nil</p>
<p>Scott Young⁽²⁾ <i>Director</i> British Columbia, Canada</p>	<p>Self-employed, corporate governance and communication consultant since 2000;</p>	<p>Nil</p>
<p>David Ryan <i>Director</i> British Columbia, Canada</p>	<p>Self-employed consultant since 1998; Director of GlobeX Data Ltd. since March 17, 2017; President, Secretary and Director of Midnight Star Ventures Inc. since April 13, 2013; Director, President, Secretary and Vice President Finance of Yaterra Ventures Corp. from September 2011 to April 24, 2014; Director and CEO of Scotch Creek Ventures Inc. since January 17, 2017; Director and VP Corporate Communications of Manado Gold Corp. since August 2010 and Chief Financial Officer since November 11, 2016.</p>	<p>Nil</p>

(1) Member of the Audit Committee.

(2) Proposed member of the Audit Committee.

Unless instructions are given to abstain from voting with respect to the election of directors, the persons named as proxy holders in the enclosed form of proxy intend to vote **FOR** the election of management's nominees. If, for any reason, any of the above proposed nominees are unable or unwilling to stand for election or to serve as directors, the Company may nominate such alternative nominees as it may see fit.

If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be elected.

Within one year of John Burba ceasing to act as the Chief Financial Officer and President, Simbol, Inc. ("**Simbol**") ceased operations and certain of Simbol's creditors filed claims in California resulting in the company being placed into receivership. Simbol's assets, under the supervision of a receiver, were later sold to a third party pursuant to the terms of an asset purchase agreement.

On January 8, 2013, Yaterra Ventures Corp. ("**Yaterra**") was cease traded by the British Columbia Securities Commission for failure to file its financial statements. At the time of the cease trade order David Ryan acted as a director of Yaterra. On April 24, 2014 Mr. Ryan resigned as a director of the company. On April 30, 2014, within one year of Mr. Ryan ceasing to act as a director of the company, Yaterra filed a note of deregistration with the United States Securities and Exchange Commission.

Other than as set out above, no proposed director (including any personal holding company of a proposed director), is:

- (1) as at the date of the Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (a) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (b) was subject to an order that was issued after such person 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 a director, chief executive officer or chief financial officer;
- (2) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

- (3) has, within the 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; or
- (4) has been subject to:
 - (a) any penalties or sanctions imposed by a court relation to securities legislation or by a securities regular authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; 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. No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

National Policy 58-201 - *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

1. Board of Directors

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. The Board acts in accordance with:

- (a) the *Business Corporations Act* (British Columbia);
- (b) the Company's articles of incorporation;

- (c) the charters of the Board and the Board committees; and
- (d) other applicable laws and Company policies.

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results.

Of the Company's proposed slate of five (5) directors, three (3) would be considered independent. The definition of independence used by the Board is that used by the Canadian Securities Exchange (the "CSE"). A director is independent if he has no "**material relationship**" with the Company. A "**material relationship**" is a relationship which could, in view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgement. Certain types of relationships are by their nature considered to be material relationships.

The Board has determined that Mr. Scott, Mr. Young and Mr. Ryan are independent directors. Mr. Burba is not considered independent because he is the President and Chief Executive Officer ("**CEO**") of the Company and Mr. Anderson is not considered independent because he is the Chief Financial Officer (the "**CFO**") of the Company.

The Board is responsible for determining whether or not each director is an independent director. The President, CEO, CFO and Secretary and any other officer are not considered independent. None of the other directors work in the day-to-day operations of the Company, are party to any material contracts with the Company, or receive any fees from the Company except as disclosed in this Circular.

The Board is actively involved in the Company's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Board also monitors the Company's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board periodically discusses the systems of internal control with the Company's external auditor.

The Board is responsible for choosing the President and CEO and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Company's major communications, including annual and quarterly reports, financing documents and press releases. The Company communicates with its stakeholders through a number of channels including its website. The Board approved the Company's communication policy that covers the accurate and timely communication of all

important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its audit committee (the “**Audit Committee**”), examines the effectiveness of the Company's internal control processes and management information systems. The Board consults with the external auditor and management of the Company to ensure the integrity of these systems. The external auditor submits a report to the Audit Committee each year on the quality of the Company's internal control processes and management information systems.

2. Directorships

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

<u><i>Name of Director</i></u>	<u><i>Name of Other Reporting Issuer</i></u>
Logan Anderson	Manado Gold Corp. Aloro Mining Corp.
Jeremy Ross	Canex Energy Corp. Catalina Gold Corp. Speakeasy Cannabis Club Ltd.
David Ryan (Director Nominee)	Manado Gold Corp. Midnight Star Ventures

3. Orientation and Continuing Education

The Board briefs all new directors with the policies of the Board, and other relevant corporate and business information.

4. Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual Directors by the Company's governing corporate legislation and the common law 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 Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i)

relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

5. 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 Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

6. Compensation

The Board conducts reviews with regard to Directors' compensation once a year. To make its recommendation on Directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of Directors with the return to shareholders. The Board decides the compensation of the Company's officers, based on industry standards and the Company's financial situation.

7. Other Board Committees

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

8. Assessments

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

AUDIT COMMITTEE

The Audit Committee Charter

The Audit Committee's mandate and charter can be described as follows:

1. Each member of the Audit Committee shall be a member of the Board, in good standing, and the majority of the members of the Audit Committee shall be independent in order to serve on this committee.
2. At least one of the members of the Audit Committee shall be financially literate.
3. Review the Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board. Consider changes that are necessary as a result of new laws or regulations.
4. The Audit Committee shall meet at least four times per year, and each time the Company proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of the management or others to attend the meetings and provide pertinent information as necessary.
5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Audit Committee.
6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
7. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board any proposed discharge of the independent auditors.
8. Review with the management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
9. Consider, with the management, the rationale for employing accounting firms rather than the principal independent auditors.
10. Inquire of the management and the independent auditors about significant risks or exposures facing the Company; assess the steps the management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
12. Inquire regarding the “**quality of earnings**” of the Company from a subjective as well as an objective standpoint.
13. Review with the independent accountants: (a) the adequacy of the Company's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.

14. Review with the management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.
15. Review with the management the annual financial reports before they are filed with the regulatory authorities.
16. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
17. Review all material written communications between the independent auditors and the management.
18. Review with the management and the independent auditors: (a) the Company's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the management encountered during the audit.
19. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.
20. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.
21. The Audit Committee will perform such other functions as assigned by law, the Company's articles, or the Board.

Composition of the Audit Committee

The members of the Audit Committee are Logan Anderson, Jeremy Ross and David Scott, a majority of which are independent and at least one member of which is financially literate.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgement.

A member of the Audit Committee is considered financially literate if he or she 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 the Company.

Relevant Education and Experience

Each member has an understanding of the business in which the Company is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Company's financial disclosures and internal control systems.

Logan Anderson – Mr. Anderson is a graduate of Otago University, New Zealand, with a Bachelors Degree of Commerce in Accounting and Economics (1977). From 1977 to 1982, Mr. Anderson was employed as an associate chartered accountant with Coopers & Lybrand in New Zealand (1977 to 1980) and Canada (1980 to 1982). From 1982 to 1992, Mr. Anderson was comptroller of Corhart Management Group Inc., a management services company which was responsible for the management of a number of private and publicly traded companies. Mr. Anderson has also been the President and a principal of Amteck Financial Corp., a private financial consulting services company ("**Amteck**"), with an address of 1085-555 Burrard Street Vancouver BC Canada, since 1993. Over the years, Mr. Anderson has also acted as a director and/or officer of a number of publicly traded companies, including PLC Systems, Inc. and 3D Systems Inc.

Jeremy Ross – Mr. Ross has over 20 years' experience in venture capital and marketing for small cap to mid-tier mining, oil and gas companies. He has been a director of Fission Uranium Corp. from 2013 to March 2017; Director of Big Wind Capital Inc. since July 2013; Director of Catalina Gold Corp. since September 2014; Director of Canex Energy Corp. since October 2016; Director of Far Resources since June 2016; and a Director of Fission 3.0 Corp. since December 2013. Mr. Ross has planned and implemented numerous marketing campaigns, and was the Corporate Development Consultant for Fission Energy named a Top 50 TSXV company for its performance, prior to the completion of the 2013 Denison Arrangement. In addition, Mr. Ross ran a number of corporate development programs for Canamax Energy (TSXV: CAC), which recently sold to private equity group "Edge Natural Resources LLC" in 2015. He also headed up corporate development for Able Auctions and Smart Tire systems, both of which graduated from the OTC-BB to the Amex stock exchange (NYSE).

David Scott – Mr. Scott has been involved in capital markets in Canada and the US since 1992. He has been involved in raising venture capital for both exploration companies and advanced stage development companies. Mr. Scott has been an advisor to numerous public companies and has advised on corporate development, reorganising, and strategic capital fund raising for companies in mineral exploration, mine development, technology and medical devices.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor (currently, Davidson & Company LLP) not adopted by the Board.

Reliance on Certain Exemptions

During the most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 *Audit Committees*. 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 auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee.

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

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of National Instrument 52-110 *Audit Committees*, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Davidson & Company LLP to the Company to ensure auditor independence. Fees incurred with Davidson & Company LLP for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year ended January 31, 2018	Fees Paid to Auditor in Year ended January 31, 2017
Audit Fees ⁽¹⁾	\$32,500	\$16,320
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$32,500	\$16,320

⁽¹⁾ "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

⁽²⁾ "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

⁽³⁾ “**Tax Fees**” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

⁽⁴⁾ “**All Other Fees**” include all other non-audit services.

Exemption

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

APPOINTMENT OF AUDITOR

Davidson & Company LLP will be nominated at the Meeting for reappointment as auditor of the Company at a remuneration to be fixed by the directors. Davidson & Company LLP was first appointed as auditor of the Company on April 12, 2017.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

The Compensation Discussion and Analysis section explains the compensation program for the fiscal year ended January 31, 2018 for the Company’s Named Executive Officers (as that term is defined under applicable securities legislation).

COMPENSATION DISCUSSION AND ANALYSIS

The compensation of the executive officers is determined by the Board, based in part on recommendations from the CEO.

The Board evaluates individual executive performance with the goal of setting compensation at levels that they believe are comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, the Board base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account our relative performance and strategic goals.

The executive officer compensation consists of two basic elements: (i) base salary; and (ii) incentive stock options. The details are set out in the Summary Compensation Table.

The base salary established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by the Board. In deciding on the salary portion of the compensation of the executive officers, major consideration is given to the fact that the Company is an early stage exploration company and does not generate any material revenue and must rely exclusively on funds raised from equity financing. Therefore, greater emphasis may be put on incentive stock option compensation.

The incentive stock option portion of the compensation is designed to provide the executive officers of the Company with a long term incentive in developing the Company's business.

Options granted under the Company's stock option plan (the “**Stock Option Plan**”) are approved by the Board, and if applicable, its subcommittees, after consideration of the Company's overall performance and whether the Company has met targets set out by the executive officers in their strategic plan.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES
(for the fiscal years ended January 31, 2018 and 2017)

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$) ⁽⁹⁾	Total compensation (\$)
Logan Anderson ⁽¹⁾ <i>CFO and Director</i>	2018	135,000	Nil	Nil	Nil	\$3,000	\$138,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil
David Scott ⁽²⁾ <i>Director</i>	2018	4,000	Nil	Nil	Nil	\$1,000	5,000
	2017	N/A	N/A	N/A	N/A	N/A	N/A
Jeremy Ross ⁽³⁾ <i>Director</i>	2018	Nil	Nil	Nil	Nil	Nil	3,000
	2017	N/A	N/A	N/A	N/A	N/A	N/A
Richard Robins ⁽⁴⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Fred J. Bonner ⁽⁵⁾	2018	18,500	Nil	Nil	Nil	\$3,000	21,500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Paul Pedersen ⁽⁶⁾	2018	28,857 ⁽⁷⁾	Nil	Nil	Nil	\$3,000	31,857
	2017	31,400 ⁽⁷⁾	Nil	Nil	Nil	Nil	31,400
Charles Golding ⁽⁸⁾	2018	Nil	Nil	Nil	Nil	\$3,000	\$3,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil

(1) Appointed as a Director on May 12, 2017; appointed CFO on April 13, 2018; and served as President and CEO from June 20, 2017 to April 13, 2018.

(2) Appointed as a Director on January 12, 2018.

(3) Appointed as a Director May 9, 2018; served as a Director from August 2017 to April 2018.

(4) Resigned as a Director October 13, 2017.

(5) Resigned as a Director March 8, 2018.

(6) Resigned as a Director April 25, 2018; served as President and CEO from July 2010 to June 2017.

(7) Representing management fees paid for the year.

(8) Resigned as a Director January 12, 2018; served as CFO from October 13, 2017 until January 12, 2018.

(9) Amounts representing a payment of \$1,000 per month to each member of the Board from the date of their appointment onwards.

“**Named Executive Officer**” or “**NEO**” means the CEO, the CFO and 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 for that financial year and each individual who would be an NEO 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.

**COMPENSATION SECURITIES
(FOR THE FISCAL YEAR END OF JANUARY 31, 2018)**

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁸⁾⁽⁹⁾	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
Logan Anderson ⁽¹⁾ <i>CFO and Director</i>	Stock Options	300,000 ⁽¹⁰⁾ 300,000	30 Jun 17 23 Oct 17	0.33 0.62	0.33 0.62	0.40	30 Jun 22 23 Oct 22
David Scott ⁽²⁾ <i>Director</i>	Stock Options	300,000	23 Oct 17	0.62	0.62	0.40	23 Oct 22
Jeremy Ross ⁽³⁾ <i>Director</i>	Stock Options	130,000	23 Oct 17	0.62	0.62	0.40	23 Oct 22
Richard Robins ⁽⁴⁾	Stock Options	50,000	30 Jun 17	0.33	0.33	0.40	30 Jun 22
Fred J. Bonner ⁽⁵⁾	Stock Options	150,000 100,000	30 Jun 17 23 Oct 17	0.33 0.62	0.33 0.62	0.40	30 Jun 22 23 Oct 22
Paul Pedersen ⁽⁶⁾	Stock Options	100,000 30,000	30 June 17 23 Oct 17	0.33 0.62	0.33 0.62	0.40	30 Jun 22 23 Oct 22
Charles Golding ⁽⁷⁾	Stock Options	50,000 30,000	30 Jun 17 23 Oct 17	0.33 0.62	0.33 0.62	0.40	30 Jun 22 23 Oct 22

⁽¹⁾ Appointed as a Director on May 12, 2017; appointed CFO on April 13, 2018; and served as President and CEO from June 20, 2017 to April 13, 2018.

⁽²⁾ Appointed as a Director on January 12, 2018.

- (3) Appointed as a Director May 9, 2018; served as a Director from August 10, 2017 to April 13, 2018.
 (4) Resigned as a Director 10 August 2017
 (5) Resigned as a Director March 8, 2018.
 (6) Resigned as a Director April 25, 2018; served as President and CEO from July 2010 to April 20, 2017.
 (7) Resigned as a Director January 12, 2018; served as CFO from August 10, 2017 until January 12, 2018.
 (8) All options granted fully vested.
 (9) The total amount of compensation securities, and underlying securities, held by each named executive officer or director on the last day of the most recently completed financial year end.
 (10) Options granted to Amteck, a company owned and controlled by Logan Anderson.

Name	Total Compensation Securities	Description of Underlying Securities
Logan Anderson	600,000	Common shares
David Scott	300,000	Common shares
Jeremy Ross	130,000	Common shares
Richard Robins	50,000	Common shares
Fred J. Bonner	250,000	Common shares
Paul Pedersen	130,000	Common shares
Charles Golding	80,000	Common shares

**EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOS
 (for the fiscal year ended January 31, 2018)**

Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Logan Anderson ⁽¹⁾ <i>CFO and Director</i>	Common shares	None	N/A	N/A	N/A	N/A	N/A
David Scott ⁽²⁾ <i>Director</i>	Common shares	None	N/A	N/A	N/A	N/A	N/A
Jeremy Ross ⁽³⁾ <i>Director</i>	Common shares	None	N/A	N/A	N/A	N/A	N/A
Richard	Common shares	50,000	0.33	13 Oct 17	0.73	0.40	20,000

Robins ⁽⁴⁾							
Fred J. Bonner ⁽⁵⁾	Common shares	None	N/A	N/A	N/A	N/A	N/A
Paul Pedersen ⁽⁶⁾	Common shares	None	N/A	N/A	N/A	N/A	N/A
Charles Golding ⁽⁷⁾	Common shares	None	N/A	N/A	N/A	N/A	N/A

(1) Appointed as a Director on May 12, 2017; appointed CFO on April 13, 2018; and served as President and CEO from June 20, 2017 to April 13, 2018.

(2) Appointed as a Director on January 12, 2018.

(3) Appointed as a Director May 9, 2018; served as a Director from August 10, 2017 to April 13, 2018.

(4) Resigned as a Director August 10, 2017

(5) Resigned as a Director March 8, 2018.

(6) Resigned as a Director April 25, 2018; served as President and CEO from July, 2010 to April 20, 2017.

(7) Resigned as a Director January 12, 2018; served as CFO from August 10, 2017 until January 12, 2018.

PENSION PLAN BENEFITS

The Company does not have a pension plan or provide any benefits following or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Except as set out herein, neither the Company or any of its subsidiaries has any plan or arrangement with respect to compensation to its directors or executive officers which would result from the resignation, retirement or any other termination of employment of the executive officers' employment with the Company and its subsidiaries or from a change of control of the Company or any subsidiary of the Company or a change in the executive officers' responsibilities following a change in control.

EQUITY COMPENSATION PLAN INFORMATION (FOR THE FISCAL YEAR ENDED JANUARY 31, 2018)

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	1,900,000	0.46	1,880,538

Equity compensation plans <i>not</i> approved by securityholders	Nil	Nil	Nil
Total	1,900,000	0.46	1,880,538

EQUITY COMPENSATION PLAN

The Board has adopted and the Shareholders have approved the Stock Option Plan. The following is a summary of the material terms of the Stock Option Plan:

- (a) directors, officers, employees and consultants of the Company, or to person engaged in investor relations activities on behalf of the Company or any of its subsidiaries are eligible to receive grants of options under the Stock Option Plan;
- (b) a number of Shares equal to ten (10%) percent of the issued and outstanding Shares in the capital stock of the Company from time to time are reserved for the issuance of stock options;
- (c) the exercise price of any options granted is determined by the Board in its sole discretion as of the date the Board grants the options, and shall not be less than the last closing price of the Shares traded through the facilities of the CSE prior to the grant of the options, less any discount permitted by the CSE, or such other price as may be required by the CSE;
- (d) options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (e) an optionee's options expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board) after the date the optionee ceases to be eligible to receive options; and
- (f) notwithstanding the foregoing, if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option.

Under the Stock Option Plan, the number of Shares which may be reserved for issue: (i) to any one optionee who is an insider and any associates of such insider, shall not exceed 5% of the outstanding issue; and (ii) to all persons who undertake investor relations activities, shall not exceed 2% of the outstanding issue. "**Outstanding issue**" is determined on the basis of the number of Shares that are outstanding immediately prior to the Share issuance in question.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

Except as set out herein, there are no employment contracts between either the Company or its subsidiaries and the above directors and NEOs other than disclosed herein or in the financial statements.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as disclosed hereunder, no Directors, proposed nominees for election as Directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means (a) a Director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the notes to the Company's financial statements for the financial year ended January 31, 2018, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

On March 4, 2018, the Company entered into a Royalty Agreement (the “**Royalty Agreement**”) with North American Lithium, Inc. (“**NA Lithium**”), a company wholly owned by John Burba, Christina Borgese (the Company's former Executive Vice President Research and Development) and Marc Privitera (the Company's former Executive Vice President Engineering and Operations) and with an address of 6190 Yardley Lane, San Ramon, California, United States, pursuant to which the Company agreed to pay a five percent (5%) royalty to NA Lithium on (a) the proceeds received by the Company from the sale of any saleable material (the “**Product**”), less (b) the production costs used to produce such materials (the “**Royalty Payment**”). The Royalty Payment will be paid on a quarterly basis, with no Royalty Payment being made if the Company has receive no income from the sale of the Product.

MANAGEMENT CONTRACTS

Except as set out herein and as further described below, there are no management functions of the Company which are to any substantial degree performed by a person or company other than the Directors or senior officers of the Company.

Amteck, pursuant to a consulting agreement entered into between the Company and Amteck dated June 1, 2017 (the "**Amteck Agreement**"), is responsible for the general business and office management of the Company. Logan Anderson acts as president and principal of Amteck, a private consulting company.

In accordance with the terms of the Amteck Agreement:

- (a) Amteck receives a monthly consulting fee of \$15,000, of which \$10,000 is paid in cash and \$5,000 is accruing until the Company (i) completes a financing and (ii) has adequate funding to pay the additional \$5,000 per month consulting fee. Alternatively, the Company may satisfy its obligation by applying the \$5,000 towards the exercise of stock options by Amteck. The Company has elected to pay the full monthly consulting fee of \$15,000 to Amteck in cash;
- (b) Amteck was granted 300,000 options, dated June 30, 2017 with an exercise price of \$0.33 and expiry date of June 30, 2022. As at January 31, 2018, 225,000 options had fully vested;
- (c) On March 4, 2018, Amteck was entitled to received, immediately upon the entering into of an asset purchase agreement with North American Lithium Inc. (the Burba group), (i) a cash bonus of \$50,000, and (ii) 100,000 Common Shares. The Company has paid the cash bonus to Amteck, but as of the date of this circular no Common Shares had been issued to Amteck in connection with the entering into of an asset purchase agreement;
- (d) Amteck may terminate the Amteck Agreement by giving at least 30 days written notice to the Company. The Company may waive such notice, in whole or in part and if it does so, Amteck's entitlement to remuneration pursuant to the Amteck Agreement will cease on the date it waives such notice;
- (e) The Company may terminate the Amteck Agreement by giving at least 90 days advance notice in writing to Amteck. The provided written notice must be supported by the majority of the board of directors of the Company. The Company may in the alternative pay 180 days and terminate the agreement immediately; and
- (f) The Amteck Agreement may be terminated by the Company upon the occurrence of any default by giving written notice to Amteck specifying the nature of such default. A default shall be defined as the occurrence of any one or more of the following:
 - (i) Amteck files a voluntary petition in bankruptcy, or is adjudicated as bankrupt or insolvent;

- (ii) Amteck fails to perform any of its services in the manner or within the time required herein or commits or permits a breach of or default in any of its duties or obligations hereunder; or
- (iii) Amteck, acting reasonably and has given appropriate notice, determines that Amteck has acted or is acting in a manner detrimental to the Company, or has violated the confidentiality of any information as provided for in the Amteck Agreement.

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the Company's audited comparative financial statements for the year ended January 31, 2018 and the prior fiscal year, the auditor's report and related management discussion and analysis. Copies of such statements and the Company's most current interim financial statements and related management discussion and analysis, and additional copies of this proxy circular, may be obtained from SEDAR at www.sedar.com and upon written request to the Company's Secretary at 510 – 744 W. Hastings Street, Vancouver, B.C. V6C 1A5.

OTHER MATTERS

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Circular.

DATED July 6, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Logan Anderson”

Logan Anderson
CFO and Director