

SCORPION RESOURCES INC.

**Suite 800 – 1199 West Hastings Street
Vancouver, British Columbia, V6E 3T5
Telephone No. (604) 283-1722 - Fax No. (604) 241-5996**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Take notice that the Annual General and Special Meeting (the “**Meeting**”) of shareholders of **SCORPION RESOURCES INC.** (the “**Company**”) will be held at Suite 800 – 1199 West Hastings Street, Vancouver, British Columbia, on Monday, December 18, 2017 at 10 o’clock a.m. Pacific time, for the following purposes:

1. To receive and consider the financial statements of the Company for its fiscal year ended March 31, 2017, together with the auditor’s report and related management discussion and analysis;
2. To elect directors of the Company for the ensuing year;
3. To re-appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors;
4. To confirm the Company’s 10% “rolling” stock option plan, as described in the accompanying Information Circular; and
5. To approve by ordinary resolution, the adoption of the Company’s new Articles to include advance notice provisions, and other amendments, as described in the accompanying Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

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

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

Dated at Vancouver, British Columbia, effective November 14, 2017.

BY ORDER OF THE BOARD

“Quinn Field-Dyde”

**Quinn Field-Dyde
Chief Executive Officer**

SCORPION RESOURCES INC.

Suite 800 – 1199 West Hastings Street
Vancouver, British Columbia, V6E 3T5
Telephone No. (604) 283-1722 - Fax No. (888) 241-5996

INFORMATION CIRCULAR

as at November 8, 2017

(except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of SCORPION RESOURCES INC. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on December 18, 2017 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

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

GENERAL PROXY INFORMATION

Solicitation of Proxies

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

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and/or directors/employees of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

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

- (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 management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

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:

- (a) complete, date and sign the 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 to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9;

- (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 control number; or
- (c) use the internet through the website of the Company's transfer agent 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 control number.

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

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

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

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. 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" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for Non-Objecting Beneficial Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from our transfer agent. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being 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 and address and information about your holdings of securities have been 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 Common Shares are voted at the Meeting.

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

completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting and to vote your Common Shares at the Meeting.

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

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:

- (a) 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 or to the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

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

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any 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 may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed November 8, 2017 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 Common Shares voted at the Meeting.

Effective January 7, 2016, the Company's Common Shares were listed for trading on the NEX Board of the TSX Venture Exchange (SR.H) as a capital pool company ("CPC"). As the Company is a CPC, there are no arrangements which directors were compensated by the Company and its subsidiaries during financial year ended March 31, 2017.

The Company has an authorized capital consisting of an unlimited number of common shares. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on November 8, 2017, the date fixed by our directors as the record date for determining who is entitled to receive notice of and to vote at the meeting.

On May 23, 2017, the Company consolidated its common share capital at a ratio of five (5) pre-consolidation common shares for one (1) post-consolidated common share.

At the close of business on November 8, 2017, 3,427,191 of the Company's common shares were outstanding.

The Company is also authorized to issue an unlimited number of non voting Preferred shares without par value. At November 8, 2017 there were no Preferred shares issued and outstanding.

Escrow Shares

As at November 8, 2017 record date, a total of 462,000 common shares were held in escrow pending the completion of the Company's qualifying transaction as required by the TSX Venture Exchange. The escrow agent will release any securities

upon receiving notice of completion of a Qualifying Transaction. The following named Insiders of the Company hold shares under escrow as follows: 1) Joshua Bleak (as to 100,000 common shares); 2) Quinn Field-Dyte (as to 20,000 common shares); 3) Anthony Jackson (as to 20,000 common shares); 4) Konstantin Lichtenwald (as to 20,000 common shares); and 5) Von Torres (as to 20,000 common shares).

Certain corporate actions made since financial year ended March 31, 2017 and current to the date of this Information Circular

On May 16, 2016:

- Quinn Field-Dyte was appointed Chief Executive Officer and a director
- Von Torres was appointed a director
- Laara Schaffer resigned as Chief Financial Officer, Corporate Secretary and director
- Anthony Jackson was appointed Chief Financial Officer

On July 20, 2016:

- Corey Dias resigned as a director
- Anthony Jackson was appointed a director

On July 29, 2016:

- John Eckersley resigned as President, Chief Executive Officer and director
- Konstantin Lichtenwald was appointed a director

To the knowledge of the directors and executive officers of the Company, as at November 8, 2017, there were no persons or companies that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the Company's financial year ended March 31, 2017, the report of the auditor thereon and the related management's discussion and analysis thereon were filed on SEDAR at www.sedar.com on July 31, 2017, and will be tabled at the Meeting and will be available at the Meeting.

ELECTION OF DIRECTORS

There are currently five directors of the Company. 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 *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

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, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 8, 2017.

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Quinn Field-Dyte Chief Executive Officer and Director British Columbia, Canada.	Businessman. <i>Refer to Director Biographies below.</i>	Officer and Director Since May 16, 2016	20,000

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Anthony Jackson ⁽²⁾ Chief Financial Officer and Director British Columbia, Canada	Chartered Professional Accountant (CPA) and Chartered Accountant (CA); Since October 2008, Principal of Jackson & Company. <i>Refer to Director Biographies below.</i>	Officer and Director Since July 20, 2016	70,000
Joshua Bleak ⁽²⁾ Director Arizona, U.S.A.	Businessman. <i>Refer to Director Biographies below.</i>	Director Since October 19, 2011	500,000
Von Torres ⁽²⁾ Director British Columbia, Canada	Corporate Secretary and Director of several publicly traded companies <i>Refer to Director Biographies below.</i>	Director Since May 16, 2016	20,000
Konstantin Lichtenwald Director British Columbia, Canada	Chartered Professional Accountant (CPA) and Chartered General Accountant (CGA). <i>Refer to Director Biographies below.</i>	Director Since July 29, 2016	20,000

Note:

(1) The information as to position and principal business and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.

Director Biographies

Quinn Field-Dyde has over 10 years of experience in the financial services industry having served from 1996 to 2004 as an investment advisor and later as a consultant to Ratec Development Corp. From 2004 to 2010, Mr. Field-Dyde was involved in the interactive entertainment industry, working at Electronic Arts Inc. (EA Games) and co-founding Embassy Interactive Games before returning to the financial industry in 2010. Mr. Field-Dyde currently sits on the board of multiple publicly traded companies.

Anthony Jackson brings experience in corporate compliance, financial advisory and financial reporting activities to public and private companies. Mr. Jackson spent a number of years working at Ernst & Young LLP and obtaining his CA designation before moving onto work as a senior analyst at a boutique investment banking firm. Mr. Jackson holds a bachelor of business administration degree from Simon Fraser University and the professional designation of chartered professional accountant (CPA and CA), where he is a member of the British Columbia and Canadian institute of Chartered Professional Accountants. Most recently, Mr. Jackson has had extensive experience as a director and officer of numerous publicly trading companies. Mr. Jackson is Principal of Jackson & Company, providing audit, accounting, and taxation services to small, large and mid-size private and public companies across British Columbia and Canada-wide.

Joshua Bleak is a fourth-generation miner from an Arizona mining family that has developed gold, silver and uranium properties throughout the southwestern United States. Mr. Bleak was previously President of American Energy Fields, Inc., a U.S. publicly traded uranium company (from to). Mr. Bleak has been the President and a Director at Southwest

Exploration Inc. (since May 2009). Mr. Bleak has been a Director of Southwest Exploration Inc. Mr. Bleak has been the President of North American Environmental Corp. Since October 2008. He has been Secretary of Pinal Realty Investments Inc. Since January 2005. Mr. Bleak served as the Chief Executive Officer and President of Passport Potash, Inc., from April 26, 2011 to June 2015 and served as a director of Passport Potash Inc. from April 12, 2010 to June, 2015. He served as the Chief Executive Officer of Standard Gold Corp at Bullfrog Gold Corp. from January 12, 2010 to October 2011. Mr. Bleak served as the Chief Executive Officer of Equinox Exploration Corp. from August 30, 2012 to February 21, 2013. He served as the President at Equinox Exploration Corp. from December 16, 2010 to August 30, 2012 Mr. Bleak served as the Chief Executive Officer, President, Treasurer and Secretary at Continental Resources Group, Inc since its incorporation in November 2009. He served as Chief Financial Officer of Continental Resources Group, Inc. since September 8, 2011. Mr. Bleak was responsible for the permitting and overseeing of Passport's initial round of drilling at the Holbrook Basin potash project. From December 24, 2009 to February 1, 2010, Mr. Bleak served as Chief Financial Officer at American Energy Fields. He has served with numerous exploration companies to indentify and explore mining prospects located within the southwestern U.S. Since October 2008, he has been Director at North American Environmental Corp. Since January 2005, he has been a Director of Pinal Realty Investments Inc. Mr. Bleak has been a Director of Equinox Exploration Corp. since December 16, 2010 and American Energy Fields, Inc. since its incorporation in November 2009. . He served as a Director of Marathon Patent Group, Inc. from January 16, 2012 to March 8, 2013.

Von Torres brings experience in corporate management services to both private and public companies. Most recently, Mr. Torres has served on several publicly traded companies and as a contractor provided services to the companies in a corporate secretarial role.

Konstantin Lichtenwald specializes in providing corporate financial valuation, taxation, financial reporting, consulting and other accounting services to both small businesses and public commodity resource companies. Mr. Lichtenwald also assists in many aspects of client administration, financing and other activities. Mr. Lichtenwald also worked at Ernst & Young GmbH, Germany, in the assurance department. Mr. Lichtenwald earned his bachelor of business administration degree from Pforzheim University, Germany, and holds the professional designation of chartered professional accountant (CPA and CGA), where he is a member of chartered professional accountants of British Columbia and Canada. Mr. Lichtenwald has had extensive experience as a controller and chief financial officer of numerous publicly traded and private corporations in several industries.

Other than as set out below, within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) 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 has 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;
- (d) 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
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On August 17, 2017 Passport Potash Inc., was delisted from the NEX Board for failure to pay their quarterly NEX Listing Maintenance Fee. Prior to delisting, the shares of the company were subject to a suspension from trading. Mr. Bleak was President and a director of Passport Potash Inc. at the time of the delisting.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia, will be nominated at the Meeting for re-appointment as auditor of the Company at a remuneration to be fixed by the directors.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

The Audit Committee’s Charter

The audit committee has a charter, a copy of which is attached as Schedule “A” to this Information Circular.

Composition of the Audit Committee

The members of the audit committee are Anthony Jackson, Joshua Bleak and Von Torres. Messrs. Bleak and Torres are the independent members of the audit committee. Mr. Jackson is a non-independent member of the audit committee as he is the Chief Financial Officer of the Company. All members are considered to be financially literate.

Relevant Education and Experience of the Audit Committee

See heading *Director Biographies* above for disclosure on relevant education and experience.

Each member of the audit committee has:

- an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience with analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor other than Dale Matheson Carr-Hilton LaBonte LLP.

Reliance on Certain Exemptions

The Company’s auditor, Dale Matheson Carr-Hilton LaBonte LLP, has not provided any material non-audit services.

Pre-Approval Policies and Procedures

See the Audit Committee Charter for the adoption of specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audited services provided by Dale Matheson Carr-Hilton LaBonte LLP to the Company to ensure auditor independence. Fees incurred 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 for Year Ended March 31, 2017	Fees Paid to Auditor for Year Ended March 31, 2016.
Audit Fees ⁽¹⁾	\$9,500	\$5,000
Audit-Related Fees ⁽²⁾	\$190	\$Nil
Tax Fees ⁽³⁾	\$484.50	\$750

Nature of Services	Fees Paid to Auditor for Year Ended March 31, 2017	Fees Paid to Auditor for Year Ended March 31, 2016.
All Other Fees ⁽⁴⁾	\$Nil	\$Nil
Total	\$10,174.50	\$6,750

Notes:

- (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 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 NI 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110 for the year ended March 31, 2017. This exemption exempts a "venture issuer" from the requirement to have 100% of the members of its audit committee independent, as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board of the Company is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board facilitates its independent supervision over management in several ways, including retaining independent consultants where it deems necessary, and by reviewing corporate developments with larger shareholders, analysts and potential industry partners.

The independent members of the Board are Joshua Bleak, Von Torres and Konstantin Lichtenwald. The non-independent directors are Quinn Field-Dyde, President and Chief Executive Officer and Anthony Jackson, Chief Financial Officer.

Directorships

The directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
Quinn Field-Dyde	Endocan Solutions Inc. (formerly Worldwide Marijuana Inc.)	CSE
	Quantum Cobalt Corp.	CSE
	Walker River Resources Corp.	TSXV

Name of Director	Name of Reporting Issuer	Exchange Listed
Anthony Jackson	Arcturus Ventures Inc.	NEX
	Delta 9 Cannabis Inc.	TSXV
	Global UAV Technologies Ltd. (formerly Alta Vista Ventures Ltd.)	CSE
	Golden Ridge Resources Ltd. (formerly 88 Capital Corp.)	TSXV
	Intact Gold Corp.	TSXV
	Kootenay Zinc Corp.	CSE
	Leo Resources Inc.	CSE
	Montego Resources Inc.	CSE
	Navis Resources Corp.	CSE
	Royal Sapphire Corp.	TSXV
	Senator Minerals Inc.	TSXV
	Tiller Resources Ltd.	TSXV
	Winston Resources Inc.	CSE
Joshua Bleak	Anfield Resources Inc.	TSXV; Frankfurt; OTCBB
Von Torres	Delta 9 Cannabis Inc.	TSXV
	Fire River Gold Corp.	NEX
	Hadley Mining Inc.	CSE
	Navis Resources Corp.	CSE
	Quantum Colbalt Corp.	CSE
Konstantin Lichtenwald	Arcturus Ventures Inc.	NEX
	Delta 9 Cannabis Inc.	TSXV
	Fire River Gold Corp.	NEX
	Golden Ridge Resources Ltd. (formerly 88 Capital Corp.)	TSXV
	Intact Gold Corp.	TSXV
	Leo Resources Inc.	CSE
	Tiller Resources Ltd.	TSXV
Vantex Resources Ltd.	TSXV	

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties and business and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

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 directors' 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.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

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

Compensation

The Board as a whole determines compensation for the directors and CEO.

Other Board Committees

The Board has no other committees other than the audit committee.

Assessments

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

EXECUTIVE COMPENSATION – VENTURE ISSUER

GENERAL

For the purposes of this Information Circular:

“NEO” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two completed financial years ended March 31, 2017 and March 31, 2016. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” below.

During financial year ended March 31, 2017, the NEOs of the Company were: Quinn Field-Dyde, Chief Executive Officer and director, Anthony Jackson, Chief Financial Officer and director, John Eckersley former President and Chief Executive Officer and Laara Shaffer, former CFO and Corporate Secretary. The directors of the Company who were not NEOs during financial year ended March 31, 2017 were: Joshua D. Bleak, Von Torres and Konstantin Lichtenwald.

Quinn Field-Dyde was appointed Chief Executive Officer and a director on May 16, 2016, Anthony Jackson was appointed Chief Financial Officer and a director on July 20, 2016.

John Eckersley served as President and Chief Executive Officer from October 19, 2011 to July 29, 2016 and Laara Shaffer served as a Director from July 11, 2012 to May 16, 2016 and served as Chief Financial Officer and Corporate Secretary from September 14, 2012 to May 16, 2016.

Von Torres was appointed a director on May 16, 2016

Konstantin Lichtenwald was appointed a director on July 29, 2016

Corey Dias served as a director from September 10, 2013 to July 20, 2016.

During financial year ended March 31, 2016, the NEOs of the Company were: John Eckersley, President and Chief Executive Officer and Laara Shaffer, Chief Financial Officer and Corporate Secretary and director. The directors of the Company who were not NEOs during financial year ended March 31, 2016 were: Joshua Bleak and Corey Dias.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two completed financial years ended March 31, 2017 and March 31, 2016. Options are disclosed under the heading “**Stock Options and Other Compensation Securities**” below.

Table of Compensation, Excluding Compensation Securities in Financial Years ended March 31, 2017 and March 31, 2016

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Quinn Field-Dyde CEO and director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Anthony Jackson CFO and director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
John Eckersley former President and CEO	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Laara Shaffer former CFO, Corporate Secretary and director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Joshua Bleak director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Von Torres director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Konstantin Lichtenwald director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Corey Dias former director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Stock Option Plans and Other Compensation Securities

10% “rolling” Stock option Plan

Directors of the Company adopted a stock option plan dated for reference October 6, 2016 (the “Plan”). and Shareholders approved the Plan at the Company’s Annual General Meeting held on November 19, 2016. The Plan complies with the requirements of Exchange issuers. Effective on December 10, 2014, the Company announced that it had applied for a transfer of its listing from the TSX Venture Exchange to the NEX Board of the TSX Venture Exchange (“NEX”), for failure to complete the Qualifying Transaction prior to the suspension deadline of September 11, 2014.

While the Plan is in effect there can never be more than 10% of the Company’s issued and outstanding Common Shares reserved for issuance under the Plan at any point in time. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final TSX Venture Exchange Bulletin is issued.

Until the Company completes its Qualifying Transaction and ceases to be a CPC, all stock options granted under the Plan will be subject to the terms and conditions of the CPC Policy.

Under the Plan, a maximum of 10% of the issued and outstanding shares of the Company are to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares by the Company, the Plan is considered to be a “rolling” stock option plan.

The Plan is administered by the CFO of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. Pursuant to the Plan all options expire on a date not later than 10 years after the date of grant of an option.

Incentive Stock Options during financial year ended March 31, 2017

The Company did not grant or issue any option-based awards to an NEO or director of the Company during financial year ended March 31, 2017.

Incentive Stock Options during financial year ended March 31, 2016

The Company did not grant or issue any option-based awards to an NEO or director of the Company during financial year ended March 31, 2016.

Exercise of Compensation Securities by NEOs and Directors

Financial Year Ended March 31, 2017

There were no option-based securities exercised by an NEO or director of the Company during the financial year ended March 31, 2017.

Financial Year Ended March 31, 2016

There were no option-based securities exercised by an NEO or director of the Company during the financial year ended March 31, 2016.

Oversight and description of Director and Named Executive Officer Compensation

Elements of the Compensation Program

The Company does not have in place a compensation committee or a nominating committee. All tasks related to developing and monitoring the Company’s approach to the compensation of officers of the Company and to developing and monitoring the Company’s approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEOs and the Company’s employees is reviewed, recommended and approved by the independent directors of the Company.

The Company chooses to grant stock options to NEOs to satisfy the long-term compensation component. The Board may consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant. The Board considers that the payment of such discretionary annual cash bonuses satisfies the medium term compensation component. In the future, the Board may also consider the grant of options to purchase common shares of the Company with longer future vesting dates to satisfy the long term compensation component.

The Board has assessed the Company’s compensation plans and programs for its executive officers to ensure alignment with the Company’s business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associates with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;

- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management the Company has employed a combination of base salary and equity participation through its stock option plan.

The Company relies solely on the discussions of the Board, without any formal objectives, criteria and analysis, for determining executive compensation.

Base Salary or Consulting Fees

In the Board's view, paying base salaries or fees competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources, including surveys conducted by independent consultants and national and international publications.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board. The Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Compensation Review Process

Risks Associated with the Company's Compensation Program

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Benefits and Perquisites

The Company does not offer any benefits or perquisites to its directors or NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Option-Based Awards

The Company's 10% "rolling" Stock option Plan dated for reference October 6, 2016 was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board.

Pension disclosure

The Company does not have any pension plan that provides for payments or benefits to NEOs at, following, or in connection with retirement nor does the Company have a pension plan that provides for payments or benefits to the non-executive directors at, following, or in connection with retirement.

Employment, consulting and management services

The Company has no contract, agreement, plan or arrangement that provides for payments to an NEO, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEO's responsibilities.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company are authorized at the end of the Company's most recently completed financial year:

Plan Category	Number of securities 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 security holders – the Share Option Plan	600,000	\$ 0.43	535,000
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	600,000		535,000

Note: Total consists of 600,000 Common Shares issuable on exercise of outstanding incentive stock options as at March 31, 2017. At financial year ended March 31, 2017 and as of the date of this Information Circular, there were no outstanding incentive stock options.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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 of the most recently completed financial year or as at the date hereof.

During the year ended March 31, 2017:

- 1) the Company has a loan payable to director and CFO, Anthony Jackson, of \$7,500. The loan is unsecured, without interest and due on demand.
- 2) a debt owed to Bridgemark Financial Corp. (Anthony Jackson) for accounting fees: \$58,750 (2016: \$50). This amount is unsecured, non-interest bearing and had no fixed terms of repayment. This debt was forgiven as of the Company's Q1 June 30, 2017.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular, including the disclosure below, briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

Transactions with related parties are incurred in the normal course of business.

Key Management Compensation

Management and professional fees: \$40,000 (2016: \$Nil)

Mineral property investigation costs: \$5,000 2016: \$Nil)

MANAGEMENT CONTRACTS

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 executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Continuation of Stock option Plan

Although the NEX does not require listed companies to adopt a stock option plan, the board of directors feels that it is appropriate that the Company be prepared by possessing the necessary tools to attract and retain qualified personnel. One such tool is the Company's stock option plan.

Description of Plan

Shareholders of the Company approved the adoption of the Company's "rolling" stock option plan (the "Plan") at the Company's November 10, 2016 annual general meeting. Under the Plan, a maximum of 10% of the issued and outstanding Common Shares of the Company at the time an option is granted, less any outstanding stock options previously granted, will be reserved for issuance as options and will be granted at the discretion of the Company's Board of Directors to eligible optionees (the "**Optionees**") under the Plan.

While the Plan is in effect there can never be more than 10% of the Company's issued and outstanding Common Shares reserved for issuance under the Plan at any point in time. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final TSX Venture Exchange Bulletin is issued.

Until the Company completes its Qualifying Transaction and ceases to be a CPC, all stock options granted under the Plan will be subject to the terms and conditions of the CPC Policy.

The Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, and consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares, exercisable for a period of up to 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

Eligible Optionees

Under the policies of the TSX Venture Exchange, to be eligible for the issuance of a stock option under the Plan an Optionee must either be a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual or to a non-individual that is wholly owned by individuals eligible for an option grant. If the option is granted to a non-individual, it must provide the TSX Venture Exchange with an undertaking that it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect, without the consent of the TSX Venture Exchange.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

- (a) all options granted under the Plan are non-assignable, non-transferable and exercisable except in the case of a death of an Optionee, the Optionee ceases to be employed or provide services to the Company, or an Optionee is dismissed from employment or service for cause;
- (b) for stock options granted to employees or service providers (inclusive of management company employees), the Company must ensure that the proposed Optionee is a bona fide employee or service provider (inclusive of management company employees), as the case may be, of the Company or any subsidiary;
- (c) an option granted to any Optionee will expire 90 days (or such other time as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to the expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such option has vested at the date the Optionee ceased to be employed by or to provide services to the Company;

- (d) the minimum exercise price of an option granted under the Plan must not be less than the Discounted Market Price (as defined in the policies of the Exchange);
- (e) no Optionee can be granted an option or options to purchase more than 5% of the outstanding listed shares of the Company in any one year period unless the Company has received disinterested shareholder approval to the grant of the options;
- (f) no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12-month period;
- (g) no more than an aggregate of 2% of the issued shares of the Company may be granted to all employees conducting investor relations activities in any 12-month period;
- (h) in the case of any Optionee's death, the Optionee's heirs or administrators can exercise any part of the outstanding option for up to one year from the Optionee's death;
- (i) options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period or such longer vesting period as the Board may determine;
- (j) the Company must obtain disinterested shareholder approval of any decrease in the exercise price of stock options previously granted to insiders;
- (j) the exercise price of any incentive stock option must be paid by a certified cheque, wire transfer or bank draft;
- (k) the Company must obtain disinterested shareholder approval for stock options if the Plan, together with all of the Company's previously established and outstanding option plans or grants, results, at any time in the number of shares reserved for issuance under stock options granted to insiders exceeding 10% of the issued shares, the grant to insiders, within a 12-month period, of a number of options exceeding 5% of the issued shares, of the Company; and
- (l) options granted under any existing plan will be deemed to have been granted under the Plan and will be subject to the terms and conditions of the Plan.

Shareholder Approval

At the Meeting, shareholders will be asked to consider and vote on the ordinary resolution to the continuation of the Plan as follows:

“RESOLVED that the Company's 10% “rolling” stock option plan dated for reference October 6, 2016 be ratified and approved for continuation until the next annual meeting of the Company.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

A copy of the Plan will be available for inspection at the Meeting. A shareholder may also obtain a copy of the Plan by contacting the Company at Telephone No. (604) 283-1722 or Fax No. (888) 241-5996.

B. Adoption of New Articles

The Articles of a company, among other things, set out rules for the conduct of its business and affairs. The Company's 2011 Articles dated October 19, 2011 (the “2011 Articles”) can be accessed at www.sedar.com. However due to clarifications required to the 2011 Articles, management of the Company wishes to adopt new Articles (“New Articles”). The primary deletions and/or additions to the New Articles from that of the 2011 Articles are set out below:

Advance Notice Provision

INTRODUCTION

The directors of the Company are proposing that the New Articles of the Company include an advance notice provision (the “**Advance Notice Provision**”), which will:

- (i) facilitate orderly and efficient annual general or, where the need arises, special, meetings;
- (ii) ensure that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and
- (iii) allow shareholders to register an informed vote. The full text of the Advance Notice Provision is set out in

Schedule “B” to this Information Circular.

PURPOSE OF THE ADVANCE NOTICE PROVISION

The purpose of the Advance Notice Provision is to foster a variety of interests of the shareholders and the Company by ensuring that all shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which holders of record of Common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

EFFECT OF THE ADVANCE NOTICE PROVISION

1. Subject to the British Columbia *Business Corporations Act* (the “BCBCA”) and the New Articles, the persons who are nominated in accordance with the following procedures shall only be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders (but only if one of the purposes for which the special meeting was called was the election of directors):

- (a) by or at the direction of the Board of the Company, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the BCBCA, or a requisition of the shareholders made in accordance with the provisions of the BCBCA; or
- (c) by any person (a “**Nominating Shareholder**”):
 - (i) who, at the close of business on the date of the giving of the notice provided for below in the Advance Notice Provision and 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
 - (ii) who complies with the notice procedures set forth below in the Advance Notice Provision.

2. 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 Chief Financial Officer of the Company at the principal executive offices of the Company.

3. To be timely, a Nominating Shareholder’s notice to the Chief Financial Officer of the Company must be made:

- (a) in the case of an annual meeting of shareholders, 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 40 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 tenth (10th) day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above. Notwithstanding the foregoing, the Board may, in its sole discretion, waive the time periods summarized above.

4. To be in proper written form, a Nominating Shareholder’s notice to the Chief Financial Officer of the Company must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation or employment of the person;
 - (iii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;

- (iv) a statement as to whether such person would be “independent” of the Company (within the meaning of applicable securities law) if elected as a director at such meeting and the reasons and basis for such determination; and
- (v) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
- (b) as to the Nominating Shareholder giving the notice,
 - (i) the class or series and number of shares in the authorized share structure of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and
 - (ii) any other information relating to such Nominating Shareholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and Applicable Securities Laws (as defined below).

5. To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in the Advance Notice Provision and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Chief Financial Officer of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the meeting, a written representation and agreement (in form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person’s term in office as a director (and, if requested by any candidate for nomination, the Chief Financial Officer of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).

6. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provision; provided, however, that nothing in the Advance Notice Provision shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

7. For purposes of the Advance Notice Provision:

- (a) “**public announcement**”, shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
- (b) “**Applicable Securities Laws**”, means the *Securities Act* (British Columbia) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each applicable provinces and territories of Canada.

8. Notwithstanding any other provision of the Advance Notice Provision, notice or any delivery given to the Chief Financial Officer of the Company pursuant to the Advance Notice Provision may only be given by personal delivery, facsimile transmission or by email (provided that the Chief Financial Officer of the Company has stipulated an email address for purposes of this notice, at such email address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Chief Financial Officer at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

The material concerns arising from the amendments to the BCBCA and which are reflected in the New Articles include the following:

- (i) If the shares of which a shareholder is the registered owner are not uncertificated shares, such shareholders will be entitled either to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name; or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate. Shareholders holding uncertificated shares will receive written notice of any issue or transfer of those shares.
- (ii) Currently, the 2011 Articles provide that for a share transfer to be effective the Company must receive a "duly signed instrument of transfer". In electronic delivery, in certain circumstances where transfers are effected by brokers on behalf of their clients, a signed instrument of transfer is not provided to the Company. The amendments reflected in the New Articles permit the transfer of shares to occur upon receipt by the Company or its transfer agent of a duly signed or a written instrument of transfer.

The New Articles also refine certain "housekeeping" provisions contained in the 2011 Articles as follows:

Elimination of Fractional Shares

The New Articles permit the Company to acquire for fair value any outstanding fractions of shares by delivering notice and funds to the holder of such fractional share. A shareholder whose fractional share is so purchased will have the right to apply to the court to determine the fair value of such shares. The Current Articles do not permit the acquisition of fractional shares by the Company;

Notice for Meetings of Shareholders

Updated;

Quorum at Shareholders' Meetings

The New Articles indicate that subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is at least one person who is, or who represents by proxy, one or more shareholders who, in the aggregate, hold at least five percent of the issued shares entitled to be voted at the meeting.

Appointment of Proxy Holders

One or more but not more than two.

Deposit of Proxy

Under the New Articles, a proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages, including through Internet or telephone voting or by email, if permitted by the notice calling the meeting or the information circular for the meeting;

Remuneration of Auditor

Under the New Articles, the directors may set the remuneration of the auditor of the Company;

Casting Vote at Director Meetings

Under the New Articles, questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting has a second or casting vote. The 2011 Articles state that the chair of the meeting does not have a second or casting vote;

Quorum at Director Meetings

Under the New Articles, the quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is deemed to be a majority of the directors or, if the number of directors is set at one, is deemed to be set at one director, and that director may constitute a meeting. The 2011 Articles state that if not so set, is deemed to be set at two directors;

Indemnification

Updated;

Deemed Receipt of Mailing

Under the New Articles, a notice, statement, report or other record that is mailed by ordinary mail to the applicable address for that person, faxed to a person to the fax number provided by that person and e-mailed to a person to the e-mail address provided by that person, is deemed to be received by the person to whom it was mailed on the day (Saturdays, Sundays and holidays excepted), faxed or e-mailed to a person on the day that it was faxed or e-mailed. The Current Articles does not include fax and e-mail;

Undelivered Notices

Under the New Articles, if on two consecutive occasions, a notice, statement, report or other record is sent to a shareholder pursuant to the Articles and on each of those occasions any such record is returned because the shareholder cannot be located, the Company shall not be required to send any further records to the shareholder until the shareholder informs the Company in writing of his or her new address;

Prohibitions

Removed as the Company is a reporting company.

Shareholder vote to the adoption of New Articles of the Company

The adoption of the new form of Articles of the Company requires a simple majority of the votes cast in person or by proxy, and the filing of the resolution in the Company's records office. Accordingly, the Company's shareholders will be asked to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution to adopt the New Articles, the text of which is as follows:

"RESOLVED, as an ordinary resolution, to approve the New Articles of the Company as follows:

Articles

1. The 2011 Articles of the Company are cancelled and that the form of Articles attached as Schedule A to this resolution are adopted as the New Articles of the Company.

Condition for New Articles

2. It is a condition of this resolution that the New Articles of the Company referred to above do not take effect until the date and time that this resolution and the signed New Articles are received and stamped for deposit at the Company's records office.

Execution of Documents

3. Any director or officer of the Company be authorized to execute and deliver under the seal of the Company or otherwise, all such documents and to do all such other acts or things as such director or officer may determine to be necessary or advisable in connection with such transition, the execution of any such document or the doing of any such other act or thing by any director or officer of the Company being conclusive evidence of such determination.

Revocation of Resolution

4. Pursuant to section 139 of the Act, the directors have the right to revoke the above ordinary resolutions before they are acted on."

The Board of Directors recommends that shareholders vote in favour of this ordinary resolution. In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the ordinary resolution. The above ordinary resolution, if passed, will become effective immediately upon the New Articles together with the signed Minutes approving the New Articles being received for deposit at the Company's records office.

The proposed new form of Articles are available for inspection during regular business hours for the period before the Meeting at the Company's registered and records office at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7. The proposed new form of Articles will be available at the Meeting.

Upon receipt of approvals to the new form of Articles, a complete set may be accessed at www.sedar.com

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE ADOPTION OF THE NEW ARTICLES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

ADDITIONAL INFORMATION

Additional information relating to the Company is filed on SEDAR at www.sedar.com and upon request from the Company at phone number (604) 283-1722 or fax number (888) 241-5996. A copy of these documents may be obtained by a Shareholder upon request without charge from the Company at Suite 800 – 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5. Telephone No. (604) 283-1722 or Fax No. (888) 241-5996 and will also be available through the Internet on www.sedar.com.

Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

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

DATED at Vancouver, British Columbia, effective November 14, 2017.

BY ORDER OF THE BOARD

“Quinn Field-Dyte”

Quinn Field-Dyte
Chief Executive Officer

**SCHEDULE “A”
TO SCORPION RESOURCES INC.
2017 ANNUAL GENERAL AND SPECIAL MEETING INFORMATION CIRCULAR
AUDIT COMMITTEE CHARTER**

Mandate

The Company is relying on the exemption contained in Part 6.1 under NI 52-110. The primary function of the audit committee (the “Committee”) is to assist the board of directors 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 of directors.

Composition

The Committee shall be comprised of a minimum of three (3) and a maximum of seven (7) directors as determined by the board of directors, the majority of whom shall be free from any relationship that, in the opinion of the board of directors, 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 of directors at its first meeting following the annual shareholders’ meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently if circumstances dictate. The Committee also discusses items by telephone and signs resolutions in lieu of meetings, as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CEO 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

(b) Review annually, the performance of the external auditors who shall be ultimately accountable to the board of directors and the Committee as representatives of the shareholders of the Company.

(c) 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 I.

(d) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(e) Take, or recommend that the full board of directors, take appropriate action to oversee the independence of the external auditors.

(f) Recommend to the board of directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(g) At each 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.

(h) 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.

(i) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(j) 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:

a. 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;

b. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

c. 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 of directors 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

(a) Review any related-party transactions.

**SCHEDULE “B”
TO SCORPION RESOURCES INC.
2017 ANNUAL GENERAL AND SPECIAL MEETING INFORMATION CIRCULAR**

TEXT OF ADVANCE NOTICE PROVISIONS

“Nomination of Directors

14.12

(a) Subject only to the Act, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders (but only if the election of directors is a matter specified in the notice of meeting given by or at the direction of the person calling such special meeting):

- (i) by or at the direction of the board or an authorized officer of the Company, including pursuant to a notice of meeting;
- (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or
- (iii) by any person (a “**Nominating Shareholder**”) (A) who, at the close of business on the date of the giving of the notice provided for below in this §14.12 and 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 below in this §14.12.

(b) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must be give

- (i) timely notice thereof in proper written form to the Chief Financial Officer of the Company at the principal executive offices of the Company in accordance with this §14.12; and
- (ii) the representation and agreement with respect to each candidate for nomination as required by, and within the time period specified in §14.12(d).

(c) To be timely under §14.12(b)(i), a Nominating Shareholder’s notice to the Chief Financial Officer of the Company must be made:

- (i) in the case of an annual meeting of shareholders, 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 called for a date that is less than 40 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 tenth (10th) day following the Notice Date; and
- (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this §14.12(c).

(d) To be in proper written form, a Nominating Shareholder's notice to the Chief Financial Officer of the Company, under §14.12(b)(i) must set forth:

- (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the Meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, (D) a statement as to whether such person would be "independent" of the Company (within the meaning of sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators, as such provisions may be amended from time to time) if elected as a director at such meeting and the reasons and basis for such determination and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws; and
- (ii) as to the Nominating Shareholder giving the notice, (A) any information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws, and (B) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the Meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice.

(e) To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in this §14.12 and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Chief Financial Officer of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the Meeting of Shareholders, a written representation and agreement (in form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director (and, if requested by any candidate for nomination, the Chief Financial Officer of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).

(f) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this §14.12; provided, however, that nothing in this §14.12 shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(g) For purposes of this §14:12:

- (i) "**Affiliate**", when used to indicate a relationship with a person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person;
- (ii) "**Applicable Securities Laws**" means the *Securities Act* (British Columbia) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each of the applicable provinces and territories of Canada;

- (iii) **“Associate”**, when used to indicate a relationship with a specified person, shall mean (A) any corporation or trust of which such person owns beneficially, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of such corporation or trust for the time being outstanding, (B) any partner of that person, (C) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity, (D) a spouse of such specified person, (E) any person of either sex with whom such specified person is living in conjugal relationship outside marriage or (F) any relative of such specified person or of a person mentioned in clauses (D) or (E) of this definition if that relative has the same residence as the specified person;
- (iv) **“Derivatives Contract”** shall mean a contract between two parties (the “Receiving Party” and the “Counterparty”) that is designed to expose the Receiving Party to economic benefits and risks that correspond substantially to the ownership by the Receiving Party of a number of shares in the capital of the Company or securities convertible into such shares specified or referenced in such contract (the number corresponding to such economic benefits and risks, the “Notional Securities”), regardless of whether obligations under such contract are required or permitted to be settled through the delivery of cash, shares in the capital of the Company or securities convertible into such shares or other property, without regard to any short position under the same or any other Derivatives Contract. For the avoidance of doubt, interests in broad-based index options, broad-based index futures and broad-based publicly traded market baskets of stocks approved for trading by the appropriate governmental authority shall not be deemed to be Derivatives Contracts;
- (v) **“Meeting of Shareholders”** shall mean such annual shareholders meeting or special shareholders meeting, whether general or not, at which one or more persons are nominated for election to the board by a Nominating Shareholder;
- (vi) **“owned beneficially”** or **“owns beneficially”** means, in connection with the ownership of shares in the capital of the Company by a person, (A) any such shares as to which such person or any of such person’s Affiliates or Associates owns at law or in equity, or has the right to acquire or become the owner at law or in equity, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, upon the exercise of any conversion right, exchange right or purchase right attaching to any securities, or pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (B) any such shares as to which such person or any of such person’s Affiliates or Associates has the right to vote, or the right to direct the voting, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (C) any such shares which are beneficially owned, directly or indirectly, by a Counterparty (or any of such Counterparty’s Affiliates or Associates) under any Derivatives Contract (without regard to any short or similar position under the same or any other Derivatives Contract) to which such person or any of such person’s Affiliates or Associates is a Receiving Party; provided, however that the number of shares that a person owns beneficially pursuant to this clause (C) in connection with a particular Derivatives Contract shall not exceed the number of Notional Securities with respect to such Derivatives Contract; provided, further, that the number of securities owned beneficially by each Counterparty (including their respective Affiliates and Associates) under a Derivatives Contract shall for purposes of this clause be deemed to include all securities that are owned beneficially, directly or indirectly, by any other Counterparty (or any of such other Counterparty’s Affiliates or Associates) under any Derivatives Contract to which such first Counterparty (or any of such first Counterparty’s Affiliates or Associates) is a Receiving Party and this proviso shall be applied to successive Counterparties as appropriate; and (D) any such shares which are owned beneficially within the meaning of this definition by any other person with whom such person is acting jointly or in concert with respect to the Company or any of its securities; and

(vii) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company or its agents under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com.

(h) Notwithstanding any other provision to this §14.12, notice or any delivery given to the Chief Financial Officer of the Company pursuant to this §14.12 may only be given by personal delivery, facsimile transmission or by email (provided that the Chief Financial Officer of the Company has stipulated an email address for purposes of this notice, at such email address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Chief Financial Officer at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

(iv) In no event shall any adjournment or postponement of a Meeting of Shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described in §14.12(c) or the delivery of a representation and agreement as described in §14.12(e).”

THIS PAGE INTENTIONALLY LEFT BLANK

