

SUPREME METALS CORP.
2416 Main St., Suite 398
Vancouver, BC
V5T 3E2

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Shareholders of Supreme Metals Corp. (the "**Company**"), to be held at it's lawyers' office at the Omni King Edward Hotel at 37 King Street E, Toronto, Ontario, Canada M5C 1E9 in the conference center on the 11th floor on Friday, July 20, 2018 (the "**Meeting**") at 4:00pm (Standard Eastern Time) is for the following purposes:

- 1. To receive and consider the Report of the Directors and to receive and consider the Consolidated Audited Financial Statements for the fiscal years ended December 31, 2016 and December 31, 2017 together with Auditor's Report thereon.**
- 2. To appoint Stern & Lovricks LLP, Chartered Accountants, as auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors.**
- 3. To fix the number of Directors for the ensuing year at four (4).**
- 4. To elect Directors for the ensuing year.**
- 5. To consider and approve the Company's Incentive Stock Option Plan.**
- 6. To confirm, ratify and approve all acts, deeds and things done by and the proceedings of the Directors and Officers of the Company on behalf of the Company during the preceding year.**
- 7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.**

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

If you are unable to attend the Annual General Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the proxy within the time set out in the Notes. As set out in the Notes, the enclosed Proxy is solicited by Management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Toronto, Ontario, this 15th day of June, 2018.

By Order of the Board of Directors

SUPREME METALS CORP.

" Bob Komarechka "

Bob Komarechka
CEO & Director

**SUPREME METALS CORP.
2416 Main St., Suite 398
Vancouver, BC
V5T 3E2**

MANAGEMENT INFORMATION CIRCULAR

Containing information as at June 15th, 2018 unless otherwise noted.

SOLICITATION OF PROXIES

Solicitation of Proxies by Management

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Supreme Metals Corp. (the “**Company**”) for use at the Annual General Meeting of shareholders (“**Shareholders**”) of the Company (and any adjournment thereof) to be held on **Friday, July 20, 2018** (the “**Meeting**”) at 4:00pm (Standard Eastern Time) at the Company’s lawyers’ office located at the Omni King Edward Hotel at 37 King Street E, Toronto, Ontario, Canada M5C 1E9 in the conference center on the 11th floor, and for the purposes set forth in the accompanying notice of annual general meeting of shareholders (the “**Notice of Meeting**”) and any adjournment thereof.

Costs and Manner of Solicitation

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone, facsimile or electronically by the directors and regular employees of the Company or other proxy solicitation services. In accordance with National Instrument 54-101 – “Communication with Beneficial Owners of Securities of a Reporting Issuer” (“**NI 54-101**”) arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of common shares (the “**Common Shares**”) of the Company. **All costs of solicitation will be borne by the Company.**

RECORD DATE

The board of directors of the Company (the “**Board**” or the “**Board of Directors**”) has fixed June 15, 2018 as the record date (the “**Record Date**”) for the purpose of determining the Shareholders entitled to receive the Notice of Meeting and to vote at the Meeting. Each Shareholder is entitled to one vote for each Common Share held and shown as registered in such holder’s name on the list of the Shareholders prepared as of the close of business on the Record Date. The list of the Shareholders will be available for inspection during usual business hours at the principal office of the Company’s transfer agent, AST Trust Company, in Toronto, Ontario (the “**Transfer Agent**”) and will also be available for inspection at the Meeting.

VOTING IN PERSON AT THE MEETING

Each registered Shareholder, whose name has been provided to the Company’s Transfer Agent, will appear on a list of shareholders prepared by the registrar and Transfer Agent for purposes of the Meeting. To vote in person at the Meeting, each registered Shareholder will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders (other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Also see “Non-Registered Holders” below.

APPOINTMENT OF PROXYHOLDERS

If a registered Shareholder cannot attend the Meeting but wishes to vote on the resolutions, the registered Shareholder should sign, date and deliver the enclosed form of proxy (the “**Proxy**”) to the Company’s Transfer Agent, at 1 Toronto Street, Suite 1200, Toronto, ON M5C 2V6 so it is received no later than 4:00 p.m. (EST) on July 18, 2018. The individuals named (the “**Management Nominees**”) in the accompanying Proxy are officers and/or directors 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 STRIKING OUT THE NAMES OF THE MANAGEMENT NOMINEES AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** A Shareholder giving a proxy has the right to attend the Meeting, or appoint someone else to attend as his or her proxy at the Meeting and the proxy submitted earlier can be revoked in the manner described under “Revocation of Proxies”.

If your Common Shares are held in physical form (i.e. paper form) and are registered in your name, then you are a registered Shareholder. However, if, like most Shareholders, you keep your Common Shares in a brokerage account, then you are a beneficial Shareholder. The manner for voting is different for registered and beneficial Shareholders. The instructions below should be read carefully by all Shareholders.

REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose one of the following options to submit their proxy:

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company’s Transfer Agent, AST TRUST COMPANY, P.O Box 721 Agincourt, ON M1S 0A1, by mail or by hand, or fax your form of Proxy toll free to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com. 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.
- (b) use a touch-tone phone to transmit voting choices to a toll-free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll-free number, the holder’s account number and the proxy access number; or
- (c) use the internet through the website of the Company’s transfer agent at <https://astvotemyproxy.com>. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder’s account number and the proxy access number.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used.

NON-REGISTERED SHAREHOLDERS

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are “non-registered” Shareholders because the Common Shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only Registered Shareholders may vote at the Meeting. 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 such Shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS Inc. (the

registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of Proxy supplied to a Beneficial Shareholder by its broker is identical to the form of Proxy provided by the Company to the Registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). 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. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.**

This Information Circular and accompanying materials are being sent to both Registered Shareholders and Beneficial Shareholders. If you are a Beneficial Shareholder and the Company or its transfer agent has 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 on your behalf. 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 the Transfer Agent. These VIFs are to be completed and returned to AST Trust Company in the envelope provided or by facsimile. In addition, AST Trust Company 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 security holder 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 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.**

IF YOU ARE A NON-REGISTERED OWNER AND WISH TO VOTE IN PERSON AT THE MEETING, PLEASE REFER TO THE INSTRUCTIONS SET OUT ON THE "REQUEST FOR VOTING INSTRUCTIONS" ("VIF") THAT ACCOMPANIES THIS INFORMATION CIRCULAR.

The Company has not adopted the notice and access procedure described in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute its proxy-related materials to the registered Shareholders and Beneficial Shareholders. In addition, the Company has not agreed to pay to distribute the proxy-related materials to the OBOs and, unless the intermediaries acting for such OBOs agree to assume the cost of such delivery, OBOs will not receive the proxy-related materials for the Meeting.

All references to Shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to Registered Shareholders unless specifically stated otherwise.

VOTING OF PROXIES

The Common Shares represented by a properly executed Proxy in favour of persons proposed by Management as proxyholders in the accompanying form of Proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of Proxy, be voted in accordance with the specification made in such Proxy.

ON A POLL SUCH COMMON SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed form of Proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed Proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of Proxy to vote in accordance with their best judgment on such matters or business.

At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

REVOCAION OF PROXIES

A Shareholder who has given a Proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the Company, and delivered to the registered office of the Company at 545 Granite Street, Sudbury, ON P3C 2P4 (Attention: Bob Komarechka) at any time up to and including the last business day preceding the day of the Meeting,

or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at June 15, 2018 (the “**Record Date**”), there were 139,924,532 Common Shares issued and outstanding.

Any holder of Common Shares of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a form of Proxy in the manner and subject to the provisions described above shall be entitled to vote or to have his/her/its Common Shares voted at the Meeting.

The presence in person or by proxy of not less than one (1) person who is, or who represents by proxy, one or more shareholders who, in the aggregate, holds at least 1% of the issued shares entitled to be voted at the meeting of shareholders is necessary to constitute a quorum of shareholders. On a show of hands, every holder of Common Shares, who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders will have one vote, and on a poll every Shareholder present in person or represented by a Proxy and every person who is a representative of one or more corporate Shareholders, will have one vote for each Common Share registered in that Shareholder’s name on the list of Shareholders as at the Record Date, which is available for inspection during normal business hours at the offices of Equity and will be available at the Meeting. **Shareholders represented by Proxyholders are not entitled to vote on a show of hands.**

To the knowledge of the directors and senior officers of the Company, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

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 during financial year ended December 31, 2017, 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.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Company’s corporate governance policy and audit committee practices are set out in Schedule “A” attached hereto.

PARTICULARS OF MATTERS TO BE ACTED UPON

Presentation of Financial Statements

The audited consolidated financial statements of the Company for the financial years ended December 31, 2017 and 2016, and the accompanying auditors’ report thereon will be presented at the Meeting. The audited financial statements, the report of the auditor, together with the management’s discussion and analysis can be found on www.sedar.com.

Appointment of Auditor

Stern & Lovricks LLP, Chartered Accountants, of 1210 Sheppard Avenue East, Suite 302, Toronto, Ontario, Canada M2K 1E3 are auditors of the Company. Shareholders are being asked to confirm the actions of the board of directors and appoint Stern & Lovricks LLP as auditor of the Company to hold office until the next annual meeting of

shareholders. **Proxies received in favour of management will be voted FOR the appointment of Stern & Lovricks LLP as auditor of the Company to hold office until the next annual meeting of shareholders and the authorization of the directors to fix their remuneration, unless the shareholder has specified in the proxy that his or her shares are to be withheld from voting in respect thereof.**

Election of Directors

The number of directors of the Company to be elected at the Meeting is three. At the Meeting, it is proposed that the nominees set out herein be elected as directors of the Company. Each director elected will hold office until the next annual meeting of Shareholders or until such person's successor is elected or appointed, unless such person's office is earlier vacated in accordance with the by-laws of the Company, or with the provisions of the *Business Corporations Act* (British Columbia). **Each of the persons named below will be presented for election at the Meeting as management's nominees and unless such authority is withheld, the persons named in the enclosed form of proxy will vote FOR the election of each of the nominees whose names are set forth below.** No class of shareholders of the Company has the right to elect a specified number of directors or to cumulate their votes for directors.

The following table sets out the names of the nominees for election as directors, the municipality in which each is ordinarily resident, all offices of the Company now held by each of them, their present principal occupation or employment, the period of time for which each has been a director of the Company, and the number of Common Shares of the Company or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof. The Company has an audit committee (the "**Audit Committee**"), the members of which are also identified below.

Name of Nominee; Current Position with the Company and Province or State and Country of Residence ⁽³⁾	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Bob Komarechka Director, President, Chief Executive Officer, Chief Financial Officer <i>Ontario, Canada</i>	Mr. Komarechka is currently CEO of the Issuer and president of Bedrock Research Corp.	January 2015	2,000,000 (0.14%)
Vicki Rosenthal ⁽²⁾ Director, Chief Financial Officer <i>Ontario, Canada</i>	Mr. Rosenthal is currently Chief Financial Officer of the Company.	May 2017	0 (0%)
Brendan Purdy ⁽²⁾ Director, Corporate Secretary <i>Ontario, Canada</i>	Mr. Purdy is a practicing corporate securities lawyer in Toronto, Ontario.	December 2016	0 (0%)
Maciej Lis ⁽²⁾ Director <i>Ontario, Canada</i>	Mr. Lis is a corporate advisor/business consultant in Toronto, Ontario.	January 2017	0 (0%)

(1) Information as to voting shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.

(2) Member of Audit Committee.

(3) The information as to country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been furnished by the respective nominees.

Biographies of Proposed Directors

Mr. Komarechka, Chief Financial Officer, Director. Mr. Komarechka holds a B.Sc. in Geology from Laurentian University and has over 30 years' experience in the mining and mineral exploration and oil and gas exploration industry in Western Canada. He also is a registered professional geologist in both Alberta and Ontario and a registered

Gemologist with the Canadian Gemological Association. His work as current president of Bedrock Research Corp., and earlier, Bedrock Consulting, has encompassed a wide variety of commodities. This ranged from gold exploration in northern Ontario, British Columbia, Idaho, Arizona and Mexico; diamond exploration in Ontario, Quebec and Kentucky; base metal exploration in Ontario; and numerous industrial mineral studies across Canada & USA including garnet, talc, calcium carbonate, silica, dimension stone, aggregate and graphite. Mr. Komarechka's geological accomplishments have included the discovery of a new Cardium gas field in northern Alberta, the discovery of the Roseval silica mine that produced 99.99% silica for the production of silicon metal and the acquisition and sale of one of Northern Ontario's largest non-alkaline high strength aggregate sites. Mr. Komarechka is also a past president of the Sudbury Prospectors and Developers Association, past member of the Mining Act Advisory Committee, and a former founding director of the Ontario Prospectors Association.

Vicki Rosenthal, Chief Financial Officer, Director. Ms. Rosenthal has more than 30 years experience as a qualified accountant in both England and Canada. She has worked with medium sized, owner-managed entrepreneurial businesses providing a full range of accounting, tax, estate and financial planning advice through her own accounting practice. In addition, she has also provided consulting services to a number of large Canadian, publicly traded enterprises including those in the resource sector. Ms. Rosenthal has also been the chief financial officer of a number of corporations in a variety of industries including advertising, manufacturing, not-for-profit and service. Ms. Rosenthal has been engaged by the Company from 2002 to the present time.

Brendan Purdy, J.D., Director. Mr. Purdy is a practicing securities lawyer. Mr. Purdy received his J.D. from the University of Ottawa, received a Bachelor of Management and Organizational Studies degree from the University of Western Ontario. Mr. Purdy has significant public markets experience, in both his private practice and in his capacity as management and director of Canadian public issuers. Mr. Purdy most recently acted as Director, CEO, and Chairman of High Hampton Holdings Corp. (CSE: HC), a CSE-listed cannabis investment company focused on acquisitions of cannabis distribution companies, branding opportunities, and state licensed producers in California, USA. Mr. Purdy is the current Corporate Secretary and a director of Global Blockchain Technologies Corp.; the CEO and President of Element 79 Capital Inc.; the former CEO and director of Enforcer Gold Corp.

Maciej Lis, Director. Mr. Lis received an Honors Degree in Economics from the University of Toronto and currently holds interests in various sales, distribution and logistics companies which he helped build over the preceding decade. Mr. Lis has also previously acted in a number of business development and investor communication roles for both public and private small-cap and mid-cap natural resource sector companies operating globally. Mr. Lis currently sits on the board of CSE listed Brakpan Ventures Corp.

Cease Trade Orders, Penalties and Sanctions and Bankruptcies

Except as noted below, no proposed director of the Company is, or within 10 years before the date hereof, has been: (a) a director, chief executive officer or chief financial officer of any company (including the Company) that, (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or (b) a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. For the purposes of this paragraph, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

No proposed director of the Company has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

No proposed director of the Company has, within the 10 years before the date hereof, 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 director.

Brendan Purdy was an independent director of Boomerang Oil, Inc. (“**Boomerang**”) when cease trade orders were issued by the British Columbia Securities Commission and Alberta Securities Commission in 2015 due to Boomerang failing to file its annual audited financial statements for the fiscal year ended September 30, 2014, and its management's discussion and analysis relating thereto, as required under Part 5 of National Instrument 51-102. Boomerang continues to be subject to the cease trade orders.

Vicki Rosenthal was CEO, President and Director of European Metals Corp. (“**European**”) when it was subject to a cease trade order on May 5, 2016 pursuant to section 144 of the *Securities Act* (Ontario) issued by the Director of the Ontario Securities Commission as well as a cease trade order dated May 12, 2016 issued by the British Columbia Securities Commission (together with a reciprocal cease trade order issued by the Alberta Securities Commission) (all three cease trade orders together, the “**Cease Trade Orders**”). The Cease Trade Orders were made on the basis that European was in default of certain filing requirements. European has remedied all filing defaults and is up-to-date with all continuous disclosure obligation and the Cease Trade Orders were revoked on March 29, 2018 by order of the Director of the Ontario Securities Commission.

Approval of Stock Option Plan

The Company wishes to renew the existing incentive stock option plan (the “**Stock Option Plan**”). A summary of the material provisions of the Stock Option Plan is set forth below. The definitive Stock Option Plan will be available for inspection at the Meeting. The Board believes that the Stock Option Plan is in the Company's best interests and recommends that the Shareholders approve the Stock Option Plan.

The exercise price of the Common Shares subject to each option shall be determined by the Board of Directors but in no event shall such exercise price be lower than the exercise price permitted by policies of the Canadian Securities Exchange (“**Exchange**”). No single participant may be granted stock options to purchase a number of Common Shares (“**Options**”) equaling more than 5% of the issued Common Shares in any one 12-month period without disinterested Shareholder approval. Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12-month period to any one consultant of the Company. Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12-month period to employees of the Company conducting investor relations activities. The maximum term of any stock Options granted may not exceed 10 years. If the Common Shares are increased, decreased or changed through re-organization, merger, re-capitalization, reclassification, stock dividend, subdivision or consolidation, an appropriate adjustment shall be made by the Board of Directors in the number of Options issued and the exercise price per Option.

The Company did not grant any stock options during the year ended December 31, 2016. On January 9, 2017 the Company granted a total of 3,825,000 options to directors, officers, employees and consultants of the Company. Each option is exercisable to purchase one common share of the Company at \$0.05 per share for a period of 5 years from the date of issuance. During the month of February 2017, 3,825,000 compensation options were exercised pursuant to the Issuer's stock option plan for gross proceeds of \$191,250. During March 2017 a further 1,000,000 stock options were exercised for gross proceeds of \$50,000. As at June 15, 2018, 4,350,000 Options were outstanding under the Stock Option Plan.

The Stock Option Plan is a “rolling” stock option plan as the aggregate number of Common Shares reserved for issuance upon the exercise of the Options pursuant to the Stock Option Plan is such number of Common Shares as is equal to 10% of the total number of Common Shares issued and outstanding from time to time. Accordingly, the Shareholders of the Company will be asked to approve the following resolution (the “**Option Plan Resolution**”) at the Meeting:

“BE IT RESOLVED THAT:

1. the Company’s stock option plan (the “**Option Plan**”), as described in the Management Information Circular of the Company dated June 15, 2018 be and it is hereby approved and re-confirmed, including the reservation for issuance under the Option Plan at any time of a maximum of 10% of the then issued and outstanding shares of the Company, in accordance with the policies of the Canadian Securities Exchange (the “**Exchange**”);
2. the Company be and is hereby authorized to make such amendments, if any, to the Option Plan, as may be requested by the Exchange in order that the Option Plan complies with applicable policies of the Exchange; and
3. any one director or officer of the Company be and are hereby authorized and directed to make all such filings, cause all such documents, instruments and other writings to be executed and delivered and to cause all such acts and things to be done, all for and on behalf of the Company, as the Board may consider necessary or desirable to give effect to the foregoing resolution.”

The Board recommends that Shareholders vote FOR the approval of the Option Plan Resolution. Unless the Shareholder directs that his or her Common Shares are to be voted against the approval of the Option Plan Resolution, the persons named in the enclosed form of proxy intend to vote FOR the approval of the Option Plan Resolution. A majority of votes cast by the Shareholders at the Meeting is required for the approval of the Option Plan Resolution

STATEMENT OF EXECUTIVE COMPENSATION

Executive Compensation

For the purposes of this Information Circular, a Named Executive Officer (“**NEO**”) of the Company means each of the following individuals:

- (a) a chief executive officer (“**CEO**”) of the Company;
- (b) a chief financial officer (“**CFO**”) of the Company;
- (c) each of the Company’s three most highly compensated executive officers of the Company including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the fiscal year ended December 31, 2017; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity at the fiscal year ended December 31, 2017.

Bob Komarechka (CEO), Vicki Rosenthal (CFO), and Cyrus Driver (former CFO) are NEOs of the Company for the purposes of the following disclosure.

Compensation Discussion and Analysis

The Company does not have a formal compensation program. The general objectives of the Company’s compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management’s interests with the long-term interests of shareholders; (c) provide a compensation package that is proportionate with other junior companies in the mining and development sector to enable the Company to attract and retain talent; and (d) ensure

that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior company without a history of earnings.

The Board ensures that total compensation paid to all NEOs is fair and reasonable. The Board relies on the experience of its members as officers and directors of other junior mining companies in assessing compensation levels. The Company's process for determining executive compensation will be done on a case by case basis and will involve discussion by the Board of the factors the Board deems relevant to each case. There are not expected to be any formally defined objectives, benchmarks, criteria and analysis that will be used in all cases.

The Company has not placed a restriction on the purchase by its NEOs or other employees of financial instruments (including pre paid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly by the NEO or employee. To the Company's knowledge, none of the NEOs have purchased any such financial instruments.

The Board has not considered the implications of the risks associated with the Company's compensation program. The Company intends to formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company's compensation program and how it might mitigate those risks.

Share Based and Option Based Awards

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account the level of options granted by other junior issuers for similar levels of responsibility and its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objects set for the NEO and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility. A maximum number of Common Shares equal to ten percent (10%) of the issued and outstanding Common Shares, from time to time, may be reserved for issuance under the Stock Option Plan provided that options may not be granted to any one individual to purchase in excess of five percent (5%) of the then outstanding Common Shares within a 12-month period (with additional restrictions in respect of options granted to consultants and persons retained to preform investor relations activities). Options issued pursuant to the Stock Option Plan shall have an exercise price determined by the Board, provided that the exercise price shall not be less than the price permitted by the Exchange.

Compensation Governance

The Board has not appointed a Compensation Committee. The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management, with a view to fulfilling its responsibilities concerning executive and director compensation, reviewing director compensation, overseeing the Company base compensation structure and equity-based compensation programs, recommending compensation of the Company's officers and employees and evaluating the performance of officers generally, all in light of the Company's annual goals and objectives.

Summary Compensation Table for Named Executive Officers

The compensation paid or accrued to each NEO during the Company's most recently completed financial year ended December 31, 2017 is as set out below and expressed in Canadian dollars unless otherwise noted.

Name and principal position	Year	Salary ⁽¹⁾ (\$)	Share-based awards ⁽²⁾ (\$)	Option-based awards ⁽³⁾ (\$)	Non-equity Incentive Plan Compensation		Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Bob Komarechka, CEO	2016	18,000	Nil	Nil	N/A	N/A	N/A	Nil	18,000
	2017	22,900	Nil	Nil	N/A	N/A	N/A	Nil	22,900
Vicki Rosenthal, CFO	2016	14,500	Nil	Nil	N/A	N/A	N/A	Nil	14,500
	2017	10,500	Nil	Nil	N/A	N/A	N/A	Nil	10,500
Cyrus Driver, Former CFO	2016	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2017	Nil	Nil	9,983	N/A	N/A	N/A	Nil	9,983

(1) Salaries for the executive is proportionate with other junior companies in the energy efficiency industry sector

(2) Fair value of common share units estimated at the date of grant. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

(3) Fair value of option based awards estimated at the date of grant. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

INCENTIVE PLAN AWARDS

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Incentive Plan Compensation

The Company currently does not have any non-equity incentive plan compensation plans for payments or benefits to the Named Executive Officers.

Outstanding Option-Based Awards

The following table sets forth for the NEOs, the incentive stock options (option-based awards), pursuant to the Company's stock option plan outstanding as at December 31, 2017.

Name and Principal Position	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)
Cyrus Driver, Former CFO	350,000	0.05	Jan 6, 2022	0

DIRECTOR COMPENSATION

Directors who are not officers of the Corporation may be paid fees for their services as directors. In addition, directors are entitled to be reimbursed for their expenses for attending meetings of the Board of Directors and any committees thereof and are entitled to receive options under the Stock Option Plan.

The following table is a summary of compensation paid to the directors for the Corporation's most recently completed fiscal year and is as set out below and expressed in Canadian dollars unless otherwise noted.

Name	Fees Earned (\$)	Share-Based Awards ⁽¹⁾ (\$)	Option-Based Awards (\$)	Non-Equity incentive plan compensation	All other compensation (\$)	Total compensation (\$)
Bob Komarechka	22,900	Nil	Nil	N/A	Nil	22,900
Brendan Purdy	35,003	Nil	9,983	N/A	Nil	44,986
Cyrus Driver	Nil	Nil	9,983	N/A	Nil	9,983
Maciej Lis	Nil	Nil	9,983	N/A	Nil	9,983
Vicki Rosenthal	10,500	Nil	Nil	N/A	Nil	10,500

(1) Fair value of option based awards estimated at the date of grant. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

Outstanding Option-Based Awards

Below is a summary of all option-based awards outstanding of directors (excluding NEOs) as at the financial year ended December 31, 2017:

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)
Brendan Purdy	350,000	0.05	Jan 6, 2022	Nil
Maciej Lis	350,000	0.05	Jan 6, 2022	Nil

(1) "In-the-Money Options" means the excess of the market value of the Company's shares on December 31, 2017 over the exercise price of the options. The market price for the Company's common shares on December 31, 2017 was C\$0.035.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, nominee for election as a director, executive officer, employee or former director, executive officer or employee of the Company or any of its subsidiaries, or any of their associates or other member of management of the Company, was indebted to the Company at any time during financial year ended December 31, 2017 or as at the date hereof.

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

The Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Company at any time since the beginning of the last financial year of the Company, or any proposed nominee for election as a director of the Company, or any known associate or affiliates of such persons in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, or as otherwise disclosed herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, other than as set out in this Information Circular, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction during the Company's financial year ended December 31, 2017 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries other than as set out in a document already disclosed to the public and as except as disclosed in this Information Circular.

ADDITIONAL INFORMATION

Additional information relating to the Company including the Company's audited consolidated financial statements for the completed financial years ending December 31, 2016 and 2017 can be found under the Company's profile at www.sedar.com. Financial information is provided in the annual financial statements of the Company and the report of the auditors thereon which will be placed before shareholders at the Meeting. Copies of this document 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

As of the date of this Information Circular, management of the Company is not aware of any other matters which may come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Common Shares represented thereby in accordance with their best judgement on such matter.

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

DATED at Toronto, Ontario, June 15, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"Bob Komarechka" _____

Bob Komarechka
Director, President, and Chief Executive Officer

SCHEDULE "A"

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the board of directors (the "**Board**" or "**Board of Directors**"), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of European Metals Corp. (the "**Company**"). The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

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

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

- 1) the *Business Corporations Act* (Ontario, British Columbia);
- 2) the Company's articles of incorporation and by-laws;
- 3) the Company's code of business conduct;
- 4) the charters of the Board and the Board committees; and
- 5) other applicable laws and Company policies.

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

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

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

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

The Board approves all the Company's major communications, including annual and quarterly reports, financing documents and press releases. The Company communicates with its stakeholders through a number of channels including its web site. The Board approved the Company's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Company's internal control processes and management information systems. The Board consults with the internal auditor and management of the Company to

ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Company's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. The President, Secretary and any other officers are not considered independent. None of the other directors who work in the day-to-day operations of the Company, are party to any material contracts with the Company, or receive any fees from the Company except as disclosed in the Company's Management Information Circular dated June 15, 2018.

The following nominees for election as directors of the Company currently serve on the board of directors of reporting issuers (or the equivalent in a jurisdiction outside of Canada) other than the Company as listed below:

<u><i>Name of Director</i></u>	<u><i>Name of Other Reporting Issuer</i></u>
Vicki Rosenthal	European Metals Corp.
Brendan Purdy	Global Blockchain Technologies Corp. Tidal Royalty Corp. Enforcer Gold Corp. Element 79 Capital Inc. ZTEST Electronics Inc.
Maciej Lis	European Metals Corp. Resinco Partners Inc. International Cobalt Corp.

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

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders of the Company by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

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

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

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

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

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires the Company to disclose annually in its management information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

The Audit Committee's Charter

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

1. Each member of the Audit Committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the audit committee shall be independent in order to serve on this committee.
2. At least **one** of the members of the Audit Committee shall be **financially literate**.
3. Review the Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.
4. The Audit Committee shall meet at least four times per year, and each time the Company proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary.
5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the committee.
6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
7. Appoint the independent auditors to be engaged by the Company, establish the audit fees of the independent auditors, pre-approve any non-audit services provided by the independent auditors, including tax services, before the services are rendered. Review and evaluate the performance of the independent auditors and review the full board of directors any proposed discharge of the independent auditors.
8. Review with management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
9. Consider, with management, the rationale for employing audit firms rather than the principal independent auditors.

10. Review with management and the independent auditors, all significant risks or exposures facing the Company; assess the steps the Management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
12. Inquire regarding the "quality of earnings" of the Company from a subjective as well as an objective standpoint.
13. Review with the independent accountants: (a) the adequacy of the Company's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with management's responses thereto.
14. Review with management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.
15. Review with management and the independent auditors, the interim annual financial report before it is filed with the regulatory authorities.
16. Review with each public accounting firm that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
17. Review all material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
18. Review with management and the independent auditors: (a) the Company's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with management encountered during the audit.
19. Periodically review the Company's code of conduct to ensure that it is adequate and up-to-date.
20. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.
21. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.
22. The Audit Committee will perform such other functions as assigned by law, the Company's charter or bylaws, or the board of directors.
23. The Audit Committee will evaluate the independent auditors.

Composition of the Audit Committee

The members of the audit committee are Vicki Rosenthal, Brendan Purdy, and Maciej Lis, a majority of which are independent, and at least one member of which is financially literate.

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

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

External Auditor Service Fees

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

<i>Nature of Services</i>	<i>Fees Paid to Auditor in Year ended 2017</i>	<i>Fees Paid to Auditor in the prior Fiscal 2016</i>
Audit Fees(1)	\$13,000	\$13,000
Audit-Related Fees(2)	NIL	NIL
Tax Fees(3)	NIL	NIL
All Other Fees(4)	NIL	NIL
Total	\$13,000	\$13,000

- (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.

The Company does not have any other committees.