

1014379 B.C. Ltd.
(the “Company”)

FORM 58-101F2
Corporate Governance Disclosure (Venture Issuers)

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 directors of the Company (the “Board”) 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 Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under NI 52-110.

The sole non-independent director of the Company is Eugene Beukman as he is also the Chief Executive Officer and President of the Company. The independent directors are Alexander Somjen and Joel Dumaresq.

Directorships

The following directors, or director nominees, 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
Eugene Beukman	Bard Ventures Ltd.	TSXV
	Black Isle Resources Corporation	Reporting Issuer
	BluKnight Aquafarms Inc.	Reporting Issuer
	Integrated Cannabis Company	CSE
	International Cobalt Corp.	CSE
	ICC International Cannabis Company	CSE
	La Jolla Capital Inc.	Reporting Issuer
	Osino Resources Corp.	TSXV
	Reliq Health Technologies Inc.	TSXV
	SLAM Exploration Ltd.	TSXV
Vinergy Cannabis Capital Inc.	CSE	
Joel Dumaresq	Molori Energy Inc.	TSXV
	Sojourn Exploration Inc.	TSXV
	Organic Flower Investments Group	TSXV
	Eastern Zinc Corp.	CSE

Name of Director	Name of Reporting Issuer	Exchange Listed
	Christina Lake Cannabis Corp.	Reporting Issuer
	Orion Nutraceuticals Inc.	CSE

Orientation and Continuing Education

When new directors are appointed, they receive orientation commensurate with their previous experience on the Company's properties 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 regularly assesses the Company's compensation policies in view of practices in the marketplace, the practices and risks typical of the industry and the inherent responsibilities of being an effective director. The Corporation's main activity is mining exploration and, at the present time, it is not generating any profits.

In order to determine the compensation of the directors and officers, the Board takes into account the contribution made by each person to the Company, the financial resources available to the Company and the compensation given to people occupying similar positions in comparable Canadian companies. To date, the Company's directors have not received any compensation in cash for the services they have rendered in their capacity as directors.

Other Board Committees

The Board has no 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 its audit committee.