

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

OF

DEEPROCK MINERALS INC.

to be held on

June 5, 2018

at 10:00 AM (Vancouver time)

at 410 - 885 Dunsmuir Street, Vancouver, British Columbia, V6C 1N5

This Management Information Circular and Proxy Statement is furnished in connection with the solicitation of proxies by the management of DeepRock Minerals Inc. to be voted at the Annual General and Special Meeting to be held on June 5, 2018 at the time and place and for the purposes set out in the accompanying Notice of Annual General and Special Meeting and at any adjournments thereof.

DEEPROCK MINERALS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an Annual General and Special Meeting (the “Meeting”) of the shareholders of DEEPROCK MINERALS INC. (the “Corporation”) will be held at 10:00 AM (Vancouver time) on June 5, 2018 at 410 - 885 Dunsmuir Street, Vancouver, British Columbia, V6C 1N5, for the following purposes:

1. to receive the financial statements of the Corporation as at and for the year ended November 30, 2017, together with the report of the auditors thereon, and the interim financial statements as at and for the three months ended February 28, 2018;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five;
3. to elect the board of directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;
4. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the “Management Information Circular”), confirming, ratifying and approving the addition of certain persons as directors of the Corporation;
5. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
6. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the Management Information Circular, approving the stock option plan of the Corporation in the form set out in Schedule “A” to the Management Information Circular;
7. to consider and, if deemed advisable, to pass a special resolution, the full text of which is set forth in the Management Information Circular, confirming, ratifying and approving the division of the issued and outstanding Common Shares in the capital of the Corporation on a two for one basis effective September 11, 2017; and
6. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Information Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Information Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is deposited with the Corporate Secretary of the Corporation, c/o Integral Transfer Agency Shareholder Services, 203 - 100 Queen Street East, Toronto, Ontario, M5C 1S6 in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on May 1, 2018 (the “Record Date”) are entitled to receive notice of the Meeting.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER’S RISK.

DATED at Langley, British Columbia as of the 1st day of May 2018

BY ORDER OF THE BOARD OF DIRECTORS

MATTHEW REAMS
Chief Executive Officer and Director

DEEPROCK MINERALS INC.

MANAGEMENT INFORMATION CIRCULAR

(Unless otherwise stated, information contained herein is given as of May 1, 2018)

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of DeepRock Minerals Inc. (the "Corporation") for use at the Annual General and Special Meeting of the holders (the "Shareholders") of common shares ("Common Shares") of the Corporation to be held at 10:00 AM (Vancouver time) on June 5, 2018 (the "Meeting"), for the purposes set forth in the Notice of Annual General and Special Meeting (the "Notice") accompanying this Management Information Circular. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, facsimile or oral communication by the directors, officers and regular employees of the Corporation, at no additional compensation. Costs associated with the solicitation of proxies will be borne by the Corporation.

Appointment of Proxyholders

Accompanying this Management Information Circular is an instrument of proxy for use at the Meeting. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are required to date and sign the enclosed instrument of proxy and return it in the enclosed return envelope. **All properly executed instruments of proxy for Shareholders must be mailed so as to reach or be deposited with the Corporate Secretary of the Corporation, c/o Integral Transfer Agency Shareholder Services, 203 - 100 Queen Street East, Toronto, Ontario, M5C 1S6, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for the Meeting or any adjournment thereof.**

The persons designated in the instrument of proxy are officers and/or directors of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the accompanying instrument of proxy, to attend at and represent the Shareholder at the Meeting.** To exercise this right, a Shareholder should insert the name of the designated representative in the blank space provided on the instrument of proxy and strike out the names of management's nominees. Alternatively, a Shareholder may complete another appropriate instrument of proxy.

Signing of Proxy

The instrument of proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney of the Corporation. An instrument of proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate Shareholder) should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Corporation).

Revocability of Proxies

A Shareholder who has submitted an instrument of proxy may revoke it at any time prior to the exercise thereof. In addition to any manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her duly authorized attorney or, if the Shareholder is a corporation, under its corporate seal or executed by a duly authorized officer or attorney of the corporation and deposited either: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or

any adjournments thereof, at which the instrument of proxy is to be used; or (ii) with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

Voting of Proxies and Exercise of Discretion by Proxyholders

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the instrument of proxy will be voted in accordance with such instructions. The management designees named in the accompanying instrument of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing him or her on any ballot that may be called for at the Meeting. **In the absence of such direction, such Common Shares will be voted “FOR” the proposed resolutions at the Meeting. The accompanying instrument of proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice and with respect to other matters that may properly be brought before the Meeting.** In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the management designees to vote in accordance with their best judgment on such matters or business. At the time of printing this Management Information Circular, the management of the Corporation knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

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

Except as disclosed in this Management Information Circular, none of the directors or executive officers of the Corporation at any time since the beginning of the Corporation’s last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Shares and Record Date

The authorized share capital of the Corporation consists of an unlimited number of Common Shares. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 1, 2018 (the “Record Date”). As at the Record Date, there were 9,046,880 Common Shares issued and outstanding as fully paid and non-assessable.

Common Shares

The holders of Common Shares are entitled to notice of and to vote at all Annual General and Special meetings of shareholders and are entitled to one vote per Common Share. The holders of Common Shares are entitled, upon dissolution, to receive the remaining property of the Corporation.

Voting of Common Shares – General

Only Shareholders whose names are entered in the Corporation’s register of shareholders at the close of business on the Record Date and holders of Common Shares issued by the Corporation after the Record Date and prior to the Meeting will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be

included on the Shareholder list before the Meeting, in which case the transferee shall be entitled to vote his or her Common Shares at the Meeting.

Voting of Common Shares – Advice to Non-Registered Holders

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a “Non-Registered Holder”) are registered either:

- (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or “CDS”).

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice, this Management Information Circular and the instrument of proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use a service company (such as Broadridge Investor Communication Solutions (“Broadridge”)) to forward Meeting Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will:

- (a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the Internet at www.proxyvotecanada.com; or
- (b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Equity Financial Trust Company at the address referred to above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.

Only registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set forth above.

Principal Holders of Common Shares

To the knowledge of the directors and officers of the Corporation, the only persons as at the date hereof who, beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares, are as follows:

Name	Type of Ownership	Number of securities owned, controlled or directed	Percentage of Class
0999650 B.C. Ltd. ⁽²⁾	Direct	1,353,332	14.959%
Darrell Woronchak ⁽³⁾	Direct	1,359,332	15.025%

Notes:

- (1) Excludes any Common Shares which may be issued upon the exercise of Options.
- (2) Rodney Gelineau is the controlling and sole securityholder of 0999650 B.C. Ltd. None of the Corporation's directors or officers are affiliated with 0999650 B.C. Ltd.
- (3) An Executive Officer of the Corporation.

STATEMENT OF EXECUTIVE COMPENSATION - VENTURE CORPORATIONS

The following information is provided in accordance with Form 51-102F6V - *Statement of Executive Compensation - Venture Corporations*, for the financial year ended November 30, 2017.

Compensation Discussion and Analysis

The Corporation has been a reporting Corporation in the provinces of Alberta and British Columbia since December 2014. Given the Corporation's size and its stage of development, the Corporation has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Corporation completes the Offering, the Board will consider appointing such a committee and adopting such guidelines. The Corporation currently relies solely on Board discussions without any formal objectives, criteria and analysis to determine the amount of compensation payable to directors and officers of the Corporation.

Philosophy

Compensation paid to the Named Executive Officers is based on the size and stage of development of the Corporation and reflects the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers, while taking into account the financial and other resources of the Corporation, as well as increasing shareholder value.

The Corporation is a junior mineral exploration company without revenue and therefore certain compensation factors were considered and not included within the compensation structure and philosophy. Some of the factors not considered were target share ownership guidelines, pension plans, specific target weightings, and percentage of compensation at risk.

The Corporation's executive compensation currently consists of long-term incentives in the form of participation in the Corporation's Stock Option Plan. Once the Corporation's become listed on a stock exchange, it is expected that the Board will review the compensation of Named Executive Officers and make adjustments, if appropriate, to ensure that the compensation of the Named Executive Officers is commensurate with the services they provide.

Base Salary

It is expected that once the Corporation becomes a reporting Corporation, base salary will be the principal component of executive compensation and the base salary for each executive officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels for executives.

Option-based Awards

The Corporation believes that encouraging its officers and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the

Corporation's Stock Option Plan. Stock Options will be granted to management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors.

The stock option component of compensation provided by the Corporation is intended to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation to acquire shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs. Grants under the Corporation's Stock Option Plan are intended to provide long term awards linked directly to the market value performance of the Corporation's shares. The Board will review management's recommendations for the granting of stock options to management, directors, officers and other employees and consultants of the Corporation and its subsidiaries. Stock Options are granted according to the specific level of responsibility of the particular executive. The number of outstanding Stock Options is also considered by the Board when determining the number of Stock Options to be granted in any particular year due to the limited number of Stock Options which are available for grant under the Corporation's Stock Option Plan.

Compensation Risk Assessment and Mitigation

The Board has considered the implications of the risks associated with the Corporation's compensation policies and practices. The Board is responsible for setting and overseeing the Corporation's compensation policies and practices. The Board does not provide specific monitoring and oversight of compensation policies and practices, but does review, consider and adjust these matters annually. The Corporation does not use any specific practices to identify and mitigate compensation policies that could encourage a Named Executive Officer (as defined below) or individual at a principal business unit or division to take inappropriate or excessive risks. These matters are dealt with on a case-by-case basis. The Corporation currently believes that none of its policies encourage its Named Executive Officers (as defined below) to take such risks. The Corporation has not identified any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

There are no restrictions on Named Executive Officers (as defined below) or directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officers (as defined below) or directors. For the year ended November 30, 2017, no Named Executive Officer (as defined below) or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

Named Executive Officers

In this section, "Named Executive Officer" means (a) the Corporation's chief executive officer (the "CEO"), including an individual performing functions similar to a CEO, (b) the Corporation's chief financial officer (the "CFO"), including an individual performing functions similar to a CFO, (c) the most highly compensated executive officer of the Corporation, and its subsidiaries, 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(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Corporations*, for that financial year; and (d) each individual who would be a Named Executive Officer under (c) but for the fact that the individual was not an executive officer of the Corporation and was not acting in a similar capacity, at the end of that financial year.

During the Corporation's financial year ended November 30, 2017, the Corporation had the following Named Executive Officers: Matthew Reams – Chief Executive Officer and Geoff Balderson – Chief Financial Officer. Mr. Reams was also the Chief Financial Officer of the Corporation until his resignation effective February 22, 2017. On February 22, 2017, Geoff Balderson was appointed the Chief Financial Officer of the Corporation.

The Corporation does not provide retirement or other benefits for any of its directors or officers and the Corporation does not have any plans, other than the Stock Option Plan, pursuant to which cash or non-cash compensation is paid or distributed to the Named Executive Officers.

There are no arrangements for compensation with respect to the termination of Named Executive Officer, including in the event of a change of control.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to the Named Executive Officer of the Corporation during the financial years ended November 30, 2017, 2016 and 2015:

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 (\$)
Matthew Reams ⁽¹⁾ Director, Chief Executive Officer and Chief Financial Officer	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Geoff Balderson ⁽²⁾ Director and Chief Financial Officer	2017	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Matthew Reams resigned as Chief Financial Officer effective February 22, 2017

(2) Appointed Chief Financial Officer on February 22, 2017.

Stock Options and Other Compensation Securities

Table of Compensation Securities

The following table discloses all compensation securities granted or issued to each director and Named Executive Officer by the Corporation or one of its subsidiaries during the fiscal year ended November 30, 2017 for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities ⁽¹⁾ and [Percentage of Class]	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Matthew Reams Chief Executive Officer	Stock Options	125,000 [1.38%]	September 19, 2017	\$0.10	N/A	N/A	See Note 2
Geoff Balderson Director and Chief Financial Officer	Stock Options	125,000 [1.38%]	September 19, 2017	\$0.10	N/A	N/A	See Note 2
Richard Shatto Director	Stock Options	125,000 [1.38%]	September 19, 2017	\$0.10	N/A	N/A	See Note 2
Craig Watters Director	Stock Options	125,000 [1.38%]	September 19, 2017	\$0.10	N/A	N/A	See Note 2

Notes:

- (1) Each option is exercisable for one Common Share. The percentage of class represents the percentage of all outstanding Stock Options under the Stock Option Plan.
- (2) Five years from the date of listing of the Company's Shares on the Exchange.

Exercises of Compensation Securities by Named Executive Officers and Directors

No compensation securities were exercised by the Named Executive Officer or any director of the Corporation during the financial year ended November 30, 2017.

Recent Significant Changes to the Corporation's Compensation Policies

There have been no significant changes to the Corporation's compensation policies during the financial year ended November 30, 2017 that could or will have an effect on the Named Executive Officer and director's compensation.

Employment, Consulting and Management

The Corporation is not party to any employment, consulting or management agreement with the Named Executive Officer or a person performing services of a similar capacity.

There are no arrangements for compensation with respect to the termination of the Named Executive Officer included in the event of a change of control

Pension Plan Benefits

No pension plan or retirement benefit plans have been instituted by the Corporation and none are proposed at this time.

Termination and Change of Control Benefits

The Corporation has no compensatory plan, contract or arrangement in respect of compensation received or that may be received by the NEOs in the Corporation's most recently completed or current fiscal year to compensate such NEOs in the event of the termination of employment with the Corporation, a change of control of the Corporation or a change in responsibilities of NEOs following a change in control.

Director Compensation

The compensation provided to the directors who are not also Named Executive Officers subsidiaries during the fiscal year ended November 30, 2017 is as follows:

Name	Fees earned (\$) ⁽¹⁾	Share-based Awards (\$) ⁽²⁾	Option-based awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$) ⁽³⁾	Pension value (\$) ⁽³⁾	All other compensation ⁽³⁾ (\$) ⁽³⁾	Total (\$) ⁽³⁾
Richard Shatto	Nil	N/A	12,500	N/A	N/A	-	12,500
Craig Watters	Nil	N/A	12,500	N/A	N/A	-	12,500

Notes:

- (1) Includes all fees awarded, earned, paid or payable in cash for services as a director, including annual retainer fees, committee, chair and meeting fees.
- (2) The amount represents the fair value, on the date of grant, of awards made under the Company's Stock Option Plan.
- (3) Includes all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly.

INDEBTEDNESS TO DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As at the date of the Preliminary Management Information Circular, there was no indebtedness to the Corporation or any of its subsidiaries by any of its executive officers, directors, employees and / or former executive officers, directors and employees of the Corporation or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

As at the date of the Preliminary Management Information Circular, there was no indebtedness to the Corporation or any of its subsidiaries by any of its executive officers, directors, employees and / or former executive officers, directors and employees of the Corporation or any of its subsidiaries, under securities purchase and other programs.

CORPORATE GOVERNANCE AND THE AUDIT COMMITTEE

Corporate Governance

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 – *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting Corporations such as the Corporation. In addition, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure, as it applies to the Corporation, is presented below.

Board of Directors

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

The independent members of the Board of the Corporation at present are Craig Watters, Alexander McAulay and Richard Shatto.

The non-independent members of the Board of the Corporation at present are Matthew Reams, the Chief Executive Officer and Geoffrey Balderson, the Chief Financial Officer.

The Board facilitates its independent supervision over management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

Directorships

The following current and proposed directors of the Corporation presently serve as directors of other reporting Corporations as follows:

	Name of Reporting Issuer	Exchange or Market	Position
Matthew Reams	Haltain Developments Corp.	N/A	Director
	1020650 BC Ltd.	N/A	Director
Geoffrey Balderson	Argentum Silver Corporation	TSX-V ¹	Director
	Blockchain Solutions Inc.	CSE ²	Director and CEO
	Canadian Energy Materials Inc.	TSX-V ¹	Director and CFO
	Goldeneye Resources Corp.	TSX-V ¹	President, CFO and Director
	Royal Sapphire Corp.	TSX-V ¹	CFO and Director

	Name of Reporting Issuer	Exchange or Market	Position
Craig Watters	Haltain Developments Corp.	N/A	Director
Richard Shatto	Haltain Developments Corp.	N/A	Director, President and CEO
	Go Green Capital Corp.	N/A	Director and President
	1011705 BC Ltd.	N/A	Director

Notes:

- 1 TSX Venture Exchange;
- 2 The Canadian Securities Exchange;
- 3 Over-the-Counter.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Corporation's business, assets and industry and on the responsibilities of directors. Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation'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 Corporation.

Nomination of Directors

The Board will consider 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 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 Corporation, this policy will be reviewed.

Compensation

Management of the Corporation will conduct an annual review of the compensation of the Corporation's directors and executive officers and make recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

Other than the Audit Committee, the Board has no other committees.

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. The Board does not consider that formal assessments would be useful at this stage of the Corporation's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and the Audit Committee. As part of the assessments, the Board may review its mandate and conduct reviews of applicable corporate policies.

Committees of the Board

The Board of the Corporation has only appointed an Audit Committee.

Audit Committee

The Audit Committee's Charter

A. Purpose

The overall purpose of the Audit Committee (the “**Committee**”) is to ensure that the Corporation’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation and to review the Corporation’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each member of the Audit Committee will obtain an understanding of the responsibilities of the Committee membership as well as the Corporation’s business, its operations and related risks.

B. Composition, Procedure, and Organization

1. The Committee shall consist of at least three members of the Board, the majority of whom are independent as defined in National Instrument 52-110 (“**NI 52-110**”) or any successor policy.
2. All members of the Committee shall be financially literate as defined in NI 52-110 or any successor policy.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Corporation and to the Corporation’s external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

8. The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. *Roles and Responsibilities*

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and interim consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Corporation's external auditors and assess their performance;
 - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Corporation's financial and auditing personnel;
 - (iv) co-operation received from the Corporation's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Corporation;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and

- (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
 - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.
4. The Committee is also charged with the responsibility to:
- (a) Review and approve the Corporation's annual and interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;
 - (b) review and approve the financial sections of any of the following disclosed documents prepared by the Corporation:
 - (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (iii) annual MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Corporation; and
 - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Corporation's consolidated financial statements;
 - (f) review the minutes of any audit committee meeting of subsidiary companies;

- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

Composition of the Audit Committee

The Corporation's Audit Committee is composed of the following:

Alexander McAulay	Independent ⁽¹⁾	Financially literate ⁽²⁾
Geoffrey Balderson	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
Richard Shatto	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

- (1) A member of an audit committee is independent if, in addition to meeting other regulatory requirements, the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment pursuant to NI 52-110. Geoffrey Balderson is not independent as he is the Corporation's Chief Financial Officer.
- (2) An individual is financially literate if they have the ability to read and understand a set of financial statements that present a breadth 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 Corporation's financial statements.

As required by Policy 3.1 of the Exchange, the Audit Committee consists of at least three Directors, the majority of whom (being Messrs. Watters and Shatto) are Independent members.

Relevant Education and Experience

Each member of the Corporation's Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and provisions;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth 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 Corporation's financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Alexander McAulay – Mr. McAulay CPA, CA is an experienced public company CFO. Following his articling at MNP LLP, Alex founded the successful Naked Brand Group Inc. (NASDAQ: NAKD) and led the company as its COO and CFO. Alex is the CFO of Marifil Mines Ltd. (TSXV: MFM) and is the owner of a licensed accounting firm providing CFO services

Geoffrey Balderson – Mr. Balderson is the President of Harmony Corporate Services Ltd. since March, 2015; President of Flow Capital Corp. since January, 2009; President CFO and director of Goldeneye Resources Corp. since March, 2011; President, CEO, CFO and director of Aim Explorations Ltd. since April 2011; President, CEO and director of Nomad Ventures Inc. since August, 2016; CFO of Electra Stone Ltd. since January 2017; CFO and director of DeepRock Minerals Inc. since March 2017; CFO of EastWest Science Ltd. since March 2017; CFO of GoGreen Capital Corp. since March 2017; President, CEO and director of Patriot One Technologies Inc. from April, 2016 to Nov, 2016; President and CEO of Argentum Silver Corp. from August, 2014 to May, 2017; President and CEO of Sunvest Minerals Corp. from January, 2008 to March, 2015.

Richard Shatto – Mr. Shatto has 35+ years corporate business experience with 10 years in the management and administration. He is well versed in the general accounting processes and procedures and currently helps manage the corporate administration and accounting of several companies including audit committee oversight of financial statements and management discussion and analysis. He is currently on the board of directors of eight companies including four which are reporting Corporations.

Audit Committee Oversight

At no time since the commencement of the Corporation’s most recently completed financial year, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

The Corporation is relying on the exemption in section 6.1 of NI 52-110, which exempts venture Corporations, as defined in NI 52-110, from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110. *Pre-Approval Policies and Procedures*

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

Set forth below are details of certain service fees paid to the Corporation’s external auditor in each of the last two fiscal years for audit services:

Nature of Services	Fees Billed by the Auditor During the Period Ended November 30, 2017	Fees Billed by the Auditor During the Period Ended November 30, 2016
Audit Fees ⁽¹⁾	\$7,830	\$3,570
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$7,830	\$3,570

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s 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.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

The financial statements of the Corporation for the Corporation’s financial year ended November 31, 2017 and for the three months ended February 28, 2018, which financial statements accompanying this Management Information Circular, will be placed before the Shareholders at the Meeting. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed notice, in the addressed envelope to Integral Transfer Agency Shareholder Services.

2. Election of Directors

The term of office of each of the present directors expires at the Meeting. At the Meeting, the Shareholders will be asked to fix the number of directors of the Corporation to be elected at five members. Management of the Corporation proposes to nominate the persons named below for election as directors of the Corporation at the Meeting, each to serve until the next annual meeting of the Shareholders of the Corporation, unless his office is earlier vacated.

Approval of the election of each director will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. Shareholders can vote for all of the proposed directors set forth herein, vote for some of them and withhold from voting for others, or withhold for all of them. **Unless otherwise instructed, the named proxyholders intend to vote “FOR” the election of each of the proposed nominees set forth below as Directors of the Corporation.** If, prior to the Meeting, any vacancies occur in the list of proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following information concerning the proposed nominees has been furnished by each of them:

Name and Province or State of Residence	Current Position with Corporation	Principal Occupation for the Preceding Five Years	No. of Common Shares (%) ⁽²⁾
Matthew Reams British Columbia, Canada	Director and Chief Executive Officer since December 1, 2014	NCR Service Tech since 1990; Chief Financial Officer of the Corporation from December 1, 2014 to February 22, 2017	1,000 (0.01%)
Craig Watters British Columbia, Canada	Director since February 22, 2017	Retired	100,000 (1.11%)
Geoff Balderson ⁽¹⁾ British Columbia, Canada	Director and Chief Financial Officer since February 22, 2017	President of Flow Capital Corp. since 2009; President of Harmony Corporate Services Ltd. since 2015	750,000 ⁽³⁾ (8.29%)
Alexander McAulay ⁽¹⁾ British Columbia, Canada	Director since February 20, 2018	Accountant	0
Richard Shatto ⁽¹⁾ British Columbia, Canada	Director since June 12, 2017	President of Point Nexus Consulting Inc. since 2009.	768,666 ⁽⁴⁾ (8.50%)
TOTAL			1,639,666 (18.12%)

Notes:

- (1) Member of Audit Committee;
- (2) As at the date of this Management Information Circular, the Corporation has 9,046,880 common shares issued and outstanding.
- (3) 700,000 common shares are held in the name of Harmony Corporate Services Ltd., a company wholly owned by Geoff Balderson.
- (4) 667,666 common shares are held in the name of Point Nexus Consulting Inc., a company wholly owned by Richard Shatto.

No director or executive officer of the Corporation is, as at the date of this Management Information Circular, or was within 10 years before the date of this Management Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

- (a) was subject to 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, for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to 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, for a period of more than 30 consecutive days, that was issued after the director or executive officer 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;

other than Mr. Balderson who was previously President and Chief Executive Officer of Argentum Silver Corp. (“**Argentum**”). On November 2, 2015, at the request of Argentum, the British Columbia Securities Commission issued a Cease Trade Order against insiders of Argentum for failure to file annual audited financial statements and management’s discussion and analysis for the year ended June 30, 2015. The revocation of the Cease Trade Order was issued on December 16, 2015. On November 3, 2016 the British Columbia Securities Commission and the Ontario Securities Commission issued a Cease Trade Order for fail to file annual audited financial statements, Management Discussion and Analysis and certificate of the annual filings for the year ended June 30, 2016. The revocation of the Cease Trade Order was issued on December 5, 2016.

No director or executive officer of the Corporation, and no shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

- (a) is, as at the date of this Management Information Circular, or has been within the 10 years before the date of this Management Information Circular, a director or executive officer of any company (including the Corporation) 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; or
- (b) has, within 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

No director or executive officer of the Corporation, and no shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

- (a) 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

- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. Ratification of Previous Appointments of Directors

The Corporation has in the past had its directors appoint additional directors rather than having them elected by the Shareholders. Matthew Reams was elected a director by the Shareholders on December 1, 2014. Craig Watters was appointed a director by Matthew Reams, as the sole director on February 22, 2017. Geoff Balderson was appointed a director by Messrs. Reams and Watters on February 22, 2017. Richard Shatto was appointed a director by Messrs. Reams Watters and Balderson on June 12, 2017, and Messrs. Reams Watters, Balderson and Shatto appointed Alexander McAulay as a director on February 20, 2018. Each of Messrs. Reams, Watters, Balderson, Shatto and McAulay executed a consent to act as a director of the Corporation in connection with their respective appointments to the board and Notices of Changes of Directors were properly filed with the British Columbia Corporate Registry.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to approve an ordinary resolution confirming, ratifying and approving the previous appointments of the directors. The full text of the ordinary resolution is set out below:

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. **The addition of the following persons to the Board of Directors of the Corporation effective the date opposite each of their names below be and is hereby confirmed, ratified and approved and any irregularities in the means by which each of them was added to the Board of Directors of the Corporation be and are hereby waived:**

Name	Date Added as Director
Matthew Reams	December 1, 2014
Craig Watters	February 22, 2017
Geoff Balderson	February 22, 2017
Alexander McAulay	February 20, 2018
Richard Shatto	June 12, 2017

2. **Any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”**

For the ordinary resolution to be implemented, it must be passed by at least 50% plus one of the votes cast in respect thereof by the Corporation’s Shareholders present or in person or by proxy at the Corporation’s Meeting. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote “FOR” the foregoing resolution.**

4. Appointment of Auditors

Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favour of the appointment of Adam Sung Kim Ltd., Chartered Professional Accountants, as auditors of the Corporation. Adam Sung Kim Ltd. has served as the Corporation’s auditors since March 26, 2016. Approval of the appointment of the auditors will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote “FOR” the resolution.**

5. Ratification and Approval of Stock Option Plan

The Corporation has adopted a 10% rolling incentive stock option plan (the “Stock Option Plan”), in accordance with the policies of the Exchange, which provides that the Board of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non-transferable options (“Options”), which are exercisable for a period of up to ten years, to purchase up to 10% of the issued and outstanding Common Shares of the Corporation, except that prior to the Common Shares being listed for trading on the Exchange (or such other trading facility as the Common Shares may be listed on) the number of Common Shares which will be available for purchase pursuant to Stock Options granted pursuant to the Stock Option Plan may exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant of Stock Options. In addition, the number of Common Shares reserved for issuance to any one person in a 12 month period shall not exceed 5% of the issued and outstanding Common Shares, the maximum number of Stock Options which may be granted to any one consultant in a 12 month period will not exceed 2% of the issued and outstanding Common Shares and the maximum number of Stock Options which may be granted to employees or consultants engaged in investor relations activities in a 12 month period will not exceed 2% of the issued and outstanding Common Shares and such Stock Options granted to employees or consultants engaged in investor relations activities must vest in stages over 12 months with no more than 25% of the Stock Options vesting in any three month period. The Board will determine the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the Stock Options, subject to the rules of the Exchange, when such Stock Options are granted. Stock Options must be exercised within 30 days of termination of employment or cessation of the option holder’s position with the Corporation, subject to the expiry date of such Stock Option and certain other provisions of the Stock Option Plan. The price per Common Share set by the Board, provided that the Common Shares are traded on an organized trading facility, shall not be less than the closing trading price of the Common Shares on the last day prior to the date on which such Stock Option is granted, less the applicable discount permitted (if any) by such applicable exchange or market.

The Board of Directors of the Corporation has approved the Plan in the form attached hereto as Schedule “A”. At the Meeting, Shareholders will be asked to consider and, if thought advisable, to approve the Plan and to adopt the Plan as the stock option plan of the Corporation in accordance with the following resolution:

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

- 1. the Corporation’s Stock Option Plan (the “Plan”) be and is hereby confirmed, ratified and approved in substantially the form attached as Schedule “A” to the Information Circular prepared for the purposes of this Meeting, subject to acceptance by the Canadian Stock Exchange;**
- 2. the Corporation be and is hereby authorized to grant stock options for up to 10% of the Common Shares of the Corporation outstanding from time to time pursuant and subject to the terms and conditions of the Plan;**
- 3. the previous existing stock options granted to directors, officers, employees and others be and are hereby ratified, confirmed and approved and all existing stock options shall become subject to the provisions of the Plan;**
- 4. the Board of Directors be and is hereby authorized, on behalf of the Corporation, to make any amendments to the Plan as may be required by regulatory authorities, without further approval of the shareholders of the Corporation, in order to ensure adoption of the Plan;**
- 5. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, without further resolution of shareholders, approval is hereby given to the Board of Directors of the Corporation, in their sole discretion, to revoke this resolution at any time and to refrain from implementing the Plan; and**

- 6. any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”**

The approval by Shareholders requires a favourable vote of a majority of the Common Shares voted in respect thereof at the Meeting. Options to purchase Common Shares that were previously granted to directors, officers and employees of the Corporation will be deemed to be granted under the Plan. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote “FOR” the foregoing resolution.**

6. Ratification and Approval of Share Split

At the Meeting, the Shareholders will be asked to consider and, if thought advisable, to approve a special resolution to confirm, ratify and approve, effective as of September 11, 2017 the division of each issued and outstanding Common Share in the capital of the Corporation on the basis of up to two new Common Shares for every one Common Share then outstanding (the “**Share Split**”) that was implemented by the directors of the Corporation on September 11, 2017. The text of the special resolution authorizing the Share Split is as follows:

“BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- 1. the division of the issued and outstanding Common Shares in the capital of the Corporation (the “Common Shares”) on a two for one basis effective September 11, 2017 and any prior actions taken by the directors of the Corporation to implement the aforementioned share division be and are hereby confirmed ratified and approved;**
- 2. there be no addition to the stated capital of the Common Shares as a consequence of the division;**
- 3. no Common Shares be cancelled in giving effect to this resolution; and**
- 4. any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.**

For the special resolution to be implemented, it must be passed by at least 66⅔% of the votes cast in respect thereof by the Corporation’s Shareholders present or in person or by proxy at the Corporation’s Meeting. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote “FOR” the foregoing resolution.**

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. Financial information on the Corporation is provided in the comparative financial statements and management discussion and analysis of the Corporation which can also be accessed at www.sedar.com or which may be obtained upon request from the Corporation at Suite 13, 7179 - 201st Street, Langley, BC, Canada, V2Y 2Y9.

SCHEDULE “A”

DEEPROCK MINERALS INC.

STOCK OPTION PLAN (Rolling 10%)

1. Purpose

1.1. The purpose of the Incentive Stock Option Plan (the “**Plan**”) is to promote the profitability and growth of **DeepRock Minerals Inc.** (the “**Company**”) or a subsidiary thereof by facilitating the efforts of the Company and its subsidiaries to obtain and retain key individuals. The Plan provides an incentive for and encourages ownership of the Company's shares by its key individuals so that they may increase their stake in the Company and benefit from increases in the value of the Company's shares.

2. Administration

2.01 The Plan will be administered by a committee (the “**Committee**”) of the Company's Board of Directors (the “**Board**”).

2.02 The Committee will be authorized, subject to the provisions of the Plan, to adopt such rules and regulations as it deems consistent with the Plan's provisions and, in its sole discretion, to designate options (“**Options**”) to purchase shares of the Company pursuant to the Plan. The Committee may authorize one or more individuals of the Company to execute, deliver and receive documents on behalf of the Committee.

3. Eligibility

3.01 Each person (an “**Optionee**”) who is a bona fide “Consultant”, “Consultant Company”, a “Director”, an “Employee” or a “Management Company Employee” in relation to the Company (as those terms are defined in Policy 4.4, “Incentive Stock Options”, of the TSX Venture Exchange (the “**Exchange**”)) is eligible to be granted one or more Options.

3.02 An option may be granted only to an individual or to a company that is wholly owned by an individual eligible for an option grant. If the Optionee is a company, excluding an Optionee that is a Consultant Company, it must provide the Exchange with a completed Form 4F - *Certification and Undertaking Required from a Company Granted an Incentive Stock Option*. Any company to be granted a stock option, other than a Consultant Company must agree not to effect or permit any transfer of ownership or option of shares of the company nor to issue further shares of any class in the company to any other individual or entity as long as the stock option remains outstanding, except with the written consent of the Exchange.

3.02 Nothing in the Plan or in any Option shall confer any right on any individual to continue in the employ of or association with the Company or its subsidiaries or will interfere in any way with the right of the Company or subsidiaries to terminate at any time the employment of a person who is an Optionee.

3.03 The Committee may from time to time at its discretion, subject to the provisions of the Plan, determine those eligible individuals to whom Options will be granted, the number of Shares subject to such Options, the dates on which such Options are to be granted and the term of such Options.

3.04 The Committee may, at its discretion, with respect to any Option, impose additional terms and conditions which are more restrictive on the Optionee than those provided for in the Plan.

4. General Provisions

4.01 The shares to be optioned under the Plan will be authorized but unissued Common Shares without par value (“Shares”) of the Company.

4.02 The aggregate number of Shares for which Options may be granted will not exceed 10% of the issued and outstanding common share capital at the time that an Option is granted, subject to adjustment under Section 8 below.

4.03 Shares subject to but not issued or delivered under an Option which expires or terminates shall again be available for option under the Plan.

4.04 Unless the Issuer has obtained the requisite disinterested Shareholder approval pursuant to section 11, the aggregate number of options granted to any one person (and, where permitted under this Plan, any companies that are wholly owned by that person) in a 12 month period must not exceed 5% of the issued shares of the Company, calculated on the date an option is granted to the person.

4.05 The aggregate number of options granted to any one Consultant in a 12 month period must not exceed 2% of the issued shares of the Company, calculated at the date an option is granted to the Consultant.

4.06 The aggregate number of Shares under Option to all persons conducting Investor Relations Activities (as defined in the applicable policies of the Exchange) in any 12 month period shall not exceed an aggregate of 2% of the issued and outstanding common share capital of the Company, as calculated on the date that the Option is granted.

4.07 The number of Shares under Option to persons conducting Investor Relations Activities must vest in stages over a 12 month period, with no more than 25% of the Shares vesting in any three month period. Trading of the aforesaid Shares will, through the establishment of appropriate procedures, be monitored by the Company’s Board of Directors.

4.08 Each Option will be evidenced by:

- (a) a written agreement between, and executed by, the Company and the individual containing terms and conditions established by the Committee with respect to such Option and which will be consistent with the provisions of the Plan; or
- (b) a certificate executed by the Company and delivered to the Optionee setting out the material terms of the Option, with a copy of this Plan attached thereto.

4.09 An Option may not be assigned or transferred. During the lifetime of an Optionee, the Option may be exercised only by the Optionee.

5. Term of Option

5.01 The maximum term of any Option will be 10 years.

5.02 An Option granted to a person who is a Director, Employee, Consultant or Management Company Employee shall expire 90 days from the date the Optionee ceases to be in that role, unless otherwise specified in the grant, provided that no option shall continue in effect for more than 12 months following the date on which such person ceases to be in that role.

5.3 An option granted to a person retained to provide Investor Relations Activities shall expire immediately on the termination of such retainer.

5.04 The Company shall be under no obligation to give an Optionee notice of termination of an Option.

5.05 A change of employment shall not be considered a termination so long as the Optionee continues to be employed by the Company or its subsidiaries, if any.

6. Option Price

6.01 The price per Share at which Shares may be purchased upon the exercise of an Option (the “**Option Price**”) must not be less than the “**Discounted Market Price**” (as defined in the policies of the Exchange, provided that the Option Price shall not be less than \$0.05 per Share.

6.02 The Option Price must be paid in full at the time of exercise of the Option and no Shares will be issued and delivered until full payment is made.

6.03 An Optionee will not be deemed the holder of any Shares subject to the Optionee’s Option until the Shares are delivered to the Optionee.

7. Death

7.01 Notwithstanding any other provision of this Plan, if any Optionee shall die holding an Option which has not been fully exercised, his personal representative, heirs or legatees may, at any time within one year after the date of such death (notwithstanding the normal expiry date of the Option under the provisions of Section 5 hereof) exercise the Option with respect to the unexercised balance of the Shares subject to the Option.

8. Changes in Shares

8.01 In the event the authorized common share capital of the Company as constituted on the date that this Plan comes into effect is consolidated into a lesser number of Shares or subdivided into a greater number of Shares, the number of Shares for which Options are outstanding will be decreased or increased proportionately as the case may be and the Option Price will be adjusted accordingly and the Optionees will have the benefit of any stock dividend declared during the period within which the said Optionee held his Option. Should the Company amalgamate or merge with any other company or companies (the right to do so being hereby expressly reserved) whether by way of arrangement, sale of assets and undertakings or otherwise, then and in each such case the number of shares of the resulting corporation to which an Option relates will be determined as if the Option had been fully exercised prior to the effective date of the amalgamation or merger and the Option Price will be correspondingly increased or decreased, as applicable.

9. Cancellation of Options

9.01 The Committee may, with the consent of the Optionee, cancel an existing Option, in accordance with the policies of the Exchange.

10. Amendment or Discontinuance

10.01 The Board may alter, suspend or discontinue the Plan, but may not, without the approval of the shareholders of the Company, make any alteration which would:

- (a) increase the aggregate number of Shares subject to Option under the Plan except as provided in Section 8; or
- (b) decrease the Option Price except as provided in Section 8. Notwithstanding the foregoing, the terms of an existing Option may not be altered, suspended or discontinued without the consent in writing of the Optionee.

11. Disinterested Shareholder Approval

11.01 The Issuer must obtain disinterested Shareholder approval for any amendment to decrease the exercise price of an option if the Optionee is an Insider of the Issuer at the time of the proposed amendment.

11.02 In the case of 11.01, the amendment must be approved by a majority of the votes cast by all Shareholders at the Shareholders' meeting excluding votes attaching to shares beneficially owned by: (a) the Person that holds or will hold the option(s) in question; and (b) Associates of Persons referred to in 11.02.

11.03 In circumstances where the Issuer's stock options are exercisable into a class of non-voting or subordinate voting securities, the holders of that class of securities must be given full voting rights on a resolution that requires disinterested Shareholder approval pursuant to section 11.01 above.

12. Interpretation

12.01 The Plan will be construed according to the laws of the Province of British Columbia.

13. Liability

13.01 No member of the Committee or any director, officer or employee of the Company will be personally liable for any act taken or omitted in good faith in connection with the Plan.

14. Hold Period

14.01 The Company may grant options without an Exchange hold period if the exercise price thereof is not less than the Market Price (as defined in the policies of the Exchange).