Annual General and Special Meeting of Shareholders
November 24, 2020

ENVIROLEACH TECHNOLOGIES INC.

#114 – 8331 Eastlake Drive
Burnaby, BC V5A 4W2
Telephone: (604) 428-2400 and Facsimile: (604) 428-2600

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Take Notice that the annual general and special meeting of the shareholders of EnviroLeach Technologies Inc. (the "**Corporation**") will be held at Suite 114, 8331 Eastlake Drive, Burnaby, BC V5A 4W2, on November 24, 2020, at 09:00 a.m. (PST) (the "**Meeting**"), for the following purposes (the "**Notice**"):

1. to receive and consider the audited consolidated financial statements of the Corporation for its financial year ended December 31, 2019, and the report of the Corporation's auditor thereon; as well as the unaudited interim financial statements of the Corporation for its six month financial period ended June 30, 2020, and each management discussion and analysis related thereto;
2. to fix the number of directors of the Corporation at five (5);
3. to elect directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration;
5. to consider, and if appropriate, to pass an ordinary resolution to ratify, confirm and approve adoption of the Corporation's new 20% "rolling" share option plan, as more particularly described in the accompanying Management Information Circular (the "Circular"); and
6. to consider, and if appropriate, to pass, a special resolution to effect a continuation of the Corporation into British Columbia, whereupon the Corporation will become subject to the *Business Corporations Act* (British Columbia), the full text of which special resolution is set forth in the accompanying Circular.

The Circular accompanying this Notice contains details of all matters to be considered at the Meeting. The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice and may transact such other business as may properly come before the Meeting or any adjournment thereof.

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

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

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of this Notice it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current coronavirus (COVID-19) outbreak ("**COVID-19**"). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on pages 2 to 4 of the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Company website at **www.enviroleach.com**. We strongly recommend you check the Company's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **not** prepare or mail amended Meeting Proxy Materials.

Dated at Vancouver, British Columbia, Canada, on this 19th day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

"***Duane Nelson***"

Duane Nelson

President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

(as at October 19, 2020, except as otherwise indicated)

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of EnviroLeach Technologies Inc. (the "Corporation") for use at the annual general and special meeting (the "Meeting") of its shareholders to be held on November 24, 2020, at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to the "**Corporation**", "**we**" and "**our**" refer to EnviroLeach Technologies Inc. "**Common Shares**" means common shares without par value in the capital of the Corporation. "**Beneficial Shareholders**" means shareholders who do not hold Common Shares in their own name and "**Intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of publication of this Circular it is the intention of the Corporation to hold the Meeting at the location stated above in the Notice of Meeting. We are continuously monitoring development of current coronavirus (COVID-19) outbreak ("**COVID-19**"). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on pages 2 to 4 of this Circular.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company's profile on SEDAR as well as on our Corporation website at **www.enviroleach.com**. We strongly recommend you check the Corporation's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will **not** prepare or mail amended Meeting Proxy Materials.

GENERAL PROXY INFORMATION

Solicitation of Proxies

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

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers and directors of the Corporation. **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 on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

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

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;

(b) any amendment to or variation of any matter identified therein; and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether they are able to attend the Meeting in person. Registered shareholders electing to submit a Proxy may do so by using one of the following methods:

(a) complete, date and sign the enclosed form of Proxy and return it to the Corporation's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, by mail using the enclosed return envelope or one addressed to Computershare Trust Company of Canada, Proxy Department, 135 West Beaver Creek, P.O. Box 300, Richmond Hill, Ontario L4B 4R5;

(b) by hand delivery to Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1

(c) by using 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

(d) by using the internet through the website of the Corporation's transfer agent at www.investorvote.com. Registered shareholders must follow the instructions that are given by the website and refer to the enclosed Proxy form for the holder's account number and the Proxy access number.

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

Beneficial Shareholders

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

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

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

There are two kinds of Beneficial Shareholders - 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 Corporation 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 deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("**VIF**") from our transfer agent, Computershare. The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Corporation. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of securities were obtained

in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Corporation (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 VIF as specified in the request for voting instructions that was sent to you.

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 Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation'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 Corporation), 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, 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 or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the *Business Corporations Act* (Alberta) (the "**ABCA**"), and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the ABCA, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

(a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to either Computershare or to the Corporation's office, located at #114 – 8331 Eastlake Drive, Burnaby, BC V5A 4W2, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairperson of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) personally attending the Meeting and voting the registered shareholder's Common Shares.

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

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

No director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Corporation (the "**Board**") has fixed October 19, 2020 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting, except to the extent that:

(a) the shareholder has transferred the ownership of any such Common Shares after the Record Date; and

(b) the transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred Common Shares and makes a demand to Computershare no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

The Common Shares of the Corporation are listed for trading on the Canadian Securities Exchange (the "**CSE**"). The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. As of October 19, 2020, there were 74,821,001 Common Shares issued and outstanding, each carrying the right to vote. There are no Preferred Shares issued and outstanding. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares or the Preferred Shares.

To the knowledge of the directors and executive officers of the Corporation, there are no persons who beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at October 19, 2020**.**

FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the year ended December 31, 2019, and the report of the Corporation's auditor thereon, will be placed before the Meeting. Additional information may be obtained upon request from the Corporation, at #114 – 8331 Eastlake Drive, Burnaby, BC V5A 4W2; telephone: (604) 428-2400 or facsimile: (604) 428-2600. These documents and additional information are also available through the Internet on www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

Unless otherwise noted, a simple majority of the votes cast at the Meeting (in person or by Proxy) is required in order to pass the resolutions referred to in the accompanying Notice. The resolution to approve the Continuation of the Company into British Columbia must be approved by two-thirds of the votes cast by the Company's Shareholders, present in person or by Proxy.

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

ELECTION OF DIRECTORS

At the Meeting, Shareholders of the Corporation will be asked to consider, and if appropriate to pass an ordinary resolution to fix the number of directors for election to the Board at the Meeting at five (5).

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the ABCA, each director elected will hold office until the conclusion of the next annual general meeting of the Corporation or, if no director is then elected, until a successor is elected.

Timely Notice

Pursuant to the Corporation's Bylaws, nominations of persons for election to the Board may be made by a proposal made in accordance with the ABCA or a requisition of a shareholder meeting by one or more of the shareholders made in accordance with the provisions of the ABCA in circumstances where nominations of persons for election to the Board are made by shareholders of the Company. Nominations of persons for election to the Board may also be made by any person (a "**Nominating Shareholder**") by giving timely notice in proper written form ("**Nominating Notice**") to the Corporation provided that such Nominating Shareholder is, at the close of business on the date of giving such Nominating Notice and at the close of business on the Record Date, a registered or beneficial owner of one or more of the Common Shares carrying the right to vote at such meeting. The information required in the Nominating Notice is set out in the Corporation's Bylaws.

The Nominating Notice must be made not less than 30 days prior to the date of the annual meeting of shareholders, provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public notice of the date of the annual meeting was given, notice by the Nominating Shareholder must be made not later than 5:00 p.m. (Calgary time) on the 10th day following the Notice Date.

The Board may, at its sole discretion, amend the time period for the giving of a Nominating Shareholder's notice set out in its Bylaws in order to comply with changes to applicable laws or recommended best practices.

As of the date of this Circular, the Corporation has not received any notice of nomination in compliance with the Bylaws and, as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Corporation will be disregarded at the Meeting.

The following disclosure sets out the names of management's five nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at October 19, 2020.

Nominee Position with the Corporation and Residence	Period as a director of the Corporation	Common Shares Beneficially Owned or Controlled[1]
Duane Nelson[2] President, Chief Executive Officer and Director British Columbia, Canada	October 21, 2016	2,072,961[5]
Kenneth C. McNaughton[3][4] Director British Columbia, Canada	March 21, 2017	400,000[6]
Court J. Anderson[2][3][4] Director Minnesota, USA	March 21, 2017	23,827[7]
Mel S. Lavitt [2][3][4] Director Utah, USA	March 1, 2019	259,833[8]
Alexander Ruckdaeschel Director North Carolina, USA	October 15, 2020	Nil

Notes:

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

(2) Member of the Corporation's Audit Committee.

(3) Member of the Corporation's Compensation Committee

(4) Member of the Corporation's Governance Committee

(5) 1,619,258 Common Shares are held indirectly by Mr. Nelson through Sibling Rivalry Investments Inc., a company wholly-owned and controlled by Mr. Nelson. Mr. Nelson also holds stock options to purchase up to 1,650,000 Common Shares at an exercise price of $0.25 per Common Share expiring on March 24, 2022, stock options to purchase up to 150,000 Common Shares at an exercise price of $0.76 per Common Share expiring on March 1, 2024, stock options to purchase up to 100,000 Common Shares at an exercise price of $1.45 per Common Share expiring on December 11, 2024 and stock options to purchase up to 300,000 Common Shares at an exercise price of $0.76 per Common Share expiring on April 24, 2025.

(6) Mr. McNaughton holds warrants to purchase up to 150,000 Common Shares at an exercise price of $1.00 per Common Share expiring on March 23, 2022. Mr. McNaughton also holds stock options to purchase up to 250,000 Common Shares at an exercise price of $0.25 per Common Share expiring on March 24, 2022, stock options to purchase up to 150,000 Common Shares at an exercise price of $0.76 per Common Share expiring on March 1, 2024 and stock options to purchase up to 150,000 Common Shares at an exercise price of $0.76 per Common Share expiring on April 24, 2025.

(7) Mr. Anderson also holds stock options to purchase up to 150,000 Common Shares at an exercise price of $0.25 per Common Share expiring on March 24, 2022, stock options to purchase up to 100,000 Common Shares at an exercise price of $0.50 per Common Share expiring on June 30, 2022, stock options to purchase up to 150,000 Common Shares at an

exercise price of $0.76 per Common Share expiring on March 1, 2024 and stock options to purchase up to 150,000 Common Shares at an exercise price of $0.76 per Common Share expiring on April 24, 2025.

(8) 50,000 Common Shares are held indirectly by Mr. Lavitt through Mel S. Lavitt IRA, 25,000 Common Shares are held indirectly by Mr. Lavitt through Mel S. Lavitt Trust, 158,333 Common Shares are held indirectly by Mr. Lavitt through Peanut Bug (Family LLC), and 26,500 Common Shares are held indirectly by Mr. Lavitt through Wendy Lavitt. Mr. Lavitt also holds warrants to purchase up to 133,333 Common Shares at an exercise price of $1.00 per Common Share expiring on March 23, 2022. Mr. Lavitt also holds stock options to purchase up to 500,000 Common Shares at an exercise price of $0.76 per Common Share expiring on March 1, 2024 and stock options to purchase up to 300,000 Common Shares at an exercise price of $0.76 per Common Share expiring on April 24, 2025.

Occupation, Business or Employment of Nominee

Duane Nelson – President, Chief Executive Officer and a director

Mr. Nelson is the President and Chief Executive Officer of the Company. Prior to the spin-out of EnviroLeach from Iberian Minerals, Mr. Nelson was the founder, President and CEO of Mineworx Technologies Ltd., a company focused on developing equipment for extracting precious metals with minimal environmental impact, which was later acquired by Iberian Minerals. Mr. Nelson has extensive experience in the mining sector was the CEO and co-founder of Silvermex Resources Inc. a silver and gold producer focused on projects in Mexico and was acquired by First Majestic Silver Corp. in 2012. He is the founder of Quotemedia Inc., a financial market data company established in 1998, a leading provider of global financial stock market data for the Toronto Stock TSXV, NASDAQ OTC, and others. Mr. Nelson is a member of the Board of Directors of Group 11 Technologies and NGO Sustainability in Consultive Status with the United Nations Economic and Social Council.

Kenneth C. McNaughton – Director

Mr. McNaughton is recently retired from Pretium Resources where he was Chief Explorations Officer for the past 10 years. He is a professional geological engineer with 40 years of global experience developing and leading mineral exploration programs. Prior to Pretium Resources, he was Senior Vice President, Exploration for Silver Standard Resources Inc. for 20 years.

Court Anderson – Director

Mr. Anderson is currently a lawyer at Henson & Efron, P.A. specializing in litigating business disputes. He was named a Minnesota Attorney of the Year in 2014 by Minnesota Lawyer. He has litigated disputes in dozens of federal and state courts throughout the country, with many of his cases involving shareholder and securities disputes, complex contracts, and a variety of business-related torts. Court regularly advises boards and officers on corporate governance issues and their legal obligations, mitigating legal risk and exposure. He graduated from Southwest Minnesota State University, summa cum laude, with a B.S. degree in accounting, and thereafter obtained a Juris Doctorate, cum laude, from the University of Minnesota Law School.

Mel S. Lavitt – Director and Chairman

Mr. Lavitt has over 50 years of investment banking expertise in emerging growth high tech and middle-market companies. Currently, Mr. Lavitt is a Senior Advisor to Needham and Company, LLC., a globally recognized investment banking and asset management firm focused solely on growth companies. Mr. Lavitt is on the advisory board of Deserve, Inc., and on the board of directors of Storage Engine. From September 1991 to January 2016 he served as a Director of Jabil. He began his Wall Street career in 1959 at Bear Stearns and then joined C.E. Unterberg, Towbin in 1962. After several iterations of the firm, he was vice chairman when C.E. Unterberg, Towbin was purchased by Collins Stewart, LLC in 2007. Mr. Lavitt also currently chairs the Incentives Committee of the Governor's Office of Economic Development in Utah where he resides.

Alexander Ruckdaeschel - Director

Mr. Ruckdaeschel has extensive experience founding and growing small and mid cap companies in the biotech, nanotech, healthcare and technology industries. He is currently the Chief Business Development Officer for Laxxon Medical Corp and US Business Advisor to the State of Thuringen, Germany. Mr. Ruckdaeschel has co-founded several companies including Quantum Optics Jena and Pain QX. He is a director of ERI, the largest fully integrated E-Waste recycler in the United States, and on the board of Vuzix Corporation (NASDAQ: VUZI). Since March 2001, Mr. Ruckdaeschel has worked in the financial industry in the United States and Europe as a co- founder of Herakles Capital Management and AMK Capital Advisors and a partner at Alpha Plus Advisors and Nanostart AG.

Cease Trade Orders or Bankruptcies

Within the last 10 years prior to the date of this Circular no proposed nominee for election as a director of the Corporation was a director, chief executive officer or chief financial officer of any company (including the Corporation in respect of which this Circular is prepared) or acted in that capacity for a company that was:

(a) subject to an order that was issued while the proposed director was acting in the capacity as a director, chief executive officer; or

(b) 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.

Bankruptcies

No proposed nominee for election as a director of the Corporation is at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation in respect of which this Circular is prepared) 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.

No proposed nominee for election as a director of the Corporation is at the date of this Circular, or has been within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

No proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed nominee for election as a director of the Corporation is at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation in respect of which this Circular is prepared) 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.

No proposed nominee for election as a director of the Corporation is at the date of this Circular, or has been within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

CORPORATE GOVERNANCE

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 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 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 or which is deemed to be a material relationship under National Instrument 52-110 – *Audit Committees* ("NI 52-110").

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent directors of the Corporation are Kenneth McNaughton, Court Anderson, Mel S. Lavitt and Alexander Ruckdaeschel. The non-independent director is Duane Nelson (President and Chief Executive Officer).

Directorships

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

Name of Director	Reporting Issuer and Name of Trading Markets
Kenneth C. McNaughton	Camino Minerals Corporation (TSX-V)
Alexander Ruckdaeschel	Vuzix Corporation (NASDAQ)

Orientation and Continuing Education

When new directors are appointed, they receive orientation commensurate with their previous experience on the Corporation's properties 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 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 Corporation. Further, the Corporation's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Corporation's financial statements and any related findings as to the integrity of the financial reporting process.

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 Corporation, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the officers, employees and non-executive directors of the Corporation. The Board annually reviews all forms of compensation paid to officers, employees and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers.

Other Board Committees

In addition to the Audit Committee, the Board has two additional committees:

- Executive Compensation Committee that includes Kenneth McNaughton (Chair), Mel S. Lavitt and Court Anderson; and

- Corporate Governance Committee that include Mel S. Lavitt (Chair), Kenneth McNaughton and Court Anderson.

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 committees.

STATEMENT OF EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation

For the purposes hereof, a named executive officer ("**NEO**") means each of the following individuals:

(a) the Chief Executive Officer ("CEO") of the Company;

(b) the Chief Financial Officer ("CFO") of the Company;

(c) the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000; and

(d) each individual who would be a NEO officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

The Named Executive Officers ("**NEOs**") for the year ended December 31, 2019 were Duane Nelson, Chief Executive Officer ("**CEO**"), Don Weatherbee, Chief Financial Officer ("**CFO**") and Corporate Secretary and Ishwinder Grewal, Executive Vice President ("**EVP**").

Director and NEO compensation, excluding compensation securities

Summary Compensation Table

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly to the directors and NEOs during the two most recently financial years, other than compensation securities.

Compensation Excluding Compensation Securities						
Name and position	**Year**	**Salary, consulting fee, retainer or commission $**	**Bonus $**	**Committee or meeting fees $**	**All other compensation $**	**Total compensation $**
Duane Nelson, President, CEO and Director [(1)]	2019	300,000	10,000	26,500	4,465	340,965
	2018	300,000	1,000	12,000	4,237	317,237
Don Weatherbee, CFO and Corporate Secretary [(2)]	2019	115,500	8,000	-	5,775	129,275
	2018	105,000	1,500	8,750	5,250	120,500
Ishwinder Grewal, EVP	2019	168,000	8,000	-	4,351	180,351
	2018	168,000	2,500	-	4,237	174,737
Jack Kiland, Director	2019	-	-	74,899	-	74,899
	2018	-	-	15,609	-	15,609
Mel S. Lavitt, Director [(3)]	2019	-	-	45,577	-	45,577
	2018	-	-	-	-	-
Court Anderson, Director	2019	-	-	35,763	-	35,763
	2018	-	-	12,357	-	12,357
Kenneth McNaughton, Director	2019	-	-	39,287	-	39,287
	2018	-	-	11,000	-	11,000
Greg Pendura, Director	2019	-	-	31,000	-	31,000
	2018	-	-	12,000	-	12,000

(1) Committee or meeting fees were paid to Mr. Nelson in his capacity as Director.

(2) Salary, consulting fee, retainer or commission was paid pursuant to consulting agreements with Hive Corporate Consulting for the services of Mr. Weatherbee. Committee or meeting fees were paid to Mr. Weatherbee in his capacity as Corporate Secretary.

(3) Mr. Lavitt was appointed Director on February 28, 2019.

Stock Options and other compensation securities

Currently, the Corporation's only equity incentive plan is the 15% rolling stock option plan (the "**Plan**") pursuant to which the Board may, at their discretion, grant options to participants. The purpose of the Plan is to provide compensation opportunities to participants which align their interests with those of Shareholders and which assist in attracting and retaining individuals of exceptional ability. The Corporation proposes to replace its current Plan and replace it with a new 20% rolling stock option plan. Please see "*Particulars of Matters to be Acted upon - Approval of New Stock Option Plan*" for the significant terms of the stock option plan.

The following table sets forth details of all equity-based compensation awards granted to each director and NEO during the year ended December 31, 2019. The Corporation only grants Options and does not have any incentive plan to issue share-based awards.

Compensation Securities Granted in 2019 (1) (2) (3)							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, 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
Duane Nelson, President, CEO and Director	Stock options	150,000	2019-03-01	0.76	0.76	1.30	2024-03-01
	Stock options	100,000	2019-12-11	1.45	1.42	1.30	2024-12-11
Don Weatherbee, CFO and Corporate Secretary	Stock options	150,000	2019-03-01	0.76	0.76	1.30	2024-03-01
	Stock options	100,000	2019-12-11	1.45	1.42	1.30	2024-12-11
Ishwinder Grewal, EVP	Stock options	150,000	2019-03-01	0.76	0.76	1.30	2024-03-01
	Stock options	100,000	2019-12-11	1.45	1.42	1.30	2024-12-11
Jack Kiland, Director	Stock options	150,000	2019-03-01	0.76	0.76	1.30	2024-03-01
Mel S. Lavitt, Director	Stock options	500,000	2019-03-01	0.76	0.76	1.30	2024-03-01
Court Anderson, Director	Stock options	150,000	2019-03-01	0.76	0.76	1.30	2024-03-01
Kenneth McNaughton, Director	Stock options	150,000	2019-03-01	0.76	0.76	1.30	2024-03-01
Greg Pendura, Director	Stock options	150,000	2019-03-01	0.76	0.76	1.30	2024-03-01

(1) No compensation securities have been re-priced, cancelled and replaced, had their terms extended, or otherwise been materially modified, in the most recently completed financial year.

(2) All compensation securities vested upon grant.

(3) There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

Compensation Securities Held at December 31, 2019					
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities	Date of issue or grant	Issue, conversion or exercise price $	Expiry date
Duane Nelson, President, CEO and Director	Stock options	650,000	2017-03-24	0.25	2022-03-24
	Stock options	1,000,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	100,000	2019-12-11	1.45	2024-12-11
Don Weatherbee, CFO and Corporate Secretary	Stock options	300,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	100,000	2019-12-11	1.45	2024-12-11
Ishwinder Grewal, EVP	Stock options	250,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
	Stock options	100,000	2019-12-11	1.45	2024-12-11
Jack Kiland, Director	Stock options	150,000	2017-03-24	0.25	2022-03-24
	Stock options	250,000	2019-03-01	0.76	2024-03-01
Mel S. Lavitt, Director	Stock options	500,000	2019-03-01	0.76	2024-03-01
Court Anderson, Director	Stock options	150,000	2017-03-24	0.25	2022-03-24
	Stock options	100,000	2017-06-30	0.50	2022-06-30
	Stock options	150,000	2019-03-01	0.76	2024-03-01
Kenneth McNaughton, Director	Stock options	250,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01
Greg Pendura, Director	Stock options	750,000	2017-03-24	0.25	2022-03-24
	Stock options	150,000	2019-03-01	0.76	2024-03-01

Exercise of Incentive Plan Awards

The following table discloses the details of all compensation securities exercised by a named executive officer or a director during the most recently completed financial year:

Exercise of Compensation Securities by Directors and NEOs in 2019							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security $	Date of exercise	Closing price per security on date of exercise $	Difference between exercise price and closing price on date of exercise $	Total value on exercise date $
Duane Nelson, President, CEO and Director	Stock options	100,000	0.25	2019-06-18	0.93	0.68	68,000

Stock option plans and other incentive plans

Currently, the Corporation's only equity incentive plan is the 15% rolling stock option plan (the "**Plan**") pursuant to which, at the discretion of the Board, the Corporation may grant options to participants. The

purpose of the Plan is to provide compensation opportunities to participants which align their interests with those of Shareholders and which assist in attracting and retaining individuals of exceptional ability.

The Plan was approved for adoption by the shareholders at the Corporation's annual general meeting held June 14, 2018. Pursuant to the Plan, the Board may grant stock options (each an "**Option**") to eligible optionees (each an "**Optionee**") up to a maximum of 15% of the total numbered of issued and outstanding shares of the Corporation on the date of the grant.

Material Terms

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

(a) A Committee of the Board, or the Board, may at any time and from time to time designate those Optionees who are to be granted an Option and, pursuant to the Plan, award the grant of an Option to such Optionee;

(b) Following the grant of an Option, the Administrator of the Plan will, within a reasonable period of time, notify the option holder (the "**Option Holder**") in writing of the grant and enclose with such notice an option agreement (the "**Option Certificate**") representing the Option so granted;

(c) The grant date and expiry date of an Option will be fixed by the Committee, or the Board, at the time the Option is granted and will be set out in the Option Certificate issued in respect of such Option;

(d) An Option Holder is entitled to exercise an Option granted to such Option Holder at any time prior to the expiry date of the Option;

(e) CSE policies mandate that the total number of Common Shares (either issued directly or issuable on exercise of Options or convertible securities) to persons providing Investor Relations Activities (as defined in CSE policies) cannot exceed 1% of the outstanding and issued common shares of the Company in any 12-month period;

(e) The exercise price at which an Option Holder may purchase a Common Share upon exercise of an Option will be determined by the Committee, or the Board, and set out in the Option Certificate issued in respect of the Option;

(f) The exercise price will not be less than the price determined in accordance with CSE policies while the Company's Common Shares are listed on the CSE;

(g) The vesting schedule for an Option, if any, shall be determined by the Committee, or the Board, and shall be set out in the Option Certificate issued in respect of the Option;

(h) Options are non-assignable and non-transferable;

(i) In the event that the Option Holder holds his or her Option as an Executive (as defined in the Plan) and such Option Holder ceases to hold such position other than by reason of death or Disability, the expiry date of the Option shall be, unless otherwise expressly provided for in the Option Certificate or otherwise agreed to at any time by the Board, the 90th day following the date the Option Holder ceases to hold such position unless the Option Holder ceases to hold such position as a result of:

(i) ceasing to meet the qualifications set forth in the corporate legislation applicable to the Company;

(ii) a special resolution having been passed by the shareholders of the Company removing the Option Holder as a director of the Company or any Subsidiary; or

(iii) an order made by any Regulatory Authority having jurisdiction to so order;

in which case the expiry date shall be the date the Option Holder ceases to hold such position; or

(j) In the event that the Option Holder holds his or her Option as an employee or consultant, other than an Option Holder who is engaged in investor relations activities, and such Option Holder ceases to hold such position other than by reason of death or Disability, the expiry date of the Option shall be, unless otherwise expressly provided for in the Option Certificate or otherwise agreed to at any time by the Board, the 90th day following the date the Option Holder ceases to hold such position, or, in the case of an Option Holder that is engaged in investor relations activities, the 30th day after the date such Option Holder ceases to hold such position, unless the Option Holder ceases to hold such position as a result of:

(i) termination for cause;

(ii) resigning or terminating his or her position; or

(iii) an order made by any Regulatory Authority having jurisdiction to so order;

in which case the Expiry Date shall be the date the Option Holder ceases to hold such position;

(k) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of Options which have not yet been granted under the Plan.

Proposal to Adopt a New 20% Rolling Stock Option Plan

The Corporation proposes to replace its current Plan with a new 20% rolling stock option plan. At the Meeting the Shareholders will be asked to consider and, if appropriate, pass an ordinary resolution to ratify, confirm and approve adoption of the New Stock Option Plan. Please see "*Particulars of Matters to be Acted upon - Approval of New Stock Option Plan*" for the material terms of the new stock option plan.

Employment, consulting and management agreements

During the year-ended December 31, 2019, the Corporation had a consulting agreement with Hive Corporate Consulting for the services of Mr. Weatherbee as CFO. Pursuant to the terms of such consulting agreement, services provided by Mr. Weatherbee include, as CFO, providing leadership and vision to manage the finances of the Corporation in the best interests of the Shareholders; providing leadership to and responsibility for the accounting and finance functions; providing strategic planning; and risk management in addition to other appropriate duties and responsibilities assigned by the Board and the CEO. Mr. Weatherbee also performed the role of Corporate Secretary. In the case of termination of the contract by the Corporation without just cause, the consultant would be entitled to the base fee accrued to the termination date plus an additional fee in the amount 24 months of the base monthly fee.

The Corporation has an employment contract with Mr. Nelson and Mr. Grewal that provides for payments to the NEOs in connection with any termination, with the exception of just cause, in which case the contract with Mr. Nelson provides for payment of 24 months' compensation, while the employment agreement with Mr. Grewal provides for payment of 3 months' compensation plus 1 additional month for each completed

year of employment up to a maximum of 12 months. In case of change of control, both Messrs. Nelson and Grewal would be entitled to compensation equal to two times their annual salary.

There Corporation has not entered into any other consulting or management agreements under which compensation was paid in the most recently completed financial year.

Oversight and description of director and named executive officer compensation

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation's corporate objectives and to increase shareholder value. The main objective of the compensation program is to recognize the contribution of the NEOs to the overall success and strategic growth of the Corporation. The philosophy of the Corporation is to pay the management a total compensation amount that is competitive with other Canadian junior resource companies and is consistent with the experience and responsibility level of the management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Corporation on both an annual and long-term basis.

The compensation program provides incentives to its NEOs and Board to achieve long term objectives through grants of stock options pursuant to the Plan. Increasing the value of the common shares increases the value of the stock options. This incentive closely links the interests of the NEOs and directors to Shareholders. The allocation of options pursuant to the Plan is determined by the Board which considers such factors as previous grants to individuals, overall corporate performance, share price performance, the role and performance of the individuals and, in the case of grants to non-executive directors, the amount of time directed to the Corporation's affairs. The Corporation believes that participation by the NEOs in the Plan aligns the interests of the NEOs with the Shareholders, as the NEOs are rewarded for the Corporation's performance as evidenced by share price appreciation.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking, including risks that are likely to have a material adverse effect on the Company.

Neither a NEO nor a director are permitted to purchase 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 NEO or director.

Pension Plan Benefits

The Corporation does not have any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information The following table summarizes certain information regarding compensation plans of the Company as at December 31, 2019.

Plan	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plan approved by securityholders - the Existing Plan	8,745,000	$0.64	2,386,650
Equity compensation plan not approved by securityholders.	nil	N/A	nil
Total	**8,745,000**	**$0.64**	**2,386,650**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates or other management of the Corporation were indebted to the Corporation as of the end most recently completed financial year or as at the date hereof.

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 Corporation. To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2019, or has any interest in any material transaction in the current year other than as set out herein and in a document previously disclosed to the public**.**

APPOINTMENT OF AUDITOR

MNP LLP, of Suite 2200, MNP Tower, 1021 West Hastings Street, Vancouver, BC, V6E 0C3, will be nominated at the Meeting for appointment as auditor of the Company at remuneration to be fixed by the directors in place of K.R. Margetson Ltd. The Board resolved on September 29, 2020 that K.R. Margetson Ltd. not be proposed for reappointment as the auditor of the Company at the Meeting.

There have been no reportable disagreements between the Company and K.R. Margetson Ltd. and no qualified opinions or denials of opinions by K.R. Margetson Ltd for the purposes of NI 51-102. A copy of the Company's Reporting Package with respect to the termination of K.R. Margetson Ltd., and the proposed appointment of MNP as auditor of the Company (including the Notice of Change of Auditor, a letter from MNP and a letter from K.R. Margetson Ltd. is attached as Schedule "B" to this Circular.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") of the Canadian Securities Administrators requires the Corporation, as a venture issuer, to disclose annually in its management information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, all of which is set forth below.

The Audit Committee Charter

The Corporation's Audit Committee (the "Audit Committee") has a Charter, a copy of which can be found on EnviroLeach's SEDAR profile at www.sedar.com.

Composition of the Audit Committee

The current members of the Corporation's Audit Committee are Duane Nelson, Mel Lavitt and Court J. Anderson. The Corporation intends to appoint Kenneth McNaughton in replacement of Duane Nelson as a member of the Audit Committee following the Meeting.

Messrs. McNaughton, Anderson and Lavitt are independent members of the Audit Committee. All the current and proposed members of the Audit Committee are considered to be financially literate as required by section 1.6 of NI 52-110.

Relevant Education and Experience

See the disclosure under the heading "Occupation, Business or Employment of Nominees" hereinabove pertaining to relevant education and experience of the Corporation's Audit Committee members.

Each member and proposed member of the Audit Committee has adequate education and experience relevant to their 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 issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than K.R. Margetson Ltd.

Reliance on Certain Exemptions

The Corporation's auditor, K.R. Margetson Ltd., has not provided any material non-audit services to the Corporation, therefore the Corporation has not relied on any exemption in Section 2.4 of NI 52-110.

Pre-Approval Policies and Procedures

See the Corporation's Audit Committee Charter for policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee reviewed the nature and amount of the non-audit services provided by the Company's former auditors, K.R. Margetson Ltd. to the Corporation to ensure auditor independence. Fees incurred with K.R. Margetson Ltd. for audit and non-audit services in the last two fiscal years are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2019	Fees Paid to Auditor in Year Ended December 31, 2018
Audit Fees(1)	$29,500	$24,200
Audit-Related Fees(2)	$Nil	$Nil
Tax Fees(3)	$1,000	$1,000
All Other Fees(4)	$Nil	$Nil
Total	$30,500	$25,200

Notes:

(1) "**Audit Fees**" include fees necessary to perform the annual audit of the Corporation'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 Corporation is a "venture issuer" as defined in NI 52-110 and is relying upon the exemption in section 6.1 concerning Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

MANAGEMENT CONTRACTS

The business of the Corporation is managed by its directors and officers and the Corporation has no management agreement with persons who are not officers or directors of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Items of Business

1. Presentation of Financial Statements and MD&A for the fiscal year ended December 31, 2019, and presentation of the interim financial statements for the six-month period ended June 30, 2020;
2. Fix the number of Directors;
3. Elect Directors for the ensuing year;
4. Appoint the Auditor of the Corporation for the ensuing year and authorize the directors to set the Auditor's remuneration;
5. Ratification, confirmation and approval of the Corporation's New Stock Option Plan; and

6. Approval of the Continuation Resolution to authorize continuation of the Corporation into the Province of British Columbia.

Adoption of New Stock Option Plan

The Shareholders first approved the Corporation's current Plan at the annual shareholders' meeting held on June 14, 2018. At the Record Date, there were 74,821,001 Common Shares of the Corporation issued and outstanding. Therefore, under the Plan, the maximum number of Common Shares that may be issued upon exercise of Options is 11,223,150 Common Shares, and there were Options outstanding to purchase 10,025,000 Common Shares, being approximately 13% of the current 74,821,001 issued and outstanding Common Shares.

On October 15, 2020, the Board passed a resolution adopting a new Stock Option Plan effectively changing the Plan from a 15% rolling option plan to a 20% rolling option plan. Management of the Corporation will seek shareholder approval at the Meeting to ratify, confirm and approve adoption of the new 20% rolling stock option plan (the "New Option Plan"), a copy of which can be found on EnviroLeach's SEDAR profile at www.sedar.com and is incorporated by reference in this Circular. Pursuant to the New Option Plan, the Corporation would be authorized to grant Options of up to 20% of its issued and outstanding Common Shares at the time of grant of the Option, from time to time.

The following information is intended to be a brief description of the material terms of the New Option Plan and is qualified in its entirety by the full text of the New Option Plan.

Material Terms

The New Option Plan provides that the Board may, from time to time, grant options to acquire all or part of the Common Shares subject to the New Option Plan to any person who is an employee or director of the Corporation or any of its subsidiaries, or any other person or Corporation engaged to provide ongoing management, financial and scientific consulting or like services for the Corporation or any of its subsidiaries. The exercise price of options granted under the New Option Plan is determined by the directors, but, in any case, must be must be no less than the greater of the closing market price of the Common Shares on (a) the trading day prior to the date of grant of the Option, and (b) the date of grant of the Option. The term of any Option granted may not exceed 10 years from the date of grant of the Option subject to provisions relating to the expiry of an Option during a blackout period as described below.

Options may not be exercised after an optionee ceases to be an eligible recipient under the New Option Plan, except as follows:

- in the case of death, all unvested options of the optionee will be deemed to have become fully vested immediately before death, and the personal representatives of the optionee will be entitled to exercise the options at any time by the earlier of (i) the expiry date, and (ii) the first anniversary of the date of death;

- in the case of an optionee becoming unable to work due to disability, all option rights will vest, and the Options will be exercisable on or before the earlier of one year following the termination and the expiry date;

- in the case of an optionee that is not an Independent Director of the Corporation resigning his office, or terminating his employment or service, or being dismissed without cause, the option rights that have accrued to such optionee up to the time of termination will be exercisable within the six months after the date of termination;

- in the case of an optionee that is an Independent Director of the Corporation resigning his office, or terminating his employment or service, or being dismissed without cause, the option rights that have accrued to such optionee up to the time of termination will be exercisable within one year after the date of termination; and

- in the case of an optionee being dismissed from office, employment or service for cause, all option rights that had accrued to the optionee to the date of termination will immediately terminate.

Any option granted is subject to vesting provisions as determined by the Board. The New Option Plan does not provide for any financial assistance to New Option Plan members in exercising their options.

Unless approved by the CSE and the Board, an Option may not be assigned except: (a) to a spouse or other family member of an optionee (a "**Close Person**") or a Person controlled by the optionee; (b) to the optionee's or a Close Person's Registered Retirement Savings Plan or Registered Retirement Income Fund or to a trustee, custodian or administrator acting on behalf of, or for the benefit of, the optionee or a Close Person; (c) in the event of a disability or death of the optionee, or (d) for estate planning or estate settlement purposes.

As specifically provided for in the New Option Plan, the number of Common Shares that may be reserved for issuance to any one person pursuant to an Option may not exceed 5% of the issued and outstanding Common Shares.

The New Option Plan specifically states the circumstances in which shareholder approval is or is not required for an amendment. Any amendment to any provision of the Stock Option Plan will be subject to any necessary approvals by any stock exchange or regulatory body having jurisdiction over the securities of the Corporation.

Under the New Option Plan, shareholder approval would be required for any amendment or modification that:

- increases the number of Common Shares reserved for issuance under the New Option Plan;

- reduces the exercise price of an Option granted to an insider except for the purpose of maintaining Option value in connection with a subdivision or consolidation of, or payment of a dividend payable in, Common Shares or a reorganization, reclassification or other change or event affecting the Common Shares (for this purpose, cancellation or termination of an Option granted to an insider prior to its expiry date for the purpose of reissuing Options to the same participant with a lower exercise price shall be treated as an amendment to reduce the exercise price of an Option);

- extends the term of an Option beyond the expiry date or allow for the expiry date to be greater than 10 years (except where an expiry date would have fallen within a blackout period of the Corporation);

- permits Options to be assigned or exercised by persons other than the optionee except as otherwise permitted in the Stock Option Plan as approved by shareholders of the Corporation; or

- permits equity compensation, other than Options, to be made under the Stock Option Plan.

The Board reserves the right, in its absolute discretion, at any time to otherwise amend, modify or terminate the New Option Plan without further shareholder approval. The New Option Plan states that, except for the above noted matters, the Board will retain the power to approve all other changes to the New Option Plan without further shareholder approval. The Board believes it is important that it retain this residual power to make changes in order for the Corporation to have some flexibility to make changes to the New Option Plan that are not material to the terms of the plan and do not increase the benefits to optionees. Such amendments specifically include, without limitation, the following:

- amendments to the terms and conditions of the New Option Plan necessary to ensure that the New Option Plan complies with the applicable regulatory requirements, including without limitation the rules of the CSE or any national securities exchange or system on which the Common Shares are then listed or reported, or by any regulatory body having jurisdiction with respect thereto;

- making adjustments to outstanding options in the event of certain corporate transactions;

- the addition of a cashless exercise feature, payable in cash or securities, whether or not such feature provides for a full deduction of the number of underlying securities from the number of Common Shares reserved for issuance under the New Option Plan;

- a change to the termination provisions of an Option or the New Option Plan which does not entail an extension beyond the original expiry date;

- amendments to the provisions of the New Option Plan respecting administration of the New Option Plan and eligibility for participation under the New Option Plan;

- amendments to the provisions of the New Option Plan respecting the terms and conditions on which options may be granted pursuant to the New Option Plan, including the provisions relating to the exercise price, option period, and vesting schedule; and

- amendments to the New Option Plan that are of a "housekeeping nature".

Under the Corporation's securities trading policy, specified persons may be restricted from trading in securities of the Corporation during periodic blackout periods under such policy or imposed by the Corporation. The New Option Plan addresses the situation where an Option holder is unable to exercise an Option expiring during or within five business days of a black-out period by providing that the expiry date of the Option will be the tenth business day following the expiry of the blackout period.

Shareholder Approval

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution (the "New Option Plan Resolution") to ratify, confirm and approve the adoption of the New Option Plan, a copy of which can be found on EnviroLeach's SEDAR profile at www.sedar.com , with or without variation, as follows:

"**RESOLVED** as an ordinary resolution, that:

(a) the Corporation's new 20% "rolling" stock option plan (the "New Option Plan") be and is hereby ratified, confirmed and approved, subject to acceptance by the Canadian Securities Exchange, if required;

(b) the number of Common Shares of the Corporation that may be reserved for issuance pursuant to the New Option Plan shall not exceed 20% of the Corporation's issued and outstanding Common Shares at the time a stock option is granted;

(c) subject to shareholder ratification and approval of the New Option Plan, the Corporation's current 15% "rolling" share option plan, be and is hereby terminated, except with respect to options currently outstanding thereunder, which outstanding options will be rolled into the New Option Plan to the extent allowable, and will be deemed to have been granted under the New Option Plan;

(d) to the extent permitted by law, the Corporation be and is hereby authorized to abandon all or any part of the New Option Plan if the Board deems it appropriate and in the best interests of the Corporation to do so; and

(e) any one or more of the director or officers of the Corporation be authorized to perform all such acts, deeds, and things and execute, under the corporate seal of the Corporation or otherwise, all such documents as may be required to give effect to this resolution."

To pass the New Option Plan Resolution, a simple majority of the votes in favour must be cast, in person or by proxy, on the resolution at the Meeting. Should the New Option Plan Resolution not pass, the Corporation will continue to utilize its current 15% "rolling" stock option plan.

Proxies received in favour of management will be voted in favour of the New Option Plan Resolution unless the Shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution.

The Board and Management recommends shareholders vote in favour of New Option Plan.

Continuation of the Corporation into British Columbia

The Corporation presently exists under the Alberta Act. Management believes it is in the best interests of the Corporation to effect a continuation (the "Continuation") of the Corporation into British Columbia, whereupon the Company will be subject to the *Business Corporations Act* (British Columbia) (the "BC Act").

The Continuation is subject to the approval of Shareholders, via Special Resolution, and the Alberta Registrar of Corporations (the "Alberta Registrar"), upon being satisfied that the Continuation will not adversely affect creditors or Shareholders.

The BC Act adopts many provisions similar to those contained in corporate legislation elsewhere in Canada, including Alberta, and will permit the Corporation to maintain its corporate records in British Columbia where Management is principally located.

If the Continuation Resolution is approved, shareholders will also be approving:

1. A new notice of articles (the "Notice of Articles"), which will provide that the Company's authorized capital be comprised of: (a) an unlimited number of common shares without par value; and (b) an unlimited number of preferred shares without par value.

2. New articles (the "Articles") under the BC Act, which sets the rules for conduct of the Company, similar to the Corporation's existing Bylaws under the Alberta Act, save as described herein.

Upon completion of the Continuation, the Alberta Act will cease to apply to the newly continued Company and the Company will be subject to the BC Act as if it had been originally incorporated in the Province of British Columbia.

The Continuation will not result in any change in the business of the Company or its assets, liabilities, net worth, management or share capital.

The Continuation will give rise to certain notable changes in the corporate law requirements applicable to the Company, as described in the section entitled "*Comparison between BC and Alberta Corporate Law*".

The Continuation is not a reorganization, amalgamation, merger, or any other form of business combination. Shareholders' shareholdings will not be altered by the Continuation, other than with respect to shareholders dissenting to the Continuation Resolution (see the section entitled "*Rights of Dissent to the Continuation*" below for more information).

The proposed Notice of Articles and Articles, which will govern the affairs of the Company if the Continuation Resolution is approved by shareholders, will be available for viewing by request at the office of the Company. The proposed Notice of Articles and Articles will also be available for inspection at the Meeting.

Changes which Management believes are the most significant changes resulting from the Corporation completing the Continuation and adopting new Articles will be as follows:

- the Corporation will be permitted to eliminate a class or series of shares if none of the shares of the class or series of shares are allotted or issued by way of a directors' resolution;
- the Corporation will be permitted to change its name by way of a directors' resolution;
- the residency requirements for directors are eliminated. Management believes that this change will allow the Corporation to select the best possible directors with the most expertise, regardless of their residency; and
- the Corporation will have greater flexibility with respect to the time within which it is required to hold an annual shareholder meeting each year.

The proposed Continuation gives rise to a right of dissent under Section 191 of the Alberta Act (see "Shareholders Rights of Dissent to the Continuation" below).

If the right of dissent is exercised by any of the Corporation's shareholders entitled to do so, and the Corporation completes the Continuation, the Corporation would be required to purchase for cash the dissenting Shareholders' shares in the capital of the Corporation at the fair value of those shares, as at the close of business on the last business day before the special resolution approving the Continuation is adopted, subject to the Alberta Act.

Comparison between BC and Alberta Corporate Law

The following is a summary of certain notable differences between the BC Act, the statute that will govern the corporate affairs of the Corporation upon the Continuation becoming effective, and the Alberta Act, the statute which currently governs the corporate affairs of the Corporation.

Notwithstanding the alteration of shareholders' rights and obligations resulting from the continuation under the BC Act and adoption of the proposed Articles, the Corporation will still be bound by the rules and policies of the Canadian Securities Exchange, the British Columbia Securities Commission and the Alberta Securities Commission, as well as other applicable securities legislation.

Nothing that follows should be construed as legal advice to any particular Shareholder, all of whom are advised to consult their own legal advisors respecting all of the implications of the Continuation.

1. Charter Documents

   Under the BC Act, the charter documents consist of a "notice of articles", which sets forth the name of the Company, the name and address of each director of the Company and the number and share classes of the authorized capital; and the "articles" which govern the management of the Company (together, the "Charter Documents"). The notice of articles is filed with the British Columbia Registrar of Companies (the "BC Registrar") and the articles are filed only with the Corporation's registered and records office. Under the Alberta Act, the Corporation has "articles", which set forth the name of the Corporation and the amount and type of authorized capital, the restrictions on share transfers (if any), the number of directors, and any restrictions on business. Under the Alberta Act, companies also have "by-laws" which govern the management of the Corporation. The articles are filed with the Alberta Registrar of Corporations (the "Alberta Registrar") and the by-laws are filed only with the Corporation's registered and records office.

2. Amendments to the Charter Documents of the Corporation

   The Alberta Act, which currently governs the Corporation, requires a special resolution passed by a majority of not less than two thirds of the votes cast on the resolution to make fundamental changes to the Corporation's articles; changes to the Corporation's by-laws requires only an ordinary resolution passed by a simple majority of the votes cast on the resolution. Generally, under the BC Act, a company must not alter its notice of articles or articles unless it is authorized to do so: (a) by the type of resolution specified in the BC Act; (b) if the BC Act does not specify a type of resolution, then by the type of resolution specified in the company's articles; or (c) if neither the BC Act nor the articles specify the type of resolution, then by special resolution. Under the BC Act, and unless otherwise provided in a company's articles, a "special resolution" usually refers to a majority of at least two-thirds (2/3) of the votes cast on the resolution and an "ordinary resolution" refers to a simple majority of the votes cast on the resolution.

3. Sale of Corporation's Undertaking

   Under the BC Act, a company may sell, lease or otherwise dispose of all or substantially all of the undertaking of the company only if it does so in the ordinary course of its business or if it has been authorized to do so by a special resolution. The BC Act does not specify whether holders of shares that do not otherwise carry a right to vote may vote on any proposed sale, lease or disposition of all or substantially all of the undertaking of a company. Under the Alberta Act, a company may sell, lease or exchange all or substantially all of the property of the company (other than in the ordinary course of business of the company) only if it has been authorized by a special resolution. Each share of the company carries the right to vote in respect of the sale, lease or exchange whether or not such share otherwise carries the right to vote and, where a class or series of shares is affected by the sale, lease or exchange in a manner different from another class or series, the holders of shares of that affected class or series are entitled to vote separately on the transaction.

4. Rights of Dissent and Appraisal

   The BC Act provides that shareholders who dissent to certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable where the company proposes to:

(a) alter its articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;

(b) adopt an amalgamation agreement;

(c) approve an amalgamation into a foreign jurisdiction;

(d) approve an arrangement, the terms of which arrangement permit dissent;

(e) authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;

(f) authorize the continuation of the company into a jurisdiction other than British Columbia;

(g) in respect of any other resolution, if dissent is authorized by the resolution; or

(h) any court order that permits dissent.

The Alberta Act contains similar dissent rights. In Alberta, the dissent right is applicable where the Corporation proposes to:

(a) amend its articles to change the restriction on share transfers, to remove or change any restrictions on the business that the corporation may carry out, or to add or remove an express statement establishing the unlimited liability of the shareholders;

(b) amalgamate with another company;

(c) be continued under the laws of another jurisdiction; or

(d) sell, lease or exchange all or substantially all of its property.

5. Oppression Remedies

Under the BC Act, a shareholder of a company has the right to apply to court on the grounds that:

(a) the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant, or some act of the company has been done or is threatened; or

(b) some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

On such an application, the court may make such order as it sees fit including an order to prohibit any act proposed by the company or an order to vary or set aside any transaction or resolution.

The Alberta Act contains rights that are substantially broader in that they are available to a larger class of complainants. The right under the Alberta Act extends to directors, officers or security holders (whether the security is legally or beneficially owned), former directors, officers or security holders (whether the security is legally or beneficially owned) of a company or any of its affiliates, creditors of the company (in the discretion of the court), or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy.

The court can make an order in respect of a company or any of its affiliates, where any act or omission of the company or its affiliates effects a result, or the business or affairs of the company or its affiliates are or have been carried on or conducted in a manner, or the powers of the directors of the company or any of its affiliates are or have been exercised in a manner, that is oppressive or

unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer. As is the case under the BC Act, on such an application, the court may make such an order as it sees fit, including an order restraining the conduct complained of or an order compensating the complainant.

6. Shareholder Derivative Actions

Under the BC Act, a shareholder or director of a company may, with judicial leave, bring an action in the name and on behalf of the company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such right, duty or obligation. There is a similar right of a shareholder or director, with leave of the court, and in the name and on behalf of the company, to defend an action brought against the company.

The court will grant leave for an application to commence a derivative action if:

(a) the complainant has made reasonable efforts to cause the directors of the company to prosecute or defend the legal proceeding;

(b) notice of the application for leave has been given to the company and to any other person the court may order;

(c) the complainant is acting in good faith; and

(d) it appears to the court that it is in the best interests of the company for the legal proceeding to be prosecuted or defended.

The Alberta Act contains similar provisions for derivative actions but the right to bring a derivative action is available to a broader group. The right under the Alberta Act extends to directors, officers or security holders (whether the security is legally or beneficially owned), former directors, officers or security holders (whether the security is legally or beneficially owned) of a company or any of its affiliates, creditors of the company, or any other person who, in the discretion of a court, is a proper person to bring a derivative action. Also, the Alberta Act permits a complainant to commence an action in the name of a subsidiary of the company.

7. Requisition of Meetings

The BC Act provides that one or more shareholders of a company holding not less than 5% of the issued voting shares of the company may give notice to the directors requiring them to call and hold a general meeting, which meeting must be held within four months. The Alberta Act permits the registered or beneficial holders of not less than 5% of the issued voting shares of the corporation to require the directors to call and hold a meeting of the shareholders of the corporation for the purposes stated in the requisition. Only the registered holders may vote at this meeting. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

8. Place of Meetings

Under the BC Act, general meetings of shareholders are to be held in British Columbia or may be held at a location outside of British Columbia if:

(a) the location is provided for in the articles;

(b) the articles do not restrict the company from approving a location outside of British Columbia, the location is approved by the resolution required by the articles for that purpose (the proposed Articles

provide for determination of the location by resolution of the directors), or if no resolution is specified then approved by ordinary resolution before the meeting is held; or

(c) the location is approved in writing by the BC Registrar before the meeting is held.

The Alberta Act provides that meetings of shareholders may be held outside Alberta if the corporation's articles so provide or if all the shareholders entitled to vote at the meeting so agree.

9. Directors

The BC Act provides that the Corporation, as a public company, must have a minimum of three directors but does not impose any residency requirements on the directors. The Alberta Act requires that for distributing corporations (like the Corporation) there must be a minimum of three directors at least two of whom shall not be officers or employees of the corporation or its affiliates, and that at least one quarter of the directors be resident Canadians.

10. Shareholders' Pre-emptive Rights

Under the Alberta Act, shareholders may have pre-emptive rights to purchase shares issued by the companies, if it is provided for in a unanimous shareholders agreement or the articles of the company. The BC Act is silent on shareholders' pre-emptive rights.

11. Dividends

Under the BC Act, a company may pay dividends to its shareholders by shares or money, unless the company is insolvent or the payment of the dividends would render the company insolvent. Under the Alberta Act, a company may not pay dividends if the corporation is, or would after the payment be, unable to pay its liabilities as they become due, or the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes.

Shareholder Approval of Continuation Resolution

At the Meeting the Shareholders will be asked to pass the following Special Resolution to approve the Continuation (the "Continuation Resolution"), substantially in the following form:

WHEREAS:

A. The Corporation was incorporated in Alberta on October 21, 2016 under the *Business Corporations Act* (Alberta) (the "Alberta Act") pursuant to Corporate Access Number 2020002966; and

B. The sole shareholder of the Corporation has determined that it is in the best interests of the Corporation that it continue as a company under the *Business Corporations Act* (British Columbia) (the "BC Act") so that it may amalgamate with its parent company, Formation Fluid Management Inc.

THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Corporation be and is hereby authorized to:

(a) apply to the Alberta Registrar of Corporations (the "Alberta Registrar") under the Alberta Act for authorization to continue into British Columbia pursuant to section 189(1) of the Alberta Act;

(b) apply to the Registrar of Companies (British Columbia) to continue as a British Columbia company pursuant to section 302 of the BC Act; and

(c) deliver a copy of the Certificate of Continuation to the Alberta Registrar and request that the Alberta Registrar issue a Certificate of Discontinuance under section 189(6) of the Alberta Act.

2. Subject to the issuance of such Certificate of Continuation and without affecting the validity of the Corporation and the existence of the Corporation by or under its Articles of Incorporation and By-laws and any act done thereunder, effective upon issuance of the British Columbia Certificate of Continuation, the Corporation adopt the Articles substantially in the form found on EnviroLeach's SEDAR profile at www.sedar.com and incorporated by reference to the Management Information Circular of the Corporation dated October 19, 2020, and in the form as tabled at the annual general and special meeting of the shareholders held November 24, 2020, pursuant to the BC Act, in substitution for the Articles of Incorporation and By-laws of the Corporation and all amendments to the Articles of Incorporation and By-laws of the Corporation reflected therein are adopted.

3. McMillan LLP be appointed as the Corporation's agent to electronically file the Continuation Application with the Registrar of Companies (British Columbia) and application for authorization to continue out with the Alberta Registrar.

4. Any director or officer of the Corporation be and is hereby authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

5. Effective as of the date of Continuation into British Columbia and upon issuance of the Certificate of Continuation under the BC Act, the repeal of the current Articles and Bylaws of the Corporation be and is hereby confirmed;

6. Notwithstanding the approval of this special resolution by the shareholders of the Corporation, the board of directors of the Corporation is authorized, in their discretion, to abandon the application for continuation of the Corporation under the BC Act without further approval or authorization of the shareholders of the Corporation."

Management recommends that Shareholders approve the Continuation Resolution.

If the Continuation Resolution is approved by Shareholders, the Corporation will file a continuation application (the "Continuation Application") with the British Columbia Registrar of Companies (the "BC Registrar") pursuant to the requirements set out in the BC Act. The Continuation will become effective at the date and time that the Continuation Application is filed with the BC Registrar (the "Effective Time"). As at the Effective Time, the Notice of Articles will become effective and the new Articles will apply to govern the management and affairs of the Corporation. Notwithstanding the approval of the Continuation Resolution by Shareholders, the Directors will have the authority, in their sole discretion, to implement or revoke the Continuation Resolution and otherwise implement or abandon the Continuation without further approval from the Shareholders. If the Continuation is abandoned, the Corporation's jurisdiction of incorporation will remain under the Alberta Act and the Continuation will not be completed.

In the absence of instructions to the contrary, the Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR the Continuation Resolution.

Shareholders' Rights of Dissent to the Continuation

Shareholders have the right to dissent (the "Dissent Rights") to the Continuation pursuant to section 191 of the Alberta Act, the text of which is attached to this Circular as Schedule "A".

If the actions approved by the Continuation Resolution become effective, any shareholder who dissents in accordance with the provisions of section 191 (a "Dissenting Shareholder") will be entitled to be paid by the Corporation the fair value of the common shares held by such shareholder determined as at the close of business on the last business day before the Continuation Resolution was adopted. The procedure for exercising this remedy is set forth in Schedule "A" and should be reviewed carefully. Failure to adhere strictly to the requirements of section 191 of the Alberta Act may result in the loss or unavailability of the noncompliant shareholders' rights under that section.

If a Shareholder exercises Dissent Rights, the Directors will exercise their sole discretion as to whether or not to proceed with the Continuation.

In the absence of instructions to the contrary, the Proxyholders intend to vote the Common Shares represented by each Proxy, properly executed, FOR the Continuation Resolution. The Board recommends you vote in favour of the Continuation Resolution.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is included in the audited financial statements and the related management's discussion and analysis of the Corporation for the financial year ended December 31, 2019, and in the unaudited financial statements and the related management's discussion and analysis of the Corporation for the three and six month periods ended June 30, 2020, copies of which have been filed on www.sedar.com.

Additional information is also available upon request to the office of the Corporation. The Corporation's telephone number is (604) 428-2400.

OTHER MATTERS

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

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

Dated at Vancouver, British Columbia, Canada, on this 19th day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

"***Duane Nelson***"

Duane Nelson
President and Chief Executive Officer

Schedule "A"

Dissent Rights to the Continuation pursuant to section 191 of the Alberta Act

S. 191 Shareholder's right to dissent

191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to

(a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,

(b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,

(b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),

(c) amalgamate with another corporation, otherwise than under section 184 or 187,

(d) be continued under the laws of another jurisdiction under section 189, or

(e) sell, lease or exchange all or substantially all its property under section 190.

(2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.

(3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)

(a) at or before any meeting of shareholders at which the resolution is to be voted on, or

(b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.

(6) An application may be made to the Court after the adoption of a resolution referred to in subsection (1) or (2),

(a) by the corporation, or

(b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5),

to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.

(8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder

(a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or

(b) within 10 days after the corporation is served with a copy of the application, if a shareholder is the applicant.

(9) Every offer made under subsection (7) shall

(a) be made on the same terms, and

(b) contain or be accompanied with a statement showing how the fair value was determined.

(10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.

(11) A dissenting shareholder

(a) is not required to give security for costs in respect of an application under subsection (6), and

(b) except in special circumstances must not be required to pay the costs of the application or appraisal.

(12) In connection with an application under subsection (6), the Court may give directions for

(a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,

(b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the Alberta Rules of Court,

(c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,

(d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,

(e) the appointment and payment of independent appraisers, and the procedures to be followed by them,

(f) the service of documents, and

(g) the burden of proof on the parties.

(13) On an application under subsection (6), the Court shall make an order

(a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,

(b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,

(c) fixing the time within which the corporation must pay that amount to a shareholder, and

(d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(14) On

(a) the action approved by the resolution from which the shareholder dissents becoming effective,

(b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or

(c) the pronouncement of an order under subsection (13), whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.

(15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).

(16) Until one of the events mentioned in subsection (14) occurs,

(a) the shareholder may withdraw the shareholder's dissent, or

(b) the corporation may rescind the resolution, and in either event proceedings under this section shall be discontinued.

(17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

(18) If subsection (20) applies, the corporation shall, within 10 days after

(a) the pronouncement of an order under subsection (13), or

(b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares, notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of

objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

(a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or

(b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.

Schedule "B"

Change of Auditor

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of the Company, the Board of Directors of the Company resolved on September 29, 2020 that:

(a) The resignation of K. R. Margetson Ltd., Chartered Professional Accountant, on September 29, 2020, as auditors of the Company be accepted, and

(b) MNP LLP, Chartered Accountants, be appointed as auditors of the Company to be effective September 29, 2020, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

ln accordance with National Instrument 51-102 ("NI 51-102") we confirm that:

(a) K. R. Margetson Ltd., Chartered Professional Accountant, resigned on its own initiative as auditor of the Company;

(b) K. R. Margetson Ltd., Chartered Professional Accountant , has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which **K. R.** Margetson Ltd., Chartered Professional Accountant, issued an audit report in respect of the Company and the date of this Notice;

(c) the resignation of **K. R.** Margetson Ltd., Chartered Professional Accountant, and appointment of MNP LLP, Chartered Accountants, as auditors of the Company were considered by the Audit Committee and approved by the Board of Directors of the Company;

(d) in the opinion of the Board of Directors of the Company, no " reportable event" as defined in NI 51- I 02 has occurred in connection with the audits of the two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which K. R. Margetson Ltd., Chartered Professional Accountant, issued an audit report in respect of the Company and the date of this Notice; and

(e) the Notice and Letters of the Auditors have been reviewed by the Audit Committee and the Board of Directors.

Dated as of September 29, 2020

EnviroLeach Technologies Inc.

"***Duane Nelson***"

Duane Nelson
President and Chief Executive Officer

K. R. MARGETSON LTD.

Chartered Professional Accountant

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Fax: 1.855.603.3228

September 29, 2020

Alberta Securities Commission
Suite 600, 250–5th St. SW
Calgary, Alberta, T2P 0R4
Attention: Executive Director

Dear Sirs:

Change of Auditor of Enviroleach Technologies Inc. (the "Company")

We acknowledge receipt of a Notice of Change of Auditor (the "**Notice**") dated September 29, 2020 given by the Company to ourselves and MNP LLP, Chartered Accountants.

Based on our knowledge of the information as of this date, we agree with the statements set out in the Notice.

Yours truly,

K. R. MARGETSON LTD.
Chartered Professional Accountant

"Keith Margetson"
Keith Margetson, CPA, CA

October 19, 2020

TO: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Madams:

Re: Enviroleach Technologies Inc. (the "Company")

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor of the Company dated September 29, 2020 ("the **Notice**") and, based on our knowledge of such information at this time, we agree with the statements made in the Notice pertaining to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to K.R. Margetson Ltd.

Yours very truly,

MNP LLP

Chartered Professional Accountants
Vancouver, British Columbia

ACCOUNTING › CONSULTING › TAX
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