GLORIOUS CREATION LIMITED
Suite 405 – 1328 West Pender Street
Vancouver, BC V6E 4T1

MANAGEMENT INFORMATION CIRCULAR
as at **August 6, 2019** (except as indicated)

This information circular ("**Information Circular**") is provided in connection with the solicitation of proxies by the management of **Glorious Creation Limited** (the "**Company**") for use at the Annual General & Special Meeting of the shareholders of the Company (the "**Meeting**") to be held on Tuesday, **September 10, 2019,** at the office of K MacInnes Law Group located at Suite 1100 – 736 Granville Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver Time) and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General & Special Meeting ("**Notice of Meeting**").

The solicitation of proxies is made on behalf of the management of the Company. Such solicitation will be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Company. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Information Circular will be borne by the Company. The cost of the solicitation will be borne by the Company.

DISTRIBUTION OF MEETING MATERIALS

This Information Circular and related Meeting materials are being sent to both registered and non-registered holders of common shares of the Company.

If you are a non-registered holder and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding common shares on your behalf. "Intermediary" means a broker, a financial institution, an investment firm, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds securities on behalf of a non-registered shareholder.

A shareholder may receive multiple packages of Meeting materials if the shareholder holds common shares through more than one Intermediary, or if the shareholder is both a registered shareholder and a non-registered shareholder for different shareholdings. Any such shareholder should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired, separately for each shareholding to ensure that all the common shares from the various shareholdings are represented and voted at the Meeting. Please return your voting instructions as specified in the appropriate voting information form.

PROXY INFORMATION

Appointment of Proxyholder

A duly completed form of proxy for the Company will constitute the persons named in the enclosed form of proxy as the shareholder's proxyholder. The individuals whose names are printed in the enclosed form of proxy for the Meeting are directors and/or officers of the Company and the Company's legal counsel (the "**Management Proxyholders**"). The persons named in the enclosed form of proxy as Management Proxyholders have indicated their willingness to represent, as proxyholders, the shareholders who appoint them.

A shareholder has the right to appoint a person other than the Management Proxyholders to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder of the Company. Such a shareholder should notify the nominee

of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's shares are to be voted.

Voting of Proxies

Each shareholder may instruct his/her proxyholder how to vote its shares by completing the blanks in the enclosed proxy form. Shares represented by properly executed proxy forms will be voted or withheld from voting on any poll in accordance with instructions made on the proxy forms, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's shares shall be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, it is intended that such person will vote in favour of the matters to be voted on at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Each proxy must be dated and executed by the shareholder or its attorney authorized in writing or by an Intermediary acting on behalf of a shareholder (see "*Voting by Non-Registered Shareholders*" below). In the case of a corporation, the proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed, signed and dated form of proxy is delivered to the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or as otherwise indicated in the instructions contained in the form of proxy (including, where applicable, through the transfer agent's internet and telephone proxy voting services). All proxies in respect of the Meeting must be completed and received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Voting by Non-Registered Shareholders

The information in this section is important to many shareholders as a substantial number of shareholders do not hold their shares in their own name.

Shareholders who hold common shares through Intermediaries (such shareholders being collectively called "**Beneficial Shareholders**") should note that only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting.

If common shares are shown on an account statement provided to a Beneficial Shareholder by a broker or other Intermediary, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the central securities register of the Company. Such common shares will most likely be registered in the name of the broker or an agent of the broker or other Intermediary. In Canada, the vast majority of such common shares will be registered in the name of "CDS & Co.", the registration name of The Canadian Depository for Securities Limited, which acts as a nominee for many brokerage firms. Such common shares can only be voted by the Intermediary and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker or other Intermediary with this Information Circular and ensure that they direct the voting of their common shares in accordance with those instructions.**

Applicable regulatory policies require brokers and other Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. In accordance with the requirements of National Instrument 54-101, the Company will distribute the Meeting materials to Intermediaries and clearing agencies for onward distribution to non-registered holders. The Company does not intend to pay Intermediaries to forward the Meeting materials if the non-registered holders have provided instructions to their Intermediary that they object to the Intermediary disclosing ownership information about the non-registered holders. In this case, such non-registered holder will not receive the Meeting materials if the Intermediary does not assume the cost of delivery. Each Intermediary has its own mailing procedures and provides its own return instructions to clients.

Intermediaries are required to forward the Meeting materials to non-registered holders unless a non-registered holder has waived the right to receive Meeting materials. Generally, non-registered holders who have not waived the right to receive Meeting materials will be sent a voting instruction form which must be completed, signed and returned by the non-registered holder in accordance with the Intermediary's directions on the voting instruction form. Intermediaries often use service companies to forward the Meeting materials to non-registered holders. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of common shares at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such common shares are voted**.

In some cases, Beneficial Shareholders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Beneficial Shareholder but which is otherwise not completed. This form of proxy does not need to be signed by the Beneficial Shareholder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Investor Services Inc. as described under "*Completion and Return of Proxy*" above.

The purpose of these procedures is to permit non-registered holders to direct the voting of the common shares that they beneficially own. Should a Beneficial Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the Proxy and insert the Beneficial Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Revocation of Proxies

A proxy may be revoked at any time prior to the exercise thereof. If a registered shareholder who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such shareholder may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the registered shareholder or by his/her attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited to the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of such Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders (Beneficial Shareholders) who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf well in advance of the Meeting.**

RECORD DATE AND VOTING SECURITIES

The directors of the Company have set the close of business on August 6, 2019, as the record date (the "**Record Date**") for the Meeting.

Only common shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholders transfer shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established ownership of such shares, requests not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee will be entitled to vote such shares at the Meeting.

Voting at the Meeting will be by show of hands, with each shareholder present having one vote, unless a poll is requested or required, whereupon each shareholder or proxyholder present is entitled to one vote for each common share held.

The Company is authorized to issue an unlimited number of common shares without par value of which 39,222,001 common shares are issued and outstanding as at the Record Date. The Company has no other class of voting securities.

QUORUM

The Articles of the Company provide that a quorum for the transaction of business at the Meeting shall be two persons who are, or who represent by proxy, shareholders who are entitled to vote at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of the directors and executive officers of the Company, and based on the Company's review of the records maintained by Computershare Investor Services Inc., electronic filings with the System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), the following shareholders beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the voting rights attached to all outstanding shares of the Company as at the Record Date:

Shareholder Name And Address	**Number of Shares Held**	**Percentage of Issued Shares**
Norm Yurik[(1)] Vancouver, BC	5,383,688	13.7%

Notes:
(1) Mr. Yurik is the CEO and a director of the Company

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer of the Company, any nominee for election as a director of the Company or any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors.

For the purpose of this disclosure, "**associate**" of a person means: (a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person; (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or similar capacity; and (d) a relative of that person if the relative has the same home as that person.

DIRECTOR AND EXECUTIVE COMPENSATION

The Company is a "*venture issuer*" as defined under National Instrument 51-102 – *Continuous Disclosure Obligations* and is disclosing its director and executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation-Venture Issuers* ("**Form 51-102F6V**").

Definitions

In this Information Circular:

- "**Board**" means the board of directors of the Company.
- "**Chief Executive Officer**" or "**CEO**" means an individual who served as chief executive officer of the Company, or performed functions similar to a chief executive officer, for any part of the most recently completed financial year.
- "**Chief Financial Officer**" or "**CFO**" means an individual who served as chief financial officer of the Company, or performed functions similar to a chief financial officer, for any part of the most recently completed financial year.
- "**CSE**" or "**Exchange**" means the Canadian Securities Exchange.
- "**Named Executive Officer**" or "**NEO**" means each of the following individuals:

  (i) a CEO;

  (ii) a CFO;

  (iii) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and

  (iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any non-NEO directors of the Company for the periods noted therein:

Table of compensation excluding compensation securities							
Name and position	**Year Ended Dec 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Kong Yuk Kan[(1)] Former CEO & Director	2018 2017	96,437 74,243	Nil Nil	Nil Nil	Nil Nil	Nil Nil	96,437 74,243
Ke Feng (Andrea) Yuan CFO	2018 2017	102,000 65,847	Nil Nil	Nil Nil	Nil Nil	Nil Nil	102,000 65,847
Alan Foster Director	2018 2017	12,000 4,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	12,000 4,000
Ian Mallmann Director	2018 2017	12,000 4,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	12,000 4,000
David Austin[(2)] Former Director	2018 2017	9,000 4,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	9,000 4,000

Notes:

(1) Mr. Kong resigned as the CEO and director of the Company on July 10, 2019. Mr. Kong is also the CEO and director of Glorious IT, the Company's wholly-owned subsidiary.

(2) Mr. Austin resigned as a director of the Company on December 3, 2018.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to NEOs or non-NEO directors during the financial year ended December 31, 2018, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries**.**

As at December 31, 2018:

- Kong Yuk Kan held outstanding options exercisable for a total of 600,000 common shares of the Company: 300,000 options are exercisable at a price of $0.30/share and expire August 31, 2022 (100,000 of which are vested as at December 31, 2018, a further 100,000 of which vest on August 31, 2019 and the final 100,000 of which vest on August 31, 2020); and 300,000 options are exercisable at a price of $0.36/share and expire October 4, 2022 (100,000 of which are vested as at December 31, 2018, a further 100,000 of which vest on October 4, 2019 and the final 100,000 of which vest on October 4, 2020). Pursuant to the terms of the Company's Stock Option Plan, all of Mr. Kong's unexercised options will automatically expire on October 8, 2019, being 90 days after his resignation as CEO and a director of the Company.

- Ke Feng (Andrea) Yuan held outstanding options exercisable for a total of 250,000 common shares of the Company exercisable at a price of $0.30/share and expiring August 31, 2022 (83,333 of which are vested as at December 31, 2018, a further 83,333 of which vest on August 31, 2019 and the final 83,334 of which vest on August 31, 2020).

- Alan Foster held outstanding options exercisable for a total of 200,000 common shares of the Company exercisable at a price of $0.30/share and expiring August 31, 2022 (66,666 of which are vested as at December 31, 2018, a further 66,667 of which vest on August 31, 2019 and the final 66,667 of which vest on August 31, 2020).

- Ian Mallmann held outstanding options exercisable for a total of 200,000 common shares of the Company exercisable at a price of $0.30/share and expiring August 31, 2022 (66,666 of which are vested as at December 31, 2018, a further 66,667 of which vest on August 31, 2019 and the final 66,667 of which vest on August 31, 2020).

External Management Companies

During the year ended December 31, 2018, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

Employment, Consulting and Management Agreements

During fiscal 2018, the Company had entered into agreements or arrangements under which it paid it NEOs and directors, as follows:

1. Kong Yuk Kan – *former CEO and a director of the Company; CEO and a director of Glorious IT (the Company's wholly-owned subsidiary).*

   Mr. Kong's employment with Glorious IT commenced in 2011. Pursuant to an employment agreement between Mr. Kong and Glorious IT entered into March 15, 2017 (the "**Kong Agreement**"), Mr. Kong was originally paid $7,500/month, which was adjusted to $11,000/month starting July 1, 2018, for his services as CEO of Glorious IT. Mr. Kong's salary is reviewed annually by the Board and adjusted if deemed appropriate at the time. Mr. Kong is entitled to options from time to time, at the sole discretion of the Board. Mr. Kong is also entitled to bonuses from time to time, at the sole discretion of the Board. Mr. Kong is entitled to 4 weeks vacation per year and at such time as benefits may be provided to the employees of Glorious IT or the Company, Mr. Kong will be entitled to such benefits.

   Mr. Kong's employment may be terminated by Mr. Kong by providing Glorious IT with three months' prior notice. The severance package available to Mr. Kong on termination by Glorious IT for other than cause is a lump sum cash payment in an amount equal to 24 months' salary. Notwithstanding the foregoing, Mr. Kong agreed to stop receiving or accruing a salary effective January 1, 2019.

2. Ke Feng (Andrea) Yuan - *CFO of the Company*

   Black Dragon Financial Consulting Services Inc. ("**Black Dragon**"), a company owned by Ms. Yuan, has entered into a consulting agreement (the "**Black Dragon Agreement**") with the Company dated February 24, 2017, pursuant to which Black Dragon provides the services of Ms. Yuan to act as the Company's CFO. Pursuant to the terms of the agreement, Black Dragon was originally paid a consulting fee of $7,000/month, which was adjusted to $10,000/month starting July 1, 2018. Black Dragon is entitled to options from time to time, at the sole discretion of the Board.

   This engagement may be terminated by Black Dragon by providing the Company with one month's prior notice. The severance package available to Black Dragon on termination by the Company for other than cause is one year's consulting fee plus one month per every year it has been engaged by the Company up to a maximum severance of two years' consulting fee, it being acknowledged that Black Dragon has been engaged by the Company since February 1, 2016.

3. Non-NEO Directors

   The Company pays each of its non-NEO directors a director's fee of $1,000/month.

NEOs and directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as NEOs and directors, as the case may be.

NEOs and directors are entitled to participate in the Stock Option Plan.

Oversight and Description of Director and NEO Compensation

Director Compensation

The Company pays its non-NEO directors $1,000/month as compensation for their services in their capacity as directors, and in addition they are entitled to be granted incentive stock options in accordance with the Stock Option Plan and the policies of the Exchange. Non-NEO director compensation is reviewed by the Board on an annual basis.

The Board believes that the granting of incentive stock options provides a reward to directors for achieving results that improve Company performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each director; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Company to reward directors for their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Securities Authorized for Issuance Under Equity Compensation Plans*" below.

The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

Named Executive Officer Compensation

Each of the NEOs has a written agreement with the Company or a subsidiary (see "*Director and Executive Compensation – Employment, Consulting and Management Agreements*" above). The independent Board members review, on an annual basis, the cash compensation, performance and overall compensation package for each NEO. The Company recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each of the NEOs. The Company's executive compensation practices are intended to provide both current and long term rewards to its NEOs that are competitive within the compensation practices of the industry and consistent with their individual performance and contribution to the Company's objectives. Compensation components include base salary, bonus and long term incentives in the form of stock options. In determining the appropriate base salary of an executive officer, the Board considers the responsibilities of the individual, comparable salaries in the industry, the experience level of the individual and overall performance. Once the base salary has been established it is reviewed on an annual basis.

It is anticipated that compensation paid to NEOs during fiscal 2019 will be significantly reduced from what was paid in fiscal 2018 (see "*Director and Named Executive Officer Compensation, Excluding Compensation Securities"* above*)*, as Mr. Kong has resigned as CEO of the Company and stopped receiving or accruing a salary effective January 1, 2019.

Given the Company's current financial situation, a significant element of executive compensation is that of stock options, which do not require cash disbursements by the Company. The Board believes that the granting of incentive stock options provides a reward to NEOs for achieving results that improve Company performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each NEO; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Company to reward NEOs for their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Securities Authorized for Issuance Under Equity Compensation Plans*" below.

Other than as described above, there are no other perquisites provided to the NEOs. The Company does not use specific benchmark groups in determining compensation or any element of compensation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's current stock option plan (the "**Stock Option Plan**"), being the Company's only equity compensation plan as of its last fiscal year ended December 31, 2018 and as of date of this Information Circular. The Stock Option Plan was most recently approved by the Company's shareholders at its last annual general meeting on June 26, 2018. As of the Record Date:

Plan Category	**Number of common shares to be issued upon exercise of outstanding options** (a)	**Weighted average exercise price of outstanding options** (b)	**Number of common shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))** (c)
Equity compensation plans approved by shareholders	3,020,000[(1)]	0.31	902,200[(1)]
Equity compensation plans not approved by shareholders	Nil	N/A	N/A
TOTAL:	3,020,000[(1)]		902,200[(1)]

Notes:

(1) On October 8, 2019, the 600,000 options currently granted to Mr. Kong will automatically terminate if unexercised due to his resignation as CEO and a director of the Company on July 10, 2019 (see "*Stock Options and Other Compensation Securities*" above). Consequently, if these options are unexercised on termination, there will be 2,420,000 options outstanding and 1,502,200 options remaining available for future issuance, assuming no other options are granted.

Description of the Stock Option Plan

The Company's Stock Option Plan is dated January 25, 2017, and is a "*rolling*" 10% stock option plan.

The Stock Option Plan is administered by the Board, or a committee of the Board duly appointed for such purpose by the Board, who has the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves. Eligible recipients include: directors, senior officers, employees, advisory board members and consultants of, or employees of management companies providing services to, the Company or its subsidiaries. The key terms of the Stock Option Plan are as follows:

- The aggregate number of optioned shares that may be issued upon the exercise of stock options granted under the Stock Option Plan may not exceed 10% of the number of issued and outstanding shares of the Company at the time of granting of options.

- No more than 5% of the shares outstanding at the time of grant may be reserved for issuance to any one person (including a company wholly-owned by that person) in any 12 month period, unless the Company has received disinterested shareholder approval to exceed such limit.

- Where required by applicable exchange policies, no more than 2% of the shares outstanding at the time of grant may be reserved for issuance to any one consultant of the Company in any 12 month period.

- No more than an aggregate of 2% of the shares outstanding at the time of grant may be reserved for issuance to any person conducting investor relations activities (as such term is defined under applicable exchange policies) in any 12 month period.

- Vesting of options is at the discretion of the Board, however, options may not be granted with vesting provisions if vesting is prohibited under applicable exchange policies.

- If required by applicable exchange policies, options granted to persons performing investor relations activities will vest over a minimum of 12 months with no more than ¼ of such options vesting in any 3 month period.

- The number of shares that may be reserved for issuance to Insiders (as such term is defined under applicable exchange policies), as a group (i) at the time of grant; or (ii) within a one year period, may not exceed 10% of the outstanding shares calculated at the time of the grant, unless disinterested shareholder approval has been obtained.

- The exercise price of a stock option shall be fixed by the Board; however, the minimum exercise price of a stock option cannot be less than the minimum price permitted under applicable exchange policies at the date of grant.

- Options may have a maximum exercise period of ten (10) years.

- Options are non-assignable and non-transferable.

- Options will expire immediately upon the optionee ceasing to provide services to the Company and the optionee may not exercise any options after such optionee ceases to provide services to the Company except that:

    - in the case of death of an optionee, any vested options held by the deceased at the date of death will become exercisable by the optionee's estate until the earlier of one year after the date of death and the date of expiration of the term otherwise applicable to such option;

    - in the case of an optionee dismissed from employment/service for cause, such options, whether vested or not, will immediately terminate without right to exercise same; and

    - subject to the above two paragraphs, any vested option held by an optionee at the date the optionee ceases to provide services to the Company may be exercised by such optionee until the earlier of (i) the date that is 90 days after the date such optionee ceases to provide services, or such extended date not to exceed one year after the date the optionee ceases to provide services to the Company where such extended date is approved by the Board in writing; and (ii) the expiry date otherwise applicable to such options.

A copy of the Stock Option Plan is available for review at the registered office of the Company located at Suite 1100 – 736 Granville Street, Vancouver, BC V6Z 1G3, during normal business hours up to and including the date of the Meeting.

In accordance with applicable securities laws, the Stock Option Plan must receive approval of the Company's shareholders yearly at the Company's annual general meeting. Refer to "*Particulars of Matters to be Acted Upon – 5. Approval of Stock Option Plan*" below.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No (a) director; (b) executive officer; (c) proposed nominee for election as a director; (d) associate of a director, executive officer or proposed nominee for election as a director; (e) employee; or (f) former director, executive officer or employee of the Company, is, as at the Record Date, or was at any time during the Company's last completed financial year, indebted to the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, no informed person and none of the proposed directors of the Company or any associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company.

Applicable securities legislation defines "**informed person**" to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

MANAGEMENT CONTRACTS

During year ended December 31, 2018, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

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

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires that each reporting company disclose its corporate governance practices on an annual basis. The Company's general approach to corporate governance is summarized below.

Board of Directors

Independence

The Company's Board is comprised of three (3) directors: Norm Yurik, Alan Foster and Ian Mallmann.

Section 1.4 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") sets out the standard for director independence. Under NI 52-110, a director is independent if he has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

Applying the definition set out in section 1.4 of NI 52-110, two directors, Alan Foster and Ian Mallmann, are independent. Norm Yurik is not independent by virtue of the fact that he is an executive officer of the Company (CEO).

Other Directorships

Certain directors of the Company serve as directors of one or more other reporting issuers or reporting issuer equivalents, as follows:

Name of Director	Reporting Issuer(s) or Equivalent(s)
Ian Mallmann	Astron Connect Inc. Crownia Holdings Ltd.
Norm Yurik	Asian Mineral Resources Limited Russell Breweries Inc.

Orientation and Continuing Education

The Company has not adopted a formalized process of orientation for new Board members. Orientation of new directors has been and will be conducted on an ad hoc basis through discussions and meetings with other directors, officers and employees where a thorough description of the Company's business, assets, operations and strategic plans and objectives are discussed. Orientation activities have been and will be tailored to the particular needs and experiences of each director and the overall needs of the Board.

The Board does not take any formal measures to provide continuing education for the directors. Directors are kept informed as to matters impacting, or which may impact, the Company's operations through periodic discussions and through presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management, advisors and other directors who can answer any questions that may arise.

At this stage in the Company's development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct & Ethics which addresses, but is not limited to, the following issues:

(a) compliance with laws and ethics (including, but not limited to, a prohibition on illegal payments of any kind, insider trading, tipping and hedging);

(b) the prescriptions of and procedures for blackout periods;

(c) corporate opportunities and conflicts of interest;

(d) discharge of director and officer duties;

(e) confidentiality of corporate information;

(f) disclosure of material information;

(g) protection and proper use of corporate assets;

(h) accounting, auditing and disclosure concerns;

(i) fair dealing with competitors;

(j) fair treatment and respect of people in its workplace;

(k) political activities;

(l) statement that the Company is an equal opportunity employer;

(m) no tolerance for discrimination, harassment or workplace violence of any kind; and

(n) compliance with health and safety issues.

In addition, the Company has adopted a Whistleblower Policy to ensure that a confidential and anonymous process exists whereby officers, employees and consultants of the Company and its subsidiaries can express concerns or complaints about accounting and control matters and/or suspected violations of the law or the Code of Business Conduct & Ethics.

Nomination of Directors

Due to the Company's size and stage of development, the Board does not have a nominations committee or a formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among Board members. New nominees must have at track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives and have a willingness to serve.

Compensation

Due to the Company's size and stage of development, it does not have a separate compensation committee, but rather, the Board as a whole determines director and NEO compensation by way of discussions at Board meetings. The independent members of the Board are responsible for determining the compensation to be paid to the NEOs. Should the Company's circumstances change to warrant a separate compensation committee, one will be established.

Refer to "*Oversight and Description of Director and NEO Compensation*" above for a detailed description of the Company's compensation policies.

Other Board Committees

At the present time, the Company's only standing committee is the audit committee (the "**Audit Committee**")(see "*Audit Committee*" below).

Assessments

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

Audit Committee

NI 52-110 requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Audit Committee's mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system, reviews and appraises the work of the external auditors, and provides an open avenue of communication between the external auditors, senior management and the Board.

The Audit Committee Charter

The Company's Board has adopted an Audit Committee Charter which sets out the Audit Committee's mandate, organization, powers and responsibilities. A copy of the Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors consisting of Alan Foster, Ian Mallmann and Norm Yurik. The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate' for the purposes of NI 52-110.

Name of Member	**Independent[(1)]**	**Financially Literate[(2)]**
Alan Foster	Yes	Yes
Ian Mallmann	Yes	Yes
Norm Yurik	No	Yes

Notes:

(1) To be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Accordingly, an executive officer of the Company is not independent, nor is a director that is paid consulting fees for non-director services provided to the Company.

(2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

(c) 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 Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting, are as follows:

Member	Education/Experience
Alan Foster	Mr. Foster is a senior executive with over 30 years' experience in building and managing technology-based ventures. He has expertise in organizational leadership, business planning, sales and marketing, and product management. Mr. Foster is a principal of Kenagel Consulting (since 2012), providing product marketing and business management consulting services to technology-enabled companies. Previously, Mr. Foster served as the Senior Vice-President of Business Development for Simpli Innovations Inc. (2015 – 2016); the Interim Chief Financial Officer for Epic Data International Inc. (2009 – 2012), President of eXI Wireless Inc. (2001 - 2005); and Chief Operating Officer for Meridex Networks (2000 - 2001).
Ian Mallmann	Mr. Mallmann has been the principal of Chagford Square Capital Inc., a corporate finance and real estate advisory firm since October 2003. Mr. Mallmann has more than 5 years of experience in serving as director, Chief Financial Officer and Chair of the Audit Committee for several PRC-based reporting issuers on the TSXV and the Canadian Securities Exchange. He was most recently a director and audit committee chair of Symax Lift (Holding) Co., Ltd. (TSXV: SYL) from December 2009 to March 2016. Currently, Mr. Mallmann acts as a director for Crownia Holdings Ltd. (TSXV:CNH). Mr. Mallmann received a Bachelor of Arts Degree (1981), a Juris Doctor (1985) and a Masters Degree in Business Administration (1988), all from the University of British Columbia.
Norm Yurik	Mr. Yurik is a CPA and former tax partner at Deloitte LLP. He led the Merger and Acquisition Group of Deloitte in British Columbia, responsible for tax planning and structure and client services. . Mr. Yurik retired as a tax partner at Deloitte LLP where he had worked for 38 years. Mr. Yurik led the Merger and Acquisition Group in British Columbia his last 20 years with Deloitte LLP and was responsible for both tax planning and structuring and client service for some of Deloitte's most significant clients in Vancouver. Mr. Yurik has extensive experience working with public companies, family offices and high net worth individuals. He has worked in jurisdictions such as the US, UK, Australia, Barbados, Africa, Luxembourg, Jersey Islands plus various other countries. He has served on various Institute Boards and Charitable Boards over the past 20 years."

Audit Committee Oversight

Since the commencement of the Company's most recent financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110 – Audit Committee Composition & Reporting Obligations

Since the Company is a "*venture issuer*" (as such term is defined in NI 52-110), it is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* (as described in "*Composition of the Audit Committee*" above) and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about an audit committee in the Company's Annual Information Form, if any, and this Information Circular).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter, attached hereto as Schedule "A".

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees[(1)]	Audit Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
December 31, 2018	$38,000	Nil	Nil	Nil
December 31, 2017	$62,000	Nil	Nil	Nil

Notes:

(1) The aggregate fees billed by the Company's auditor for audit fees.

(2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.

(3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning. These services include the filing of the Company's annual tax returns.

(4) The aggregate fees billed for professional services other than those listed in the other three columns.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements and Auditor's Report

The Board has approved the audited financial statements for the fiscal year ended December 31, 2018, together with the auditor's report thereon, copies of which have been sent to those shareholders who had requested receipt of same. Copies of these materials are available on SEDAR at www.sedar.com.

2. Re-Appointment of Auditor

Shareholders of the Company will be asked to vote for the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company's auditor, to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

3. Set Number of Directors

Management of the Company intends to propose a resolution to set the number of directors at three (3).

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

4. Election of Directors

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Company for the ensuing year. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the election of the nominees listed below to the Board.**

Each director elected will hold office until the close of the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated.

The following table sets out the names of management's nominees for election as directors, all offices in the Company each now holds, each nominee's current principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name, Province or State and Country of Residence and Position Held	Principal Occupation for the Past Five (5) Years	Director of the Company Since	Number of Shares Beneficially Owned or Controlled[(1)]
NORM YURIK[(2)] British Columbia, Canada *CEO & Director*	Retired tax partners from Deloitte LLP, where he worked for 38 years.	July 10, 2019	5,383,688
ALAN FOSTER[(2)] British Columbia, Canada *Director*	Management Consultant, Kengael Consulting (since Feb. 2012); Executive in Residence of Wavefront Accelerator's Venture Acceleration Program (October 2015 – May 2018); and Senior VP, Business Development of Simpli Innovations Inc. (Jan 2015 – Feb 2016)	May 16, 2016	500,000
IAN MALLMANN[(2)] British Columbia, Canada *Director*	Principal of Chagford Square Capital Inc. (since Oct 2003), a corporate finance and real estate advisory firm; Director of Crownia Holdings Ltd. (since Sep 2015); and various other director and officer positions with publicly traded companies	May 16, 2016	500,000

Notes:
(1) This information has been furnished by the respective directors.
(2) Member of Audit Committee.

Corporate Cease Trade Orders

To the knowledge of the Company, no proposed director is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

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

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

except that:

(i) Ms. Yuan was the CFO and a director of First Star Resources Inc. when a cease trade order was issued against it on May 9, 2013 for failure to file its year-end financial statements due to lack of funds to pay the company's auditors. The financial statements were subsequently filed and the cease trade order lifted on August 15, 2013;

(ii) CY Oriental Holdings Ltd., a company then listed on the TSXV, was ceased traded in July 2008 for failure to file its April 30, 2008 year end audited financial statements. Mr. Ian Mallmann joined the board of CY Oriental Holdings Ltd. in April 2009, at the time it was cease traded, in order to assist the company with organizing its financial affairs and with its reporting obligations. Ultimately the company was delisted from the TSXV in July 2009 after trading had been suspended for more than 12 months. The company remains cease traded; and

(iii) Mr. Ian Mallmann was an independent director of Canada Renewable Bioenergy Corp. when a cease trade order was issued against it on August 6, 2014 for failure to file its March 31, 2014 year-end financial statements due to lack of funds to pay the company's auditors. The company remains cease traded;

Bankruptcies

To the knowledge of the Company, no proposed director:

(a) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

To the knowledge of the Company, no proposed director:

(a) 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

(b) 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 director is to be elected under any arrangement or understanding between the proposed director and any other person or company.

5. Re-Approval of Stock Option Plan

During the past year, the Company maintained a 10% rolling stock option plan which was approved by the shareholders of the Company at the last annual general meeting on June 26, 2018. In accordance with applicable securities laws, the Stock Option Plan must receive approval of the Company's shareholders yearly at the Company's annual general meeting. Accordingly, shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following ordinary resolution approving the continuation of the Stock Option Plan.

"BE IT RESOLVED, as an ordinary resolution, that, subject to regulatory approval:

1. the stock option plan (the *"***Plan***")* of Glorious Creation Limited (the "**Company**"), details of which are set forth in the Company's Information Circular dated August 6, 2019, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued shares of the Company, be and is hereby re-approved and confirmed for continuation until the next annual general meeting of the Company or until the board of directors of the Company (the "**Board**") sooner terminates such Plan, in its sole discretion;

2. the Board be, and is hereby authorized in its absolute discretion, to administer the Plan and to make such amendments or modifications to the Plan from time to time as the Board may, in its discretion, consider appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and the shareholders, if required;

3. the Board, or any committee of the Board created to administer the Plan, be and is hereby authorized in its absolute discretion to grant stock options under the Plan;

4. the Company be and is hereby authorized, at the discretion of the Board, to amend the exercise price of previously granted option agreements without further approval by the shareholders, subject to compliance with Exchange policies; and

5. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by applicable regulatory authorities and to complete all transactions in connection with the implementation of the Plan."

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

6. Approval of Share Purchase Agreement (Sale of Glorious IT Creation Limited)

Agreement to Sell Glorious IT Creation Limited

On July 31, 2019, the Company entered into an agreement (the "**Share Purchase Agreement**") to sell its wholly-owned subsidiary, Glorious IT Creation Limited ("**Glorious IT**"), a corporation incorporated and existing under the laws of Hong Kong, to Kong Yuk Kan ("**Kong**"), the Company's former CEO and director. A copy of the Share Purchase Agreement has been filed with the Canadian Securities Administrators on SEDAR (www.sedar.com).

The sale of Glorious IT represents a sale of all or substantially all of the Company's assets or undertaking.

Requirement for Shareholder Approval

The Company was continued and currently exists under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). Section 301 of the BCBCA requires that the Company obtain the approval of the sale of substantially all of its undertaking by way of special resolution. Pursuant to the Articles of the Company and the provisions of the BCBCA, a special resolution is a resolution of the shareholders passed by a two-thirds majority of the votes cast on the matter by shareholders in attendance of the Meeting in person or by proxy.

Best Interest of the Company

The Directors of the Company have unanimously approved the Share Purchase Agreement and determined that it is in the best interests of the Company to sell Glorious IT on the terms set out in the Share Purchase Agreement. Accordingly, the Company is asking the shareholders to approve the sale of Glorious IT in accordance with the terms of the Share Purchase Agreement. Further information relating to the Share Purchase Agreement and the proposed sale to Kong is set out below, which the shareholders are urged to review carefully.

In reaching its conclusion that the sale of Glorious IT is in the best interest of the Company and in making its recommendation to the shareholders, the Board considered and relied upon a number of factors, including:

- Since the Company's IPO in September 2017, the Company has focused its efforts and resources on facilitating trade between China and Vietnam and other Southeast Asian countries. Through Glorious IT, the Company commenced the development of an e-commerce platform which was intended to facilitate the trading and settlement of products between small to medium sized businesses initially in China and Vietnam. Once trade between China and Vietnam was established, the Company then intended to expand its e-commerce platform to connect Chinese and Vietnamese businesses with businesses in other Southeast Asian countries.

- Over the past two years, the Company has made some progress with its foregoing business plan, including setting up offices and infrastructure in Ho Chi Minh City, Vietnam and Shenzhen City, China, obtaining necessary import and export licenses in Vietnam and China, developing blockchain technology required to support the e-commerce platform, and building up connections with numerous businesses in China, Vietnam, Cambodia and Malaysia. However, since late 2018, the Company has encountered a series of unexpected difficulties which have thwarted its ability to move forward, including: the trade war between China and United States, the technology ban imposed on Chinese technology companies like Huawei, the political instability of Hong Kong, the breakdown of Chinese-Canadian relations, and Kong's health issues.

- All of the above-stated issues, as well as others, have cast doubt on the feasibility of success for the Company's long-term development plan in China and Southeast Asia. Glorious IT and its various Asian subsidiaries had a total loss of $1.2 million in 2017 and $1.5 million in 2018, and a net liability of $1.8 million as of December 31, 2018. The Board believes that at this time, the future for this business is bleak and projections for the coming years foresee the need for significant financial injections with no indication that the business will create revenues (if any) sufficient to sustain itself.

- The Company has been unable to raise funding for a substantial period of time and the Board's current assessment is that the Company's current business is not attractive to Canadian equity markets.

- Having suffered a serious medical condition earlier this year which he has been slow to heal from, Kong has had to step back from running the Company and consequently resigned as the Company's CEO and director on July 10, 2019. Concurrently, Kong sold all of his shares of the Company and thus as at the Record Date has no equity interest in the Company. Kong was the key person involved in the IT development of Glorious IT's platform, and was personally engaged in liaising with businesses and government officials in China and Vietnam. Without these relationships, Kong's knowledge about Glorious IT's business and his ability to continue with his

efforts, the Company is unable to continue advancing its business in Asia at this time. While the Company has laid off most of its employees in Asia; it continues to accrue costs. Consequently, the Company is incurring expenses for a business it is not able to move forward.

- The Board has started to evaluate new opportunities and projects to vend in to the Company. While the Board has not entered into formal negotiations with respect to any specific asset acquisition as at the date hereof, the Board has determined that there are business opportunities available to the Company that have the potential to enhance shareholder value at less cost than the cost of trying to continue with the Company's Asian subsidiaries, in the current circumstances.

- In light of all of these issues, upon considered review and evaluation, the Board has determined that it's not financially feasible to continue with its current business. The Board believes that it is in the best interest of the Company to cut its losses and divest itself of the business in Asia, through the sale of its Asian subsidiaries. Consequently, it is proposing to sell its Hong Kong subsidiary, Glorious IT, which holds its Vietnamese and Chinese subsidiaries, to Kong at nominal cost ($200), with all related liabilities being assumed by Kong by virtue of the liabilities remaining in Glorious IT, so as to divest the Company of the ongoing financial losses.

The Board's reasons for recommending approval to the sale of Glorious IT include certain assumptions relating to forward-looking information and such information and assumptions are subject to various risks. See "*Risk Factors*" and "*Forward-Looking Statements*" below.

The foregoing summary of the information and factors considered by the Board is not intended to be exhaustive. In view of the variety of factors and the amount of information considered in connection with its evaluation of the sale of Glorious IT, the Board did not find it practical to, and did not, quantify or otherwise attempt to assign any relative weight to each specific factor considered in reaching its conclusion and recommendation. The Board's recommendation was made after considering all of the above-noted factors and in light of the Board's knowledge of the business, financial condition and prospects of the Company, and was also based on the advice of legal advisors to the Board. In addition, individual members of the Board may have assigned different weights to different factors.

The Share Purchase Agreement

Pursuant to the terms of the Share Purchase Agreement, the Company will sell 2,620,001 ordinary shares of Glorious IT, being 100% of the issued shares of Glorious IT (the "**Glorious IT Shares**"), to Kong for $200. The closing of this transaction is subject to the Company receiving shareholder approval to the Glorious IT Sale Resolution (defined below). In the Share Purchase Agreement, the Company has represented that it has full power and authority to enter into and perform the Share Purchase Agreement, that the Glorious IT Shares are unencumbered and constitute 100% of the issued and allotted share capital of Glorious IT and that, subject to shareholder approval, it is entitled to transfer the full legal and beneficial ownership of the Glorious IT Shares to Kong without consent of any third party. Each party is responsible for bearing its own costs and expenses in relation to the transaction. The stamp duty payable in respect of the transfer of the Glorious IT Shares from the Company to Kong is payable by Kong and Kong has will indemnify the Company for all penalties, losses and damages arising out of or in connection with the non-payment or late payment of the stamp duty. The Share Purchase Agreement may be terminated at any time by mutual consent of the parties. If the conditions are not met and/or the closing does not occur by September 30, 2019, then the Share Purchase Agreement will automatically terminate. In the event of valid termination of the Share Purchase Agreement, no party will have liability to the other thereunder.

DISSENT RIGHTS

Dissent Rights of Shareholders

The following description of the right to dissent to which registered shareholders are entitled is not a comprehensive statement of the procedures to be followed by a dissenting shareholder who seeks payment of the fair value of such dissenting shareholder's common shares and is qualified in its entirety by the reference to the text of Part 8, Division 2 of the BCBCA, which is attached to this Circular as Schedule "B". A dissenting shareholder who intends to exercise the right to dissent should carefully consider and comply with the provisions of the BCBCA. Failure to adhere to the procedures established will result in the loss of all

rights thereunder. Accordingly, each dissenting shareholder who might desire to exercise the dissent right should consult his or her own legal advisor.

Section 238 of the BCBCA provides a dissenting shareholder with the right to dissent from certain resolutions of a corporation which effect extraordinary corporate transactions or fundamental corporate changes. Section 301 of the BCBCA provides registered shareholders with the right to dissent from the Glorious IT Sale Resolution pursuant to Section 238 of the BCBCA. Any registered shareholder who dissents from the Glorious IT Sale Resolution in compliance with Division 2 of Part 8 of the BCBCA will be entitled, in the event that the sale of Glorious IT is completed, to be paid by the Company the fair value of the shares in the capital of the Company held by such dissenting shareholder as determined at the closing of the Glorious IT sale transaction. Section 238 of the BCBCA also provides that a shareholder may only make a claim under that section with respect to all the shares of a class held by the shareholder on behalf of any one beneficial owner and registered in such shareholder's name. One consequence of this provision is that a holder of shares in the capital of the Company may only exercise the right to dissent under Section 238 of the BCBCA in respect of the Company's shares which are registered in that holder's name. **Accordingly, a non-registered holder will not be entitled to exercise the right to dissent under Section 238 of the BCBCA directly** (unless the Company's shares are re-registered in the nonregistered holder's name).

Non-registered shareholders who are beneficial owners of shares registered in the name of a broker, dealer, bank, trust company, nominee or other intermediary who wish to dissent should be aware that they may only do so through the registered owner of such shares. A registered shareholder, such as a broker, who holds shares in the capital of the Company as nominee for beneficial holders, some of whom wish to dissent, must exercise the dissent right on behalf of such beneficial owners with respect to all of the shares held for such beneficial owners. In such case, the demand for dissent should set out the number of shares in the capital of the Company covered by it.

Registered shareholders wishing to exercise their right to dissent before the Meeting must deliver a written notice of dissent ("**Notice of Dissent**") to the Glorious IT Sale Resolution to the Company at Suite 405 – 1328 West Pender Street, Vancouver, BC V6E 4T1, Attention: Andrea Yuan, CFO, by no later than 4:00 p.m. (Vancouver time) on September 6, 2019, or no later than 4:00 p.m. (Vancouver time) on the date which is two days immediately preceding the date of any adjournment of the Meeting. No shareholder who has voted in favour of the Glorious IT Sale Resolution shall be entitled to dissent with respect to the Glorious IT sale transaction in accordance with the Share Purchase Agreement. The filing of a Notice of Dissent does not deprive a registered shareholder of the right to vote at the Meeting; however, the BCBCA provides, in effect, that a registered shareholder who has submitted a Notice of Dissent and who votes in favour of the Glorious IT Sale Resolution will be deprived of further rights under Division 2 of Part 8 of the BCBCA. The BCBCA does not provide, and the Company will not assume, that a vote against the Glorious IT Sale Resolution or an abstention constitutes a Notice of Dissent, but a registered shareholder need not vote its, his or her shares against the Glorious IT Sale Resolution in order to dissent. Similarly, the revocation of a proxy conferring authority on the proxy holder to vote in favour of the Glorious IT Sale Resolution does not constitute a Notice of Dissent; however, any proxy granted by a registered shareholder who intends to dissent, other than a proxy that instructs the proxy holder to vote against the Glorious IT Sale Resolution, should be validly revoked in order to prevent the proxy holder from voting such shares in favour of the Glorious IT Sale Resolution and thereby causing the registered shareholder to forfeit its, his or her right to dissent. Following receipt of approval for the Glorious IT Sale Resolution at the Meeting, and following the closing of the Glorious IT sale transaction in accordance with the Share Purchase Agreement, the Company will send a Notice of Intention to each dissenting shareholder stating that the Company has acted on the authority of the approved Glorious IT Sale Resolution and advising the dissenting shareholder of the manner in which dissent is to be completed. A dissenting shareholder who intends to proceed with the dissent after receiving the Notice of Intention must then, within one month after the date of receiving the Notice of Intention, send to the Company or its transfer agent instructions that the dissenting shareholder requires the Company to purchase all of its shares in the capital of the Company, together with the certificates representing such shares held by such dissenting shareholder (including a written statement prepared in accordance with Section 244(1)(c) of the BCBCA if the dissent is being exercised by the registered shareholder on behalf of a non-registered shareholder). A dissenting shareholder who fails to send certificates representing the shares in respect of which it, he or she dissents forfeits its, his or her right to dissent. After sending a demand for payment, a dissenting shareholder ceases to have any rights as a holder of shares in the capital of the Company in respect of which such shareholder has dissented, other than the right to be paid the fair value of such shares as determined under Section 245 of the BCBCA.

Resolution to Approve the Share Purchase Agreement

At the Meeting, the shareholders will be asked to consider and, if thought fit, pass a special resolution (the "**Glorious IT Sale Resolution**") to approve the sale of all or substantially all of the assets of the Company in accordance with the terms of the Share Purchase Agreement and authorize the Company to enter into the Share Purchase Agreement and complete the transactions contemplated thereunder, substantially in the following form:

"**RESOLVED AS SPECIAL RESOLUTIONS THAT:**

1. The share purchase agreement between Glorious Creation Limited (the "**Company**") and Kong Yuk Kan ("**Kong**") dated July 31, 2019 (the "**Share Purchase Agreement**") and the sale of all or substantially all of the assets of the Company in accordance with the terms of the Share Purchase Agreement be and are hereby approved, authorized, ratified and confirmed and the Company be and is hereby authorized to enter into, execute, deliver and perform its obligations under the Share Purchase Agreement;

2. notwithstanding that this resolution has been passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered, at their discretion, without any further notice to or approval of the shareholders of the Company, to amend the Share Purchase Agreement or any agreement ancillary thereto to the extent permitted by the terms thereof or, subject to the terms of the Share Purchase Agreement, not to proceed with any or all of the transactions contemplated thereby; and

3. any director or officer of the Company be and is hereby authorized to execute and deliver the Share Purchase Agreement and any and all agreements, documents, instruments and writings, for, in the name and on behalf of the Company (whether under its corporate seal or otherwise), to pay all such expenses and to take all such other actions as in the sole discretion of such director or officer are necessary or desirable in order to fully carry out the intent and accomplish the purpose of these resolutions upon such terms and conditions as may be approved from time to time by the board of directors of the Company, such approval to be conclusively evidenced by the signing of such agreements, documents, instruments and writings by such director or officer.

To be approved, the holders of 2/3 of the votes attached to shares of the Company represented in person or in proxy at the Meeting and voted on the Glorious IT Sale Resolutions must vote in favour of the Glorious IT Sale Resolution.

Kong currently holds no common shares of the Company. In the event that Kong acquires common shares of the Company prior to the Meeting, such shares will not be permitted to be voted and will not factor into the approval process in respect of the Glorious IT Sale Resolution.

Management recommends a vote "FOR" the approval of the Glorious IT Sale Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Glorious IT Sale Resolution.

RISK FACTORS

Completion of the sale of the Glorious IT Shares is subject to a number of risks. Shareholders should carefully consider the risks described below in evaluating whether or not to approve the Glorious IT Sale Resolution. The following risk factors are not a definitive list of all risk factors associated with the sale of Glorious IT. Additional risks and uncertainties, including those currently unknown or considered immaterial by the Company, may also adversely affect the Company's common shares. The risk factors set out below should be considered in conjunction with the other information included in this Information Circular.

Risk Factors Relating to the Company

For a discussion of certain risks relating to an investment in common shares of the Company, refer to the risk factors discussed under "*Risks and Uncertainties*" in the Company's management's discussion and analysis filed on SEDAR at www.sedar.com.

Risk Factors Relating to the Sale of Glorious IT

The Share Purchase Agreement May be Terminated in Certain Circumstances

Each of the Company and Kong has the right to terminate the Share Purchase Agreement in certain circumstances. There can be no certainty, and the Company cannot provide any assurance, that the Share Purchase Agreement will not be terminated by either party thereto before the completion of the sale of Glorious IT.

The Glorious IT Sale Transaction is Subject to Conditions

The completion of the sale of the Glorious IT Shares under the Share Purchase Agreement is subject to a number of conditions precedent, some of which are outside of the control of the Company. There can be no certainty, and the Company cannot provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. In the event that the Company does not complete the sale of the Glorious IT Shares, the Company will continue to carry on business as it currently is.

No Certainty that Shareholder Approval will be Obtained

If the Glorious IT Sale Resolution is not approved by at least two thirds (2/3 or 66⅔%) of the shareholders at the Meeting, voting in person or by proxy, the sale of Glorious IT will not be completed. There can be no certainty, nor can the Company provide any assurance, that the requisite shareholder approval of the Glorious IT Sale Resolution will be obtained. There is no assurance that there will not be dissenting shareholders.

The Board May Decide Not to Proceed With the Sale of Glorious IT

Notwithstanding the shareholders approving the Glorious IT Sale Resolution, the Board will retain the discretion not to proceed with the sale of Glorious IT contemplated by the Glorious IT Sale Resolution if it determines that such transaction is no longer in the best interest of the Company.

Failure to Meet CSE Listing Requirements

If the sale of Glorious IT is completed, the Company will cease to have an operating business. While the Company plans to immediately seek a new business or assets to acquire, there can be no certainty, and the Company provides no assurances, that a suitable business or asset, at a price that is acceptable to the Company, will be found, or if found, will be acquired in the near future. After the completion of the sale of Glorious IT and prior to the acquisition of a new business or assets, the Company will not meet the listing requirements of the CSE. Should the Company fail to acquire a new business or assets that bring it in compliance with the listing requirements of the CSE within a timely manner, the CSE may halt or delist the Company's common shares. There can be no certainty, and the Company provides no assurance, that it will acquire a new business or asset within a timely manner, or that its listing on the CSE will be retained.

Market Price and Liquidity of Common Shares

If the sale of Glorious IT is completed, the Company will cease to have an operating business and as such, trading volumes of the Company's common shares may be reduced and it may be difficult for shareholders to liquidate their

common shares. There can be no assurance that an active or liquid market for the Company's common shares will develop or be sustained. The market price at which shareholders can sell common shares may not reflect the net asset value of the Company. Shareholders may be unable to sell their common shares.

FORWARD-LOOKING STATEMENTS

This Information Circular may contain "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation. All information contained herein that is not historical fact may constitute forward-looking information and forward-looking statements which reflect the current view of management of the Company with respect to the Company's objectives, plans, goals, strategies, future growth, results of operations, financial and operating performance business prospects and opportunities.

Often, but not always, forward-looking statements can be identified by the use of words such as "could", "may", "will", "anticipates", "intends", "expects", "estimates", "plans", "believes" and similar words or variations of such words and phrases. Forward-looking statements and forward-looking information should not be read as guarantees of future events, performance or results, and will not necessarily be accurate indications of whether, or the times at which, such events, performance or results will be achieved. All of the statements and information in this Information Circular containing forward-looking statements or forward-looking information are qualified by these cautionary statements.

Forward-looking statements herein include, but are not limited to:

- statements regarding the sale of all or substantially all of the Company's assets
- the purchase price to be paid under the Share Purchase Agreement
- the closing and anticipated closing date of the sale of Glorious IT
- the exercise of dissent rights in relation to the Glorious IT Sale Resolution
- the calling of this Meeting
- the contents and expected timing of mailing of this Information Circular
- the expected date of the Meeting
- the Company's plans and objectives post-completion of the sale of Glorious IT
- the potential for the Company's common shares to be halted or delisted from the CSE post-completion of the sale of Glorious IT

Forward-looking statements and forward-looking information are based on information available at the time they are made, underlying estimates and assumptions made by management and management's good faith belief with respect to future events, performance and results, and are subject to inherent risks and uncertainties surrounding future expectations generally. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements and forward-looking information contained in this Information Circular. Such risks and uncertainties include, but are not limited to the completion of the sale of Glorious IT, including the sale being subject to conditions, the Board deciding not to proceed with the sale, the market price and liquidity of the Company's common shares, and the potential for the Company's common shares to be halted or delisted from the CSE.

The Company cautions readers that this list of factors is not exhaustive and that should certain risks or uncertainties materialize, or should underlying estimates or assumptions prove incorrect, actual events, performance and results may vary significantly from those expected. There can be no assurance that the actual results, performance, events or activities anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. Readers are urged to consider these factors carefully in evaluating forward-looking information and forward-looking statements and are cautioned not to place undue reliance on any forward-looking information or forward-looking statements.

The forward-looking information and forward-looking statements are made as of the date hereof and the Company disclaims any obligations to update any such factors or to publicly announce the result of any revisions to any of the forward-looking information and forward-looking statements contained in this Information Circular to reflect future results, events or developments. Shareholders should also carefully consider the matters discussed under "*Risk Factors*" in the Company's management's discussion and analysis filed on SEDAR at www.sedar.com.

ADDITIONAL INFORMATION

Additional information relating to the Company concerning the Company and its operations is available on SEDAR at www.sedar.com. Financial information concerning the Company is provided in its comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this information are available either on SEDAR or by contacting the Company at its offices located at Suite 405 – 1328 West Pender Street, Vancouver, British Columbia, V6E 4T1; Att: CFO ; Phone: (778) 889-4966.

OTHER MATTERS TO BE ACTED UPON

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the Board.

ON BEHALF OF THE BOARD OF DIRECTORS

"*Norm Yurik*"
Norm Yurik
CEO & Director

Schedule "A"
to Information Circular of
Glorious Creation Limited (August 6, 2019)

AUDIT COMMITTEE CHARTER

1.0 Mandate

1.1 The Audit Committee (the "**Committee**") is a committee appointed by the Board of Directors (the "**Board**") of Glorious Creation Limited (the "**Corporation**") to assist the Board in fulfilling its responsibilities in relation to internal controls and financial reporting, and carrying out certain oversight functions on behalf of the Board.

1.2 The Committee's primary duties and responsibilities are to:

- Oversee the accounting and financial reporting processes of the Corporation and the audit of its financial statements, including: (i) the integrity of the Corporation's financial statements; (ii) the Corporation's compliance with legal and regulatory requirements; and (iii) the external auditor's qualifications and independence.
- Serve as an independent and objective party to monitor the Corporation's financial reporting processes and internal control systems.
- Recommend to the Board the external auditors to be nominated and the compensation of such auditors and recommend any renewals or replacements of the external auditors and their remuneration.
- Oversee and monitor the work and performance of the audit activities of the Corporation's external auditors.
- Provide open lines of communication among the Corporation's external auditors, financial and senior management and the Board for financial reporting and control matters, and meet periodically with management and with the external auditors.
- Pre-approve all non-audit services to be provided to the Corporation by the external auditors.
- Review the financial statements and management's discussion and analysis of the Corporation.
- Review annual and interim financial results press releases of the Corporation.
- If requested by the Board, provide oversight to any related party transactions entered into by the Corporation.
- Report to the Board regularly.

1.3 The Committee has the authority to conduct any review or investigation appropriate to fulfilling its responsibilities.

2.0 Composition

2.1 The Committee must be composed of a minimum of three members, all of whom must be directors of the Corporation.

2.2 If the Corporation (i) is not a "*reporting issuer*" (as such term is defined in applicable securities laws); or (ii) is a "*venture issuer*" (as such term is defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") of the Canadian Securities Administrators), then a majority of the members of the Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation.

2.3 If the Corporation is a reporting issuer, but not a venture issuer, then each Committee member must be an "*independent director*" (within the meaning of NI 52-110).

2.4 In addition to the composition requirements set out above, the composition of the Committee shall at all times comply with the rules and regulations of any stock exchange on which the shares of the Corporation may be listed, subject to any waivers or exceptions granted by such stock exchange.

2.5 All members of the Committee must, to the satisfaction of the Board, be "*financially literate*" (as such term is defined in NI 52-110) (i.e., in general, have the ability to read and understand a set of financial statements, such as a balance sheet, an income statement and a cash flow statement).

2.6 The Committee members shall be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

2.7 Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

2.8 Any member of the Committee may be removed from office or replaced at any time by the Board.

2.9 The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

3.0 Committee Meeting Requirements

3.1 The Board shall appoint one of the Committee members as the Chair of the Committee (the "**Chair**"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

3.2 The Chair shall appoint a secretary (the "**Secretary**") who shall keep minutes of all Committee meetings. The Secretary does not have to be a member of the Committee or a director of the Corporation and can be changed by simple notice from the Chair.

3.3 No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

3.4 The Committee shall meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than four times a year and any time the Corporation proposes to issue a press release with its quarterly or annual earnings information. Any member of the Committee or the external auditor may call meetings.

3.5 The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the charter documents of the Corporation or otherwise determined by resolution of the Board.

3.6 If all the members of the Committee present at or participating in the meeting consent, a meeting of the Committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Committee member participating in such a meeting by such means is deemed to be present at that meeting.

3.7 The Committee shall meet periodically in separate executive sessions with management (including the Corporation's Chief Financial Officer ("**CFO**")), the internal auditors and the external auditors, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or external auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

3.8 The external auditors shall have direct access to the Committee at their own initiative.

4.0 Duties and Responsibilities

4.1 To fulfill its duties and responsibilities, the Committee shall:

(a) ***Financial Reporting***

(i) Prior to the public disclosure thereof, meet with the Corporation's Chief Executive Officer and CFO, and where appropriate, the Corporation's external auditors, to review and discuss and then present to the full Board for approval, the following, as applicable:

(A) the Corporation's annual audited financial statements, together with the report of the external auditors thereon and the related management discussion and analysis for such period and the impact of unusual items and changes in accounting policies and estimates;

(B) the Corporation's interim financial statements, together with the related management discussion and analysis for such period and the impact of unusual items and changes in accounting policies and estimates;

(C) financial information in the Corporation's annual and interim profit or loss press releases, including the type and presentation of information, paying particular attention to any *pro forma* or adjusted non-IFRS information;

(D) financial information in annual information forms, annual reports and prospectuses of the Corporation; and

(E) financial information in other public reports and public filings of the Corporation requiring approval by the Board.

(ii) Ensure that adequate procedures are in place for review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of those procedures.

(b) External Auditors

(i) Recommend to the Board, for shareholder approval, an external auditor to examine the Corporation's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as a representative of the shareholders of the Corporation.

(ii) Be directly responsible for setting the compensation and for the retention and oversight of the work of the external auditor engaged for the purpose of preparing or issuing an audit report, or performing other audit, review or attest services for the Corporation.

(iii) To the extent and in the manner required by applicable law or regulation, review and pre-approve all audit services, internal control related services and any permissible non-audit services to be provided to the Corporation by the external auditor and the fees for those services.

(iv) Ensure that the external auditor is prohibited from providing the following non-audit services and determine which other non-audit services the external auditor is prohibited from providing:

(A) bookkeeping or other services related to the accounting records or financial statements of the Corporation;

(B) financial information systems design and implementation;

(C) appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

(D) actuarial services;

(E) internal audit outsourcing services;

(F) management functions or human resources;

(G) broker or dealer, investment adviser or investment banking services;

(H) legal services and expert services unrelated to the audit; and

(I) any other services which the Canadian Public Accountability Board determines to be impermissible.

In no circumstances shall the external auditor provide any non-audit services to the Corporation that are prohibited by applicable law or regulation.

(v) Require the external auditor to report directly to the Committee, and meet with the external auditor on a regular basis, as required.

(vi) Review the nature and scope of the annual audit and the results of the annual audit examination by the external auditor, including any reports prepared in connection with the annual audit.

(vii) Review the nature and scope of any review engagements for interim financial statements and the result of such review engagements by the external auditor, including any reports prepared by the external auditor in connection with such review engagements.

(viii) Review and evaluate annually the performance of the external auditor and make a recommendation to the Board regarding the re-appointment of the external auditor at the next annual meeting of the Corporation's shareholders or, if necessary, the replacement of such external auditor.

(ix) Take, or recommend that the Board take, appropriate action to ensure the independence of the external auditor, and engage in dialogue with the external auditor regarding any disclosed relationships or services that may affect the independence and objectivity of such external auditor.

(x) Obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and steps taken to resolve those issues.

(xi) Satisfy itself that there are no unresolved issues between management and the external auditor that could affect the annual audited statements or the interim financial statements, and that there is generally a good working relationship between management and the external auditor.

(xii) Ensure that the head audit partner assigned by the external auditor to the Corporation, as well as the audit partner charged with reviewing the audit of the Corporation, are changed at least every five years.

(xiii) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors. The Committee has adopted the following guidelines regarding the hiring of any partner, employee or former partner or employee of the present or former external auditor of the Corporation, or any other person providing audit assurance to the current or former external auditors of the Corporation on any aspect of their certification of the Corporation's financial statements:

(A) no member of the audit team that is auditing a business of the Corporation can be hired into that business or into a position to which that business reports for a period of three years after the audit;

(B) no former partner or employee of the external auditor may be made an officer of the Corporation or any of its subsidiaries for three years following the end of the individual's association with the external auditor;

(C) the CFO of the Corporation must approve all office hires from the external auditor; and

(D) the CFO of the Corporation must report annually to the Committee on any hires within these guidelines during the preceding year.

(xiv) Review, at least annually, the relationships between the Corporation and the external auditor in order to establish the independence of the external auditor.

(c) Internal Controls

(i) Review the Corporation's internal accounting staff functions.

(ii) Review with the Corporation's CFO and others, as appropriate, the reporting and internal system of controls for the Corporation and its subsidiaries.

(iii) Consider any judgments by the external auditor about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting and consider and approve, as appropriate, any changes as suggested by the external auditor and management.

(iv) Review significant judgments made by the Corporation's CFO and others in the preparation of the financial statements and the view of the external auditor as to the appropriateness of such judgments.

(v) Review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements.

(d) Complaints and Concerns

(i) Establish procedures for:

(A) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(B) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting of auditing matters.

(e) Other Matters

(i) Obtain reports from management and the Corporation's external auditors that the Corporation is in conformity with legal requirements and the Corporation's *Code of Business Conduct & Ethics* and reviewing reports and disclosures of insider and affiliated party transactions.

(ii) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

(iii) Discuss with the Corporation's legal counsel legal matters that may have a material impact on the financial statements or of the Corporation's compliance policies and internal controls.

(iv) Conduct special investigations, independent of the Board or management, relating to financial and non-financial related matters concerning the Corporation and/or any one or more of its directors, officers, employees, consultants and/or independent contractors, if determined by the Committee to be in the best interests of the Corporation and its shareholders. The Committee shall advise the Board with respect to the initiations of such investigations.

(v) Oversee the effectiveness of management's interaction with and responsiveness to the Board.

(vi) Report regularly and on a timely basis to the Board on the matters coming before the Committee.

(vii) Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(viii) Perform such other functions as required by the Board or applicable law or regulation.

(ix) Consider any other matters referred by the Board from time to time.

5.0 Rights and Authority of the Committee and Members Thereof

5.1 The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to engage independent counsel and other advisors or experts or consultants as it determines necessary to carry out its duties and to set and require the Corporation to pay the compensation for any advisors so employed by the Committee.

5.2 The members of the Committee shall have the right, for the purpose of performing their duties, to inspect all the books and records of the Corporation and its subsidiaries and to seek any information they require from any employee of the Corporation.

5.3 The members of the Committee have the authority to communicate directly with the Corporation's internal and external auditors.

6.0 Miscellaneous

6.1 Nothing contained in this Audit Committee Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. The purposes, responsibilities, duties and authorities outlined in this Audit Committee Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

This *Audit Committee Charter* was approved and adopted by the Board, and made effective in full force and effect on January 25, 2017.

Schedule "B"
to Information Circular of
Glorious Creation Limited (August 6, 2019)

DISSENT RIGHTS

DIVISION 2 OF PART 8 OF THE *BUSINESS CORPORATIONS ACT* (BRITISH COLUMBIA)

Division 2 — Dissent Proceedings

Definitions and application

237 (1) In this Division:

"**dissenter**" means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

"**notice shares**" means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

"**payout value**" means,

(a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,

(b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,

(c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or

(d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations,

excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

(a) the court orders otherwise, or

(b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

(a) under section 260, in respect of a resolution to alter the articles

(i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on, or

(ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company's community purposes within the meaning of section 51.91;

(b) under section 272, in respect of a resolution to adopt an amalgamation agreement;

(c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;

(d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;

(e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;

(f) under section 309, in respect of a resolution to 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;

(h) in respect of any court order that permits dissent.

(2) A shareholder wishing to dissent must

(a) prepare a separate notice of dissent under section 242 for

(i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,

(b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and

(c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

(a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and

(b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

Waiver of right to dissent

239 (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

(a) provide to the company a separate waiver for

(i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and

(b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to

(a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and

(b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

Notice of resolution

240 (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.

(2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

(a) a copy of the resolution,

(b) a statement advising of the right to send a notice of dissent, and

(c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

Notice of court orders

241 If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

(a) a copy of the entered order, and

(b) a statement advising of the right to send a notice of dissent.

Notice of dissent

242 (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) must,

(a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,

(b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or

(c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of

(i) the date on which the shareholder learns that the resolution was passed, and

(ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company

(a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or

(b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company

(a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or

(b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

(a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;

(b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and

(i) the names of the registered owners of those other shares,

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and

(iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;

(c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and

(i) the name and address of the beneficial owner, and

(ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

Notice of intention to proceed

243 (1) A company that receives a notice of dissent under section 242 from a dissenter must,

(a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of

(i) the date on which the company forms the intention to proceed, and

(ii) the date on which the notice of dissent was received, or

(b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1) (a) or (b) of this section must

(a) be dated not earlier than the date on which the notice is sent,

(b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and

(c) advise the dissenter of the manner in which dissent is to be completed under section 244.

Completion of dissent

244 (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,

(a) a written statement that the dissenter requires the company to purchase all of the notice shares,

(b) the certificates, if any, representing the notice shares, and

(c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.

(2) The written statement referred to in subsection (1) (c) must

(a) be signed by the beneficial owner on whose behalf dissent is being exercised, and

(b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out

(i) the names of the registered owners of those other shares,

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and

(iii) that dissent is being exercised in respect of all of those other shares.

(3) After the dissenter has complied with subsection (1),

(a) the dissenter is deemed to have sold to the company the notice shares, and

(b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.

(4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.

(5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.

(6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

Payment for notice shares

245 (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must

(a) promptly pay that amount to the dissenter, or

(b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may

(a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,

(b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and

(c) make consequential orders and give directions it considers appropriate.

(3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must

(a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or

(b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),

(a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or

(b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that

(a) the company is insolvent, or

(b) the payment would render the company insolvent.

Loss of right to dissent

246 The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

(a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;

(b) the resolution in respect of which the notice of dissent was sent does not pass;

(c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;

(d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;

(e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;

(f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;

(g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;

(h) the notice of dissent is withdrawn with the written consent of the company;

(i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

Shareholders entitled to return of shares and rights

247 If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

(a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,

(b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and

(c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.