

**NOTICE OF MEETING  
AND  
INFORMATION CIRCULAR  
for the 2019 Annual General Meeting of the  
Shareholders of  
SPEY RESOURCES CORP.**

**Dated as of May 18, 2019**

**SPEY RESOURCES CORP.**  
**1315 Moody Avenue**  
**North Vancouver, British Columbia V7L 3T5**  
**Tel: 604 637-6373**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**Meeting**") of the shareholders of SPEY RESOURCES CORP. (the "**Company**") will be held at Suite 1000 – 595 Howe Street, Vancouver, British Columbia, on **Friday, June 28, 2019** at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended November 30, 2018 and for the period from incorporation on July 31, 2017 to November 30, 2017, together with the auditors' report thereon;
2. to fix the number of directors at four (4) for the ensuing year;
3. to elect directors for the ensuing year as described in the Information Circular accompanying this Notice;
4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to approve Company's stock option plan, as more particularly set out in the Information Circular accompanying this Notice; and
6. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

**The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.**

If you are unable to attend the Meeting in person, please return the enclosed form of proxy within the time and in accordance with the instructions set out in the form of proxy accompanying this Notice.

DATED at Vancouver, British Columbia, this 18<sup>th</sup> day of May, 2019.

**BY ORDER OF THE BOARD**

*David Thornley-Hall*

David Thornley-Hall  
President and Director

**SPEY RESOURCES CORP.**  
**1315 Moody Avenue**  
**North Vancouver, British Columbia V7L 3T5**

Tel: 604 637-6373

**INFORMATION CIRCULAR**

(As at May 17, 2019, unless otherwise indicated)

SPEY RESOURCES CORP. (the "**Company**") is providing this Information Circular (the "**Information Circular**") and a form of proxy in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the shareholders of the Company (the "**Shareholders**") to be held at 10th Floor - 595 Howe Street, Vancouver, British Columbia at **10:00 a.m.** (Pacific Time) on **Friday, June 28, 2019** and any adjournments thereof. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

All dollar amounts referenced herein are expressed in Canadian Dollars unless otherwise stated.

**APPOINTMENT OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

**A Shareholder has the right to appoint a person other than a Management Proxyholder, 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.**

**VOTING BY PROXY**

**Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Common shares of the Company ("**Shares**") represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

**If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to 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**

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, TSX Trust Company., of Suite 2700 – 650 West Georgia Street, Vancouver, British Columbia V6B 4N9, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

### **NON-REGISTERED HOLDERS**

**Only registered Shareholders or persons they appoint as their proxies are permitted to vote at the Meeting.** Registered Shareholders are holders of the Company whose names appear on the Share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but instead registered in the name of a nominee (a "**Nominee**") such as a brokerage firm through which they purchased the Shares. The Company's Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their Shares of the Company (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIAs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object (called "**NOBOs**" for Non-Objecting Beneficial Owners).

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators, the Company has elected to send the Meeting materials directly to NOBOs. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions

The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting Materials unless their Nominee assumes the costs of delivery.

### **NOTICE-AND-ACCESS**

The Company is not sending the Meeting materials to Shareholders using "notice-and-access", as defined under NI 54-101.

### **REVOCABILITY OF PROXY**

In addition to revocation in any other manner permitted by law, a Shareholder, his or her attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, 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 the Meeting.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue unlimited Shares without par value, of which 13,390,000 Shares are issued and outstanding as at the record date of May 17, 2019 (the "**Record Date**"). The Company has only one class of shares issued and outstanding. Persons who are registered Shareholders at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company, except the following:

<i>Name</i>	<i>No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly<sup>(1)</sup></i>	<i>Percentage of Outstanding Shares</i>
Marshall Farris	2,750,000	[20.54]%

(1) Unless otherwise indicated, all Shares are held directly.

### **ELECTION OF DIRECTORS**

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at four (4).

The Company has an Audit Committee. Members of this committee are set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

<b>Name, Jurisdiction of Residence and Position</b>	<b>Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years</b>	<b>Previous Service as a Director</b>	<b>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly<sup>(2)</sup></b>
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Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly <sup>(2)</sup>
<b>Marshall Farris<sup>(1)</sup></b> Vancouver, British Columbia Chief Executive Officer, Corporate Secretary and Director	Chief Executive Officer, Principal Corporate Secretary and Director of the Company since July 31, 2017; President of Ascenta Finance Corp. since 2005, President of Philippine Metals In. since March 2010	Director since July 31, 2017	2,750,000 (20.54%) held directly
<b>David Thornley-Hall</b> Vancouver, British Columbia President and Director	President and Director of the Company since January 10, 2019; E-VP, Corporate Secretary of Western Potash Corp. from 2009 to May 2017; Interim CFO of Red Oak Mining Corp. since December 2018.	Director since January 10, 2019	Nil
<b>Alistair Waddell<sup>(1)</sup></b> Vancouver, British Columbia Director	Director of the Company since July 31, 2017; President & CEO of Inflection Resources since February 2018; Director of Palamina Corp. since November 2017; and VP Greenfields Exploration for Kinross Gold Corporation from June 2010 to December 2015.	Director since July 31, 2017	1,000,000 (7.47%) held directly
<b>Ian Graham<sup>(1)</sup></b> Furry Creek, British Columbia Director	Director of the Company since January 31, 2019; CEO and Director of Fidelity Minerals Corp since March 2015. commercial advisor, Western Potash until April, 2015; Director, Commerce Resources Corp. since October 19, 2009; Director & COO, CMC Metals Ltd. from June, 2016 to October 2017, Ind. Director Cache Exploration since May 2016.	Director since January 31, 2019	Nil

(1) Member of the Audit Committee.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Record Date, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such shares are held directly.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

#### **CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES AND SANCTIONS**

Except as set out below, to the knowledge of the Company, no proposed director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:
  - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the 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
- (c) 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; or
- (d) 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
- (e) has been subject to any 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.

#### **STATEMENT OF EXECUTIVE COMPENSATION**

## Summary Compensation Table

The following disclosure (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") sets forth the compensation paid, awarded, granted, given or otherwise provided to each named executive officer and director for the most recently completed financial year.

"Named Executive Officer" (or "NEO") means each of the following individuals:

- (a) the CEO;
- (b) the CFO;
- (c) the most highly compensated executive officer of the Company, including any of its subsidiaries, or the most highly compensated individual acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity.

## Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth the compensation paid, awarded, granted, given or otherwise provided, directly or indirectly, by the Company to each NEO and director for the two most recently completed financial years:

Table of Compensation (Excluding Compensation Securities)							
Name and Position	Year	Salary, consulting fees retainer or commission (\$)	Bonus (\$)	Committee or meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
<b>Marshall Farris</b> <sup>(1)</sup> Chief Executive Officer, Corporate Secretary and Director	2018	\$6,000	Nil	Nil	Nil	Nil	\$6,000
	2017 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
<b>Tracy Mabone</b> <sup>(2)</sup> Chief Financial Officer and Director	2018	\$4,500	Nil	Nil	Nil	Nil	\$4,500
	2017 <sup>(4)</sup>	\$0	Nil	Nil	Nil	Nil	Nil
<b>Alistair Waddell</b>	2018	\$0	Nil	Nil	Nil	Nil	Nil



Table of Compensation (Excluding Compensation Securities)							
Name and Position	Year	Salary, consulting fees retainer or commission (\$)	Bonus (\$)	Committee or meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Director	2017 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Dusan Berka <sup>(3)</sup> Director	2018	\$Nil	Nil	Nil	Nil	Nil	Nil
	2017 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Mr. Farris also serves a director of the Company. Mr. Farris does not receive compensation for his services as a director of the Company] Ms. Mabone served a director of the Company between July 31, 2017 and January 10, 2019. Ms. Mabone did not receive compensation for her services as a director of the Company]
- (2) Mr. Berka was appointed as a director of the Company on July 31, 2017 and resigned as a director of the Company on January 31, 2019.
- (3) Compensation for period from incorporation on July 31, 2017 to November 30, 2017.

### External Management Companies

All NEOs are employees of the Company and no external management company employs or retains individuals acting as NEOs of the Company.

### Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and Position	Type of compensation security <sup>(1)</sup>	Number of compensation Securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Marshall Farris CEO, Corporate Secretary and Director	Options	275,000 <sup>(2)</sup>	Dec 21, 2017	\$0.10	N/A	\$0.08	Aug 27, 2023
Tracy Mabone CFO and Director	Options	200,000 <sup>(2)</sup>	Dec 21, 2017	\$0.10	N/A	\$0.08	Aug 27, 2023

Compensation Securities							
Name and Position	Type of compensation security <sup>(1)</sup>	Number of compensation Securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Alistair Waddell Director	Options	175,000 <sup>(2)</sup>	Dec 21, 2017	\$0.10	N/A	\$0.08	Aug 27, 2023
Dusan Berka Director	Options	140,000 <sup>(2)(3)</sup>	Dec 21, 2017	\$0.10	N/A	\$0.08	Jan 31, 2020

(1) As at November 30, 2018, the last day of the most recently completed financial year end, the total amount of compensation securities held by NEOs and directors of the Company was [790,000]. As at November 30, 2018, Mr. Farris held [275,000] compensation securities; Ms. Mabone held [200,000] compensation securities; Mr. Waddell held [175,000] compensation securities; and Mr. Berka indirectly held [140,000] compensation securities.

(2) Stock options to purchase Shares granted at a price of \$0.10 per Share for a period of five (5) years from the date the Shares are listing on the Canadian Securities Exchange (the "CSE"), all of which vesting immediately.

(3) Mr. Berka holds these stock options indirectly through Duster Capital Corp., a company controlled by Mr. Berka.

#### Exercise of Compensation Securities

The following table sets forth all compensation securities exercised by each NEO and director during the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of Exercise	Closing price of security on date of exercise (\$)	Difference between exercise price and closing price on the date of exercise (\$)	Total value on exercise date <sup>(1)</sup> (\$)
Marshall Farris CEO, Corporate Secretary and Director	NA	NA	NA	NA	NA	NA	NA
Tracy Mabone CFO and Director	NA	NA	NA	NA	NA	NA	NA
Alistair Waddell Director	NA	NA	NA	NA	NA	NA	NA

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of Exercise	Closing price of security on date of exercise (\$)	Difference between exercise price and closing price on the date of exercise (\$)	Total value on exercise date <sup>(1)</sup> (\$)
Dusan Berka Director	NA	NA	NA	NA	NA	NA	NA

(1) Calculated by multiplying the "Number of underlying securities exercised" by the "Difference between exercise price and closing price on the date of exercise".

### Stock Option Plan

The Company's stock option plan (the "**Stock Option Plan**") was adopted by the Company's board of directors (the "**Board**") on December 21, 2017, subject to acceptance by the CSE and the Shareholders. The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders and subsidiaries by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Stock Option Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of incentive stock options ("**Options**"). Furthermore, the aggregate number of shares that may be issued pursuant to the exercise of the Options awarded under the Stock Option Plan and all other security based compensation arrangements of the Company shall not exceed 10% of the issued and outstanding Shares at any given time.

The aggregate number of Options granted under the Stock Option Plan in any 12 month period to any one individual, together with all other security based compensation arrangements of the Company, must not exceed 5% of the then issued and outstanding Shares on a non-diluted basis.

The Company may not grant Options under the Stock Option Plan if the exercise thereof would result in the issuance of more than 2% of the issued Shares, in aggregate, in any 12 month period to any one consultant of the Company.

The Company may not grant Options under the Stock Option Plan if the exercise thereof would result in the issuance of more than 2% of the issued Shares, in aggregate, to persons employed to provide investor relations activities and any Options issued to such individuals will vest over at least 12 months with no more than one-quarter of the Options vesting in any three month period.

The Stock Option Plan will be administered by the Board or by a special committee of directors which will have full and final authority with respect to the granting of all Options thereunder. Options may be

granted under the Stock Option Plan to such directors, officers, employees or consultants of the Company or its subsidiaries, if any, as the Board may, from time to time, designate. Options may also be granted to employees of management companies providing management services to the Company. The exercise price of any Options granted under the Stock Option Plan shall be determined by the Board, subject to the approval of the CSE if necessary but in no event may this exercise price be lower than the exercise price permitted by the CSE.

The term of any Options granted under the Stock Option Plan shall be determined by the Board at the time of grant, subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death. The term of any Options granted under the Stock Option Plan may not exceed ten years.

If desired by the Board, Options granted under the Stock Option Plan may be subject to vesting. Options granted under the Stock Option Plan are not to be transferable or assignable other than as a consequence of the death of the holder. Subject to certain exceptions, in the event that a director, officer, consultant, or employee of the Company ceases to hold office or ceases to be a management company employee, Options granted to such individual under the Stock Option Plan will expire 90 days after such individual ceases to hold office or such longer period as determined by the Board. In the event of death of an Option holder, Options granted under the Stock Option Plan expire one year from the date of the death of the Option holder.

Should the expiry date of an Option fall within a period during which the relevant participant is prohibited from exercising an Option due to trading restrictions imposed by the Company pursuant to any policy of the Company respecting restrictions on trading that is in effect at that time (the "**Black Out Period**") or within nine business days following the expiration of a Black Out Period, such expiry date of the Option shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the Black Out Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Plan. The ten business day period may not be extended by the Board.

As of the date hereof, there are 1,164,0000 Options are outstanding.

The full text of the Stock Option Plan is available for viewing up to the date of the Meeting at the Company's offices at 1315 Moody Avenue, North Vancouver, British Columbia and will also be available for review at the Meeting.

**Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the Plan.**

At the Meeting, Shareholders will be asked to pass a resolution in the following form:

**"UPON MOTION IT WAS RESOLVED** that the Company do approve, subject to regulatory approval, the adoption of a stock option plan pursuant to which the directors may, from time to time, authorize the issuance of stock options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding common shares being reserved to any one person on a yearly basis."

**Employment, Consulting and Management Agreements**

The Company has no employment contracts, agreements or arrangement under which compensation is provided with any director or NEO.

### **Oversight and Description of Director and NEO Compensation**

Director and NEO compensation is determined by the Board, acting as a whole. The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

The objective of the Company's compensation program is to compensate the directors and executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development. The primary goal of the Company's executive compensation program is to:

- (a) attract and retain the qualified key executives necessary for the Company's long term success;
- (b) motivate the short term and long term performance of those executives; and
- (c) align the executives interests with the Company's Shareholders.

The Company's compensation strategy is focused on a performance based incentive reward package, using certain critical measurements that management is able to influence toward the short-term and long-term objectives of the Company.

The significant elements of compensation awarded to, earned by, paid or payable to the NEOs for the most recently completed financial year were: (i) base salary; (ii) bonus and other annual incentive awards; and (iii) other compensations, perquisites. No compensation is directly tied to a specific performance goal such as a milestone or the completion of a transaction. No peer group is formally used to determine compensation.

Discretionary cash bonuses are structured to reward business excellence and operation outperformance, based on objective and subjective performance assessments and performance benchmark ratings assessed and approved by the Board. The assessment is focused on the key performance indicators both for overall performance of the Company and for individual performance. The key indicators for determining the Company's performance included improvement of retailer product distribution, geographic expansion and product development, which are primary factors leading to steady growth of the Company's assets and Shareholders' value. The measurements for individuals' performance were focused on (1) leadership, including five areas: vision, initiatives, creativity, flexibility and supervision skills; and (2) deliverables, including the team, products, communication and reporting and documentation.

### **Pension Disclosure**

The Company does not currently provide any pension plan benefits for executive officers, directors, or employees.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the end of the financial year ended November 30, 2018.

### Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup>
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	Nil	NA	NA
Equity compensation plans not approved by securityholders	790,000	\$0.10	364,000
<b>Total</b>	790,000	\$0.10	364,000

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the Record Date, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or, which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or
- (ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

in relation to a securities purchase program or other program.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person (as defined in National Instrument 51-102 - *Continuous Disclosure Obligations*) or proposed director of the Company and no associate or affiliate of the foregoing persons has or has 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 in either such case has materially affected or would materially affect the Company or its subsidiaries.

### **APPOINTMENT OF AUDITORS**

Manning Elliott LLP, Chartered Professional Accountants of 11th Floor – 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7 were first appointed as auditors of the Company on November 17, 2017.. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of Manning Elliott LLP, Chartered Professional Accountants as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

### **MANAGEMENT CONTRACTS**

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company. In addition to his role as a director of the Company, David Thornley-Hall also provides services as President of the Company.

### **AUDIT COMMITTEE**

#### **The Audit Committee's Charter**

##### **Purpose**

The overall purpose of the Audit Committee is to ensure that the Company's management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Audit Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Audit Committee will act as a liaison to provide better communication between the Board and the external auditors. The Audit Committee will monitor the independence and performance of the Company's independent auditors.

## Composition, Procedures and Organization

1. The Audit Committee shall consist of at least three members of the Board.
2. At least two (2) members of the Audit Committee shall be independent and the Audit Committee shall endeavour to appoint a majority of independent directors to the Audit Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Audit Committee members' independent judgment. At least one (1) member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may, at any time, remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
4. Unless the Board shall have appointed a chair of the Audit Committee, the members of the Audit Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Audit Committee, present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Audit Committee shall have access to such officers and employees of the Company, to the Company's external auditors and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Audit Committee shall be conducted as follows:
  - (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Audit Committee; and
  - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
8. The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company



as it deems necessary and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

#### Roles and Responsibilities

9. The overall duties and responsibilities of the Audit Committee shall be as follows:
  - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
  
10. The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:
  - (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) to review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to review and/ or discuss with the external auditors, upon completion of their audit:
    - (i) the non-audit services provided by the external auditors;
    - (ii) the quality and not just the acceptability of the Company's accounting principles; and
    - (iii) the implementation of structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.
  
11. The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company are to:
  - (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information

services and systems and financial controls, management reporting and risk management;

- (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Audit Committee may deem appropriate;
- (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

12. The Audit Committee is also charged with the responsibility to:

- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
  - (i) the annual report to Shareholders;
  - (ii) the annual information form, if required;
  - (iii) annual and interim MD&A;
  - (iv) prospectuses;
  - (v) news releases discussing financial results of the Company; and
  - (vi) other public reports of a financial nature requiring approval by the Board,
  - (vii) and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Company's financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results

of the Company and the manner in which such matters have been disclosed in the financial statements;

- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

13. The Audit Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Audit Committee; and
- (c) to communicate directly with the internal and external auditors.

#### **Composition of the Audit Committee**

As at the date of this Information Circular, the following are the members of the Audit Committee:

Marshall Farris <sup>(2)</sup>	Not independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Alistair Waddell	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Ian Graham	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

(1) As defined by National Instrument 52-110 ("**NI 52-110**"). For the purposes of NI 52-110, an individual is financially literate if they 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.

(2) Marshall Farris would be considered "not independent" for the purposes of NI 52-110 as he is the current Chief Executive Officer and Corporate Secretary of the Company.

(3) Mr. Graham replaced Dusan Berka as a member of the Audit Committee on January 31, 2019.

#### **Relevant Education and Experience**

*Marshall Farris* – Mr. Farris is the founder, President and a registered dealing representative of Ascenta Finance Corp. He has 28 years of experience assisting public and private companies with corporate operations, capital development, corporate communications and regulatory compliance activities.

*Alistair Waddell* – Mr. Waddell is an exploration geologist with 24 years of international experience in the mining industry. Mr. Waddell is one of the founders and former President and CEO of GoldQuest Mining Corp. a junior exploration company focused on the Dominican Republic. Mr. Waddell is currently the President & CEO of Inflection Resources Ltd.

*Ian Graham* – Mr. Graham is an economic geologist with 28 years in the mining sector, 20 years in development and exploration of mineral deposits with Rio Tinto (Chief Geologist, Project Generation Group) and Anglo American (Senior Geologist). 8 years in the junior sector, presently CEO of Fidelity Minerals; his international development & advanced projects, includes Diavik Diamonds (NWT, Canada), Resolution Copper (Arizona, USA), Eagle Nickel (Michigan, USA) and Bunder Diamonds (India).

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "*External Auditors*".

### **External Auditors Service Fees (By Category)**

The aggregate fees billed by the Company's external auditors, Manning Elliott LLP, in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i> <sup>(1)</sup>	<i>Audit Related Fees</i> <sup>(2)</sup>	<i>Tax Fees</i> <sup>(3)</sup>	<i>All Other Fees</i> <sup>(4)</sup>
Nov 30, 2018	\$9,450	Nil	Nil	Nil
Nov 30, 2017 <sup>(5)</sup>	\$8,500	\$9,000	Nil	Nil

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited Related Fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees" above.
- (3) "Tax Fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) "All Other Fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.
- (5) Fees for period from incorporation on July 31, 2017 to November 30, 2017.

### **Exemption in Section 6.1 of NI 52-110**

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

## **CORPORATE GOVERNANCE DISCLOSURE**

Corporate governance relates to the 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. A summary of the responsibilities and activities and the membership of each of the committees is set out below.

National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

### **Independence of Members of Board**

The Company's current Board consists of four (4) directors, two (2) of whom are independent based upon the tests for independence set forth in NI 52-110. Alistair Waddell and Ian Graham are independent. Marshall Farris is not independent as he is the CEO of the Company. David Thornley-Hall is not independent as he is the President of the Company.

### **Management Supervision by Board**

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. The independent directors are, however, able to meet at any time without any members of management including the non-independent director being present. Further supervision is performed through the Audit Committee which is composed of a majority of independent directors who meet with the Company's auditors without management being in attendance. The independent directors exercise their responsibilities for independent oversight of management through their majority control of the Board.

### **Participation of Directors in Other Reporting Issuers**

The following table sets out the directors and nominees for director of the Company that are currently directors of other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market	Since
Marshall Farris	Philippine Metals Inc.	TSXV	March 25, 2010
Alistair Waddell	Palamina Corp.	TSXV	November 13, 2017
	Precipitate Gold Corp.	TSXV	March 1, 2016
David Thornley-Hall	None	NA	NA
Ian Graham	Cache Exploration Inc.	TSXV	May 13, 2016
	Commerce Resources Corp.	TSXV	Oct 19, 2009
	Berkwood Resources Corp.	TSXV	May 1, 2017
	Red Oak Mining Corp.	TSXV	May 15, 2009
	Fidelity Minerals Corp.	TSXV	March 4, 2015

### Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company;
3. access to management and technical experts and consultants; and
4. access to legal counsel in the event of any questions relating to the Company's compliance and other obligations.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

### Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. However, the Board has not adopted a Code of Conduct.

The Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations and is expected to monitor the activities of the Company's employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of directors, abstain from discussions and voting in respect to same if the interest is material. These requirements are also contained in the Company's Articles, which are made available to directors and senior officers of the Company.

### **Nomination of Directors**

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates.

### **Compensation of Directors and the CEO**

The Board has the responsibility for determining compensation for the directors and senior management.

To determine compensation payable, the Board, in consultation with the independent directors, review(s) compensation paid for directors and CEOs of companies of similar size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the Board, in consultation with the independent directors, annually review(s) the performance of the CEO in light of the Company's objectives and consider(s) other factors that may have impacted the success of the Company in achieving its objectives. For further information regarding the how the Company determines compensation for its directors and executive officers, see "*Statement of Executive Compensation – Compensation Discussion and Analysis*".

### **Board Committees**

The Company has no committees other than the Audit Committee. For a copy of the Audit Committee Charter, see "*Audit Committee – The Audit Committee's Charter*", above.

### **Assessments**

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and each of its committees. The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees to satisfy itself that the Board, its committees and its directors are performing effectively.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at [corporate.admin@bexarventures.com](mailto:corporate.admin@bexarventures.com) to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

### **OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

### **DIRECTORS' APPROVAL**

DATED at Vancouver, British Columbia this 18<sup>th</sup> day of May, 2019.

### **APPROVED BY THE BOARD OF DIRECTORS**

*David Thornley-Hall*

David Thornley-Hall, President and Director