

**NOTICE**

**and**

**INFORMATION CIRCULAR**

**for the**

**ANNUAL GENERAL AND SPECIAL MEETING**

**of**

**Radial Research Corp.**

**to be held on**

**TUESDAY, SEPTEMBER 24, 2019**

**RADIAL RESEARCH CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of Radial Research Corp. (“**Radial**”) will be held at Suite 600 - 1090 West Georgia Street, Vancouver, British Columbia at 3:00 p.m., on Tuesday, September 24, 2019, for the following purposes:

- 1) To receive and consider the audited Financial Statements of Radial for the fiscal year ended May 31, 2019, together with the auditor’s reports thereon.
- 2) To fix the number of directors of Radial at four.
- 3) To elect the directors for the ensuing year.
- 4) To appoint an auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
- 5) To consider and, if appropriate, to pass, with or without variation, an ordinary resolution approving the Company’s Stock Option Plan.
- 6) To transact such other business as may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice.

If you are a registered shareholder of Radial and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S 0A1, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of Radial and received these materials through a broker, a financial institution, a participant, 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 your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, as of August 20, 2019.

By Order of the Board of Directors of

**RADIAL RESEARCH CORP.**

“*Peter Smith*”  
\_\_\_\_\_  
Peter Smith  
Chief Executive Officer

**RADIAL RESEARCH CORP.**  
Suite 600 – 1090 West Georgia Street  
Vancouver, BC V6E 3V7

## **INFORMATION CIRCULAR**

(all information as at August 20, 2019, unless otherwise stated)

Radial Research Corp. (“**Radial**” or the “**Company**”) is providing this Information Circular and a form of proxy in connection with management’s solicitation of proxies for use at the annual general and special meeting (the “**Meeting**”) of Radial to be held on Tuesday, September 24, 2019, and at any adjournments. Radial will conduct its solicitation by mail and officers and employees of Radial may, without receiving special compensation, also telephone or make other personal contact. Radial will pay the cost of solicitation.

### **PROXY RELATED INFORMATION**

#### **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 Radial (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.** 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 Radial 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 Radial’s registrar and transfer agent, AST

Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S 0A1, 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 deposited subsequently.

### **Non-Registered Holders**

**Only shareholders whose names appear on the records of Radial as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting.** Most shareholders of Radial are “non-registered” shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP’s, RRIF’s, RESP’s and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a “**Nominee**”). If you purchased your shares through a broker, you are likely an unregistered holder.

In accordance with securities regulatory policy, Radial has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits Radial to forward meeting materials directly to “non-objecting beneficial owners”. If Radial or its agent has sent these materials directly to you (instead of through a Nominee), your name, 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, Radial (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.

### **Revocability of Proxy**

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered 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 Radial, 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. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least seven days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of Radial consists of an unlimited number of common shares without par value. As at the date hereof, there are issued and outstanding 23,238,189 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. The Company has no other classes of voting securities.

Persons who are registered shareholders at the close of business on August 20, 2019, 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 senior officers of Radial, no person beneficially owns, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of Radial that have the right to vote in all circumstances, other than the following:

Name	Number of Shares <sup>(1)</sup>	Percentage of Outstanding Shares
Leon Apel	12,000,000	51.64%

(1) Based on information provided by such persons to the Company or disclosed in their insider filings provided at [www.sedi.ca](http://www.sedi.ca).

## STATEMENT OF EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing the compensation of its directors and named executive officers in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

### Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides information regarding compensation paid, payable, awarded to, or earned by the Company’s Chief Executive Officer and Chief Financial Officer, (together, the “**Named Executive Officers**”) and any director who is not a Named Executive Officer for the financial years ended May 31, 2019 and 2018. There were no other executive officers of the Company or individuals who individually earned more than \$150,000 in total compensation.

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Peter Smith CEO, Corporate Secretary and Director	2019	10,476	Nil	Nil	Nil	Nil	10,476
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Charles Ackerman Chief Financial Officer and Director <sup>(1)</sup>	2019	15,998	Nil	Nil	Nil	Nil	15,998
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Guy Pinsent Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
David Johnson Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

(1) Amounts paid to Novillo Capital Limited, Mr. Ackerman’s service company.

## Stock Options and Other Compensation Securities

The following table discloses all stock options and other compensation securities granted to each director and Named Executive Officer of the Company by the Company in the most recently completed financial year for services provided, directly or indirectly, to the Company.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Peter Smith, Director, CEO	Stock Option	100,000	June 1, 2018	\$0.10	\$0.05	\$0.20	June 1, 2023
Guy Pinsent Director	Stock Option	100,000	June 1, 2018	\$0.10	\$0.05	\$0.20	June 1, 2023
David Johnson Director	Stock Option	100,000	June 1, 2018	\$0.10	\$0.05	\$0.20	June 1, 2023
Charles Ackerman Director, CFO	Stock Option	100,000	June 1, 2018	\$0.10	\$0.05	\$0.20	June 1, 2023

## Stock Option Plans and Other Incentive Plans

The Company has adopted a stock option plan (the “**Plan**”) which provides eligible directors, officers, employees and consultants with the opportunity to acquire an ownership interest in the Company and is the basis for the Company’s long-term incentive scheme. The Plan has not been previously approved by the shareholders of the Company. The key features of the Plan are as follows:

- The maximum number of common shares issuable under the Plan shall not exceed 10% of the number of common shares of the Company issued and outstanding as of each award date, inclusive of all common shares reserved for issuance pursuant to previously granted stock options.
- The options have a maximum term of five years from the date of issue.
- Options vest as the board of directors of the Company may determine upon the award of the options.
- The exercise price of options granted under the Plan will be determined by the board of directors but will not be less than the greater of the closing market price of the Company’s common shares on the Canadian Securities Exchange on (a) the trading day prior to the date of grant of the options; and (b) the date of grant of the stock options.
- The expiry date of an option shall be the earlier of the date fixed by the Company’s board of directors on the award date, and: (a) in the event of the death of the option holder while he or she

is a director or employee (other than an employee performing investor relations activities), 12 months from the date of death of the option holder, or while he or she is a consultant or an employee performing investor relations activities, 30 days from the date of death of the option holder; (b) in the event that the option holder holds his or her option as a director and such option holder ceases to be a director of the Company other than by reason of death, 90 days following the date the option holder ceases to be a director (provided however that if the option holder continues to be engaged by the Company as an employee or consultant, the expiry date shall remain unchanged), unless the option holder ceases to be a director as a result of ceasing to meet the qualifications set forth in section 124 of the *Business Corporations Act* (British Columbia) or a special resolution passed by the shareholders of the Company pursuant to section 128(3) of the *Business Corporations Act* (British Columbia), in which case the expiry date will be the date that the option holder ceases to be a director of the Company; (c) in the event that the option holder holds his or her option as an employee or consultant of the Company (other than an employee or consultant performing investor relations activities) and such option holder ceases to be an employee or consultant of the Company other than by reason of death, 30 days following the date the option holder ceases to be an employee or consultant, unless the option holder ceases to be such as a result of termination for cause or an order of the British Columbia Securities Commission, the Canadian Securities Exchange or any regulatory body having jurisdiction to so order, in which case the expiry date shall be the date the option holder ceases to be an employee or consultant of the Company; and (d) in the event that the option holder holds his or her option as an employee or consultant of the Company who provides investor relations activities on behalf of the Company, and such option holder ceases to be an employee or consultant of the Company other than by reason of death, the expiry date shall be the date the option holder ceases to be an employee or consultant of the Company.

The Plan may be terminated at any time by resolution of the board of directors, but any such termination will not affect or prejudice rights of participants holding options at that time. If the Plan is terminated, outstanding options will continue to be governed by the provisions of the Plan.

### **Employment, Consulting and Management Agreements**

The Company is not party to any employment, consulting or management agreements with any director or Named Executive Officer.

### **Oversight and Description of Director and Name Executive Officer Compensation**

The board of directors has the responsibility for determining compensation for the directors and senior management (including the Named Executive Officers). At present, except for a monthly fee of \$1,500 paid to each of the Company's Chief Executive Officer and the Company's Chief Financial Officer for services provided, no compensation was paid to any director or Named Executive Officer during the financial year ended May 31, 2019 or has been paid during the current financial year.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth Radial's equity compensation plan information of Radial as of May 31, 2019.

Plan Category	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 second the column)
Equity compensation plans approved by securityholders	Nil	N/A	Nil
Equity compensation plans not approved by securityholders <sup>(1)</sup>	500,000 <sup>(1)</sup>	\$0.10	1,823,818
<b>Total</b>	<b>500,000<sup>(1)</sup></b>	<b>\$0.10</b>	<b>1,823,818</b>

(1) These amounts relate to Radial options granted and Radial common shares available for issuance pursuant to Radial's stock option plan.

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the financial year ended May 31, 2019, no director, executive officer, senior officer or nominee for director of Radial or any of their associates was indebted to Radial, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by Radial.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of Radial, no informed person or proposed director of Radial 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 Radial's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect Radial.

### MANAGEMENT CONTRACTS

Other than as described below or elsewhere in this Information Circular, there are no agreements or arrangements under which management functions of Radial or any subsidiary of Radial are, to any substantial degree, performed by a person other than the directors or executive officers of Radial or a subsidiary of Radial.

### CORPORATE GOVERNANCE DISCLOSURE

On June 30, 2005, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 – *Corporate Governance Guidelines* (the “**Guidelines**”), came into force. The Guidelines address matters such as the constitution of and the functions to be performed by the Company's board. NI 58-101 requires that the Company disclose its approach to corporate governance with reference to the Guidelines. The board of the Company is committed to ensuring that the Company has an effective corporate governance system, which adds value and assists the Company in achieving its objectives.



## Board of Directors

Each of Guy Pinsent and David Johnson is an “independent” director, according to the definition set out in NI 52-110. Each of Peter Smith and Charles Ackerman is not independent as he is currently an executive officer of the Company.

The independent directors believe that their knowledge of the Company’s business and their independence are sufficient to facilitate the functioning of the board independently of management. To facilitate open and candid discussion among the board’s independent directors, the independent directors have the discretion to meet in private in the absence of the other directors whenever they believe it is appropriate to do so. To date, the independent directors have not held a meeting at which non-independent directors and members of management were not in attendance.

## Other Directorships

The directors of the Company are presently directors of other reporting issuers, as follows:

<u>Director</u>	<u>Other Issuers</u>
Peter Smith	Myriad Metals Corp.
Guy Pinsent	Myriad Metals Corp.
Charles Ackerman	Nextleaf Solutions Ltd. Myriad Metals Corp.
David Johnson	None

## Orientation and Continuing Education

Management will ensure that a new appointee to the board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the board is able to determine what orientation to the nature and operations of the Company’s business will be necessary and relevant to each new director.

## Ethical Business Conduct

The board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company’s business plan and to meet performance objectives and goals. In addition, the board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

## Nomination of Directors

Given the Company’s current stage of development and size of the board, the board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire board will assess potential nominees and take responsibility for selecting new directors. Any nominees are expected to be generally the result of recruitment efforts by the board members, including both formal and informal discussions among board members and management of the Company.

The Company's Articles include a provision requiring advance notice of the nomination of persons to act as directors of the Company. Under this provision, subject only to the *Business Corporations Act* (British Columbia), nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the board or an authorized officer of the Company, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or (c) by any person (a "**Nominating Shareholder**") (i) who, at the close of business on the date of the giving of the notice of nomination and on the record date for notice of such meeting, is entered in the central securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set out in the advance notice provision, including without limitation that such notice must be provided to the Company (A) in the case of an annual meeting of shareholders, not more than 65 days and not less than 30 days prior to the date of the annual meeting of shareholders (provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Notice Date**"), notice by the Nominating Shareholder may be made not later than the close of business on the 10th business day following the Notice Date); and (B) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th business day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

## **Compensation**

The Company does not have a Compensation Committee. Compensation matters for the Company's directors and officers are dealt with by the full board. The board meets to discuss and determine director and management compensation without reference to formal objectives, criteria or analysis.

## **Other Board Committees**

The only board committee of the Company is the Audit Committee.

## **Assessments**

The board annually reviews its own performance and effectiveness. Neither the Company nor the board has determined formal means or methods to regularly assess the board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the board.

The board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

## AUDIT COMMITTEE DISCLOSURE

### General

The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the financial management and external auditor of the Company. The Audit Committee also reviews the annual and interim financial statements and makes recommendations to the Board.

As the Company is a "venture issuer" (as defined in National Instrument 52-110 – Audit Committees ("NI 52-110")), it is relying on the exemptions provided to it under section 6.1 of NI 52-110 with respect to the composition of the Audit Committee and with respect to Audit Committee reporting obligations. 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.

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the charter of the Audit Committee under the heading "Responsibilities". 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 of directors.

The Audit Committee is comprised of Peter Smith, Guy Pinsent and David Johnson, all of whom are "financially literate" and two of whom are "independent", as those terms are defined in NI 52-110. Peter Smith is not independent. The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member, and in particular the education or experience that provides each member with (i) an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) 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, and (iv) an understanding of internal controls and procedures for financial reporting, is as follows:

- |               |  |
|---------------|--|
| Peter Smith   | Mr. Smith obtained a Bachelor of Laws degree from the University of British Columbia in 1999, a Masters degree from Cambridge University in the United Kingdom in 1997, and a Bachelor of Arts degree from Simon Fraser University in 1995. He has acted as an officer and director of public issuers since 2004 and in such roles he has been responsible for the preparation, review and filing of annual and interim financial statements for such issuers. |
| Guy Pinsent   | Mr. Pinsent obtained a Master of Arts degree in Economics from Cambridge University in 1998. He has acted as an officer and director of a public issuer from April 2014 to December 2015 (TSXV:LMS) and remains an officer and director of this now private company. In such roles he has been responsible for the preparation, review and filing of annual and interim financial statements for this issuer.  |
| David Johnson | Mr. Johnson obtained a Bachelor of Arts from the University of Calgary in 1992. He has served as an education professional for over 20 years.  |

## Charter

The Audit Committee’s charter is attached to this Information Circular as Appendix I.

## External Auditor Service Fees (By Category)

The aggregate fees billed by the Company’s external auditor in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
May 31, 2019	\$10,200 <sup>(1)</sup>	Nil	Nil	Nil
May 31, 2018	\$10,200	Nil	Nil	Nil

(1) Current accrual, based on prior year.

## FINANCIAL STATEMENTS

The audited financial statements of Radial for the year ended May 31, 2019 (the “**Radial Financial Statements**”), together with the auditor’s reports thereon, will be presented to the shareholders of Radial at the Meeting. A form that shareholders may use to request a copy of the Radial financial statements, together with the auditor’s reports thereon and management’s discussion and analysis of the Radial financial statements, as well as the interim financial statements and management’s discussion and analysis of the interim financial statements, is being mailed to the shareholders with this Information Circular.

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### Election of Directors

The directors of Radial are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed.

Shareholder approval will be sought to fix the number of directors of Radial at four.

The nominees for election as directors of the Company are set out below. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the nominees herein listed. If any of the nominees is for any reason unavailable to serve as a director, the persons named in the accompanying form of proxy shall be entitled to vote for any other individual as director in their discretion.** As of the date of this Information Circular, management of the Company is not aware that any of the proposed nominees will be unavailable to serve as director.

Name, Residence and Current Position with the Company	Principal Occupation or Employment during the Past Five Years <sup>(1)</sup>	Date Appointed <sup>(2)</sup>	Number of Common Shares
<b>Peter Smith</b> <sup>(3)</sup> Victoria, British Columbia, Canada Director, President, Chief Executive Officer and Corporate Secretary	President and CEO of the Company since June 2017; President and CEO of Myriad Metals Corp., a mineral exploration company, since October 2018; President and CEO of Legion Metals Corp., a mineral exploration company, from March 2017 to March 2019; President and CEO of Less Mess Storage Inc. (now, Less Mess Storage S.A.), a self-storage company, from September 2010 to April 2014.	June 26, 2017	2,094,928
<b>Charles Ackerman</b> Fall River, Nova Scotia, Canada Director and Chief Financial Officer	CFO of the Company since March 2018; CFO of Nextleaf Solutions Ltd., a cannabis processing company, since May 2018; CFO of Myriad Metals Corp., a mineral exploration company, since October 2018; CFO of Legion Metals Corp., a mineral exploration company, from March 2017 to March 2019; President and CEO of Novillo Capital Limited, a consulting company, since September 2017; Manager of Mergers and Acquisitions at Iona Resources Holdings Limited, an investment company, from August 2015 to September 2017; accountant at Grant Thornton LLP, an accounting firm, from January 2015 to August 2015; accountant at AC HTBA LLP from April 2012 to January 2015.	March 29, 2018	Nil
<b>Guy Pinsent</b> <sup>(3)</sup> Warsaw, Poland Director	President and CEO of Less Mess Storage S.A. (formerly Less Mess Storage Inc.), a self-storage company, since April 2014; Director and Partner of Premium Energy Fund from August 2012 to April 2014; independent consultant through Cenlap Properties Ltd. from March 2008 to April 2014.	March 29, 2018	Nil
<b>David Johnson</b> <sup>(3)</sup> Duncan, British Columbia Director	Para-professional with special education for London District Catholic School District for over 10 years until May 2017; since then he has pursued entrepreneurial opportunities in education technology.	May 29, 2018	Nil

(1) Unless otherwise indicated, to the knowledge of the applicable officer or director, the organization at which the officer or director was occupied or employed is still carrying on business.

(2) Each director of the Company ceases to hold office immediately before an annual general meeting for the election of directors is held but is eligible for re-election or re-appointment.

(3) Member of the audit committee.

No director or proposed director:

- a) is, as at the date of this Information Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any Company (including Radial)

that,

- i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (an “order”) while that person was acting in that capacity; or
  - ii) 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 that capacity;
- b) is, as of the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any Company (including Radial) 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 the assets of the proposed director; or
- c) has within the 10 years before the date hereof, become a 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.

### **Appointment of Auditor**

Shareholders are being asked to approve an ordinary resolution appointing Smythe LLP, Chartered Professional Accountants, as auditor of Radial to hold office until the close of the next annual general meeting of the shareholders, at a remuneration to be fixed by the board. In order to be effective, the ordinary resolution requires the approval of the majority of the votes cast at the Meeting in respect of the resolution. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the appointment of Smythe LLP, Chartered Professional Accountants, as auditor of Radial and to authorize the board to fix their remuneration.**

### **Approval of Stock Option Plan**

At the Meeting, shareholders of the Company will be asked to approve the Plan, which is summarized herein and a copy of which is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution:

**“RESOLVED THAT:**

1. the Company’s Stock Option Plan, pursuant to which the directors may, from time to time, authorize the issuance of 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, be approved, confirmed and ratified; and
2. any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer be necessary or desirable to carry out the foregoing resolution.”

**In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the approval of the Company's Stock Option Plan.**

#### **ADDITIONAL INFORMATION**

Additional information relating to Radial is available through the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact Radial at (604) 899-6401 to request copies of Radial's financial statements and MD&A.

Financial information is provided in Radial's comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **OTHER MATTERS**

Neither the Radial board of directors nor management of Radial is aware of any matters that will be brought before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Proxy.

By order of the board of directors of

**RADIAL RESEARCH CORP.**

*"Peter Smith"*

\_\_\_\_\_  
Peter Smith  
Chief Executive Officer

## APPENDIX I

### AUDIT COMMITTEE CHARTER

#### General

The primary function of the Audit Committee is to assist the Board of Directors of Radial Research Corp. (the “Board”) in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and Radial’s external audit process and monitoring compliance with Radial’s legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between Radial’s external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member’s duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of Radial’s financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

#### Relationship with External Auditors

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

#### Composition of Audit Committee

The Committee membership shall satisfy the laws governing Radial and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to Radial.

#### Responsibilities

1. The Audit Committee shall be responsible for making the following recommendations to the Board:
  - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for Radial; and
  - (b) the compensation of the external auditor.
2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
  - (a) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
  - (b) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;



- (c) reviewing audited annual financial statements, in conjunction with the report of the external auditor;
  - (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management; and
  - (e) reviewing the evaluation of internal controls by the external auditor, together with management's response.
3. The Audit Committee shall review interim unaudited financial statements before release to the public.
  4. The Audit Committee shall review all public disclosures of audited or unaudited financial information before release, including any prospectus, annual report, annual information form, and management's discussion and analysis.
  5. The Audit Committee shall review the appointments of the chief financial officer and any other key financial executives involved in the financial reporting process, as applicable.
  6. Except as exempted by securities regulatory policies, the Audit Committee shall pre-approve all non-audit services to be provided to Radial or its subsidiary entities by the external auditor.
  7. The Audit Committee shall ensure that adequate procedures are in place for the review of Radial's public disclosure of financial information extracted or derived from Radial's financial statements, and shall periodically assess the adequacy of those procedures.
  8. The Audit Committee shall establish procedures for:
    - (a) the receipt, retention and treatment of complaints received by Radial regarding accounting, internal accounting controls, or auditing matters; and
    - (b) the confidential, anonymous submission by employees of Radial of concerns regarding questionable accounting or auditing matters.
  9. The Audit Committee shall periodically review and approve Radial's hiring policies, if any, regarding partners, employees and former partners and employees of the present and former external auditor of Radial.
  10. Meetings of the Audit Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

### **Authority**

The Audit Committee shall have the authority to:

1. to engage independent counsel and other advisors as it determines necessary to carry out its duties;
2. to set and pay the compensation for any advisors employed by the Audit Committee; and
3. to communicate directly with the external auditors.