

CREST RESOURCES INC.

1100 – 595 Howe Street, Vancouver, BC Canada V6C 2T5
T (604)681-3170, F (604)681-3552, info@crestresourcesinc.com
www.crestresourcesinc.com

INFORMATION CIRCULAR

as at October 21, 2019, *except as otherwise indicated*

This Information Circular is furnished in connection with the solicitation of proxies by the management of Crest Resources Inc. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of the Company’s shareholders to be held on November 25, 2019 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Crest Resources Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

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

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

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

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

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

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so by one of the following methods:

- (a) complete, date and sign the enclosed form of Proxy and return it to the Company's transfer agent, National Securities Administrators Ltd. ("National"), by fax to 604-559-8908, by email to proxy@transferagent.ca, by mail or by hand to Suite 760, 777 Hornby Street, Vancouver, British Columbia, Canada, V6Z 1S4; or
- (b) log onto the internet website of National at www.eProxy.ca. Registered Shareholders must follow the instructions provided and refer to the enclosed Proxy form for the holder's account number and the proxy access number.

Registered Shareholders must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof.

Beneficial Shareholders (Unregistered Shareholders)

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

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

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

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a voting instruction form (a "VIF") in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you), in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to have the Common Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

This information circular and related material is being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Notice to Shareholders in the United States

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

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the “BCA”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to National or at the address of the registered office of the Company at Three Bentall Centre, 2900 – 595 Burrard Street, PO Box 49130, Vancouver, British Columbia, V7X 1J5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Registered Shareholder’s Common Shares.

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

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the “Board”) of the Company has fixed October 21, 2019 as the record date (the “Record Date”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares. As of the Record Date, there were 32,459,001 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors and there are no cumulative or similar voting rights attached to the Common Shares. The Company is also authorized to issue an unlimited number of Preferred Shares, without par value, with special rights and restrictions attached. As at October 21, 2019

and to the date of mailing of this Information Circular, there are no Preferred Shares of the Company issued and outstanding.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date, other than as set forth below:

Name of Shareholder	Number of Shares	Percentage of Issued Shares
Emma Fairhurst	4,950,000 ⁽¹⁾	15.3%

(1) 4,000,000 of these shares are registered in the name of Acternum Capital Inc., a private company beneficially owned by Emma Fairhurst, and 300,000 of these shares are registered in the name of Quaestus Strategies Corp., a private company beneficially owned by Emma Fairhurst.

The following documents filed with the securities commissions or similar regulatory authority in each of the Provinces of British Columbia, Alberta and Ontario, are specifically incorporated by reference into, and form an integral part of, this information circular:

- The audited annual financial statements of the Company for the financial year ended May 31, 2019, together with the report of the auditor thereon and the related management discussion and analysis, both of which have been filed under the Company's SEDAR profile on July 12, 2019.

Copies of any documents referred to and incorporated herein by reference may be obtained by a shareholder upon request without charge from the Corporate Secretary of the Company at Tel: 604-681-3170, Fax: 604-681-3552, or at the address of the Company at 1100 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The documents are also available through the internet on SEDAR, which can be accessed at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

Pursuant to the Company's Articles, the Board has determined that five (5) directors are to be elected to the Board at the Meeting. Therefore, at the Meeting shareholders will elect five (5) directors to the Board.

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

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for each new director nominee), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as of October 21, 2019.

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
JOHN MICHAEL WILLIAM COLLINS⁽²⁾ Chairman, President, CEO and Director British Columbia, Canada	Former VP Operations and Director, Prime Mining Corp. (May 2019 to August 2019); Former President and CEO, Prime Mining Corp., (September 2005 to May 2019); Former Director, Nortec Ventures Inc. (March 2017 to October 2018); VP, Mining Plus Canada Consulting (August 2012 to January 2018); CEO and Director, Nickel One Inc. (February 2016 to March 2016); Director, Starr Peak Exploration Ltd. (November 2014 to February 2016); Consultant to several private and public companies.	Since April 18, 2019	1,750,000
EMMA FAIRHURST Director British Columbia, Canada	Independent Businesswoman; Former VP Operations, Squire Mining Ltd. (April to August 2018); Former Director, Jaxon Mining Inc. (March to July 2017); Director and/or Consultant to several private and public companies.	Since April 5, 2019	4,950,000
PAUL V. JOHN⁽²⁾ Director British Columbia, Canada	Independent Businessman; Director, MAX Resource Corp. (June 2002 to present).	Since February 1, 2018	250,000 ⁽³⁾
OWEN C. KING Director British Columbia, Canada	President, CEO and Director, Opawica Explorations Inc. (October 2018 to present); Former Director, Squire Mining Ltd. (November 2017 to September 2018); Director and/or Consultant to several private companies.	Since March 15, 2019	500,000
JASON K. MCLAUGHLIN⁽²⁾ Director British Columbia, Canada	Senior Project Geologist, Aurora Geosciences (2018 to present); Private Business Owner (October 2016 to present); Independent Consulting Geologist (2014 to 2018); Former Director, Argus Metals Corp. (Jun 2013 to Nov. 2017); Train Conductor, Canadian National Railway (2016 to 2017).	Since October 18, 2019	Nil

Notes:

- (1) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by the nominees themselves.
- (2) Member of the Audit Committee.
- (3) Mr. John holds options to purchase 200,000 Common Shares.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Cease Trade Orders and Bankruptcies

No proposed director is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the Information Circular is being prepared) that:

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

No proposed director is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the Information Circular is being prepared) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director has, within the past ten (10) years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

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

APPOINTMENT OF AUDITOR

Manning Elliott LLP, Chartered Accountants, of 1700 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 will be nominated at the Meeting for appointment as auditor of the Company.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Audit Committee’s Charter

The audit committee meets at least quarterly to review quarterly financial statements and management’s discussion and analysis and meets at least once annually with the Company’s external auditor. The audit committee discusses, among other things, the annual audit, the adequacy and effectiveness of the Company’s internal control and management information systems and management’s discussion and analysis and reviews the annual financial statements with the external auditor.

The audit committee has a charter. A copy of the Audit Committee Charter is attached as Schedule “A” to the Company’s Final Long Form Prospectus filed at www.sedar.com on September 27, 2018.

Composition of the Audit Committee

The members of the audit committee of the Board are John Michael William Collins (Chair), Paul V. John and Jason K. McLaughlin. Mr. McLaughlin is independent. Mr. Collins is not independent as he is the Chairman, President and Chief Executive Officer of the Company (September 26, 2019 to present). Mr. John is not independent as he held greater than 10% beneficial ownership interest in the issued and outstanding common shares of the Company from December 2017 until March 2019. All of the audit committee members are considered to be financially literate.

Relevant Education and Experience

John Michael William Collins - Mr. Collins is a Professional Geologist with extensive public market and consulting engineering management experience. Mr. Collins has worked for five years as VP North America with Mining Plus Canada Ltd., a specialized underground and surface mining engineering consulting company. He has also served in a management role or on the Board of Directors of five Vancouver based public companies since 2005. Over the last 22 years, he has developed a strong skill set in mineral exploration, deposit modelling, project qualification and project development. Mr. Collins graduated with a B.Sc. Honours from Dalhousie University in 1996.

Paul V. John - Mr. John is a businessman and has extensive experience with reporting issuers, having served as a director of various public companies traded on the TSX Venture Exchange and the OTC Bulletin Board. Mr. John currently serves as a director for MAX Resource Corp., a position he has held since 2002.

Jason K. McLaughlin – Mr. McLaughlin is a professional geologist registered with APEGBC as well as an independent business owner. Mr. McLaughlin has passed the Canadian Securities Course and is well-acquainted with financial statements and accounting principals. He has previously served on the audit committee of a publicly listed company.

Each member of the Company's audit committee has adequate education and experience relevant to their performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

Reliance on Certain Exemptions

The Company's auditors, Manning Elliott LLP, Chartered Professional Accountants, have not provided any material non-audit services.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

To ensure auditor independence, no non-audit services were requested to be provided to the Company by Manning Elliott LLP, Chartered Professional Accountants, during the last completed fiscal year. Fees incurred with Manning Elliott LLP, Chartered Professional Accountants, for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Manning Elliott LLP in Fiscal Year Ended May 31, 2019	Fees Paid to Manning Elliott LLP in Fiscal Period Ended May 31, 2018
Audit Fees ⁽¹⁾	\$10,000	\$11,500
Audit-Related Fees ⁽²⁾	Nil	Nil

Nature of Services	Fees Paid to Manning Elliott LLP in Fiscal Year Ended May 31, 2019	Fees Paid to Manning Elliott LLP in Fiscal Period Ended May 31, 2018
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$10,000	\$11,500

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

Exemption

The Company is a “venture issuer” as defined in NI 52-110 and is relying upon the exemption in s. 6.1 of NI 52-110 concerning Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and accountable to shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

Board of Directors

In order to identify and manage risks, the Board requires management to provide complete and accurate information with respect to the Company’s activities and to provide relevant information concerning the industry in which the Company operates. The Board is responsible for monitoring the Company’s officers, who in turn are responsible for the maintenance of internal controls and management information systems.

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

Jason K. McLaughlin is considered independent. John Michael William Collins is considered non-independent by virtue of his role as Chairman, President and Chief Executive Officer of the Company from September 26, 2019 to present. Owen C. King is considered non-independent by virtue of his former role as Chairman, President and Chief Executive Officer of the Company from April 18, 2019 until September 26, 2019. Emma Fairhurst and Paul John are considered non-independent by virtue of holding greater than 10% ownership interest in the issued and outstanding common shares of the Company either currently or during the financial year ended May 31, 2019.

The operations of the Company do not support a large board of directors and the Board has determined that the current constitution of the Board is appropriate for the Company’s current stage of development. Similarly, given the size of the Company, all the Company’s operations are conducted by a small management

team which is also represented on the Board. Individual directors are encouraged to engage an outside advisor at the expense of the Company in appropriate circumstances, and the independent directors have retained independent advice on occasion.

The directors do not hold meetings at which non-independent directors and members of management are not in attendance. However, 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 are able to meet at any time without the non-independent director being present. At the present time, the Board facilitates the exercise of independent judgment in carrying out its responsibilities by carefully examining all material issues and relying heavily on the advice of outside counsel and other advisors in all appropriate circumstances.

Directorships

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

Name of Director	Name of Reporting Issuer	Exchange Listed
Paul V. John	MAX Resource Corp.	TSXV, Frankfurt
Owen C. King	Opawica Explorations Inc.	TSXV

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. Directors are also encouraged to take part in training courses or information sessions provided by regulatory bodies to keep abreast of current developments in corporate governance requirements.

Board meetings are always commenced with an update and/or presentation by the Company's management team to give the directors additional insight into the Company's business and progress.

Ethical Business Conduct

Each member of the Board has been made aware of the fiduciary duties placed on individual directors by the governing corporate legislation and the common law applicable to the Company and the restrictions on an individual director's participation in decisions of the Board in which the director has an interest. The Board finds that the knowledge of its members of these legal restrictions is sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Where a Board member has an interest in a transaction involving the Company, that director must declare his interest in advance of its consideration by the Board and must refrain from voting on any resolution approving the transaction. Further, the Company's auditors have full and unrestricted access to the audit committee at all times to discuss their audit and their related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to nominate for election at the annual general meeting of shareholders, taking into account the size of the Company, its asset base and the number of members required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The directors receive no cash compensation for acting in their capacity as directors of the Company. The compensation for senior management of the Company is determined by and at the discretion of the Board. The Board determines compensation for the directors, the Chief Executive Officer and the Chief Financial Officer. See "*Statement of Executive Compensation*" below.

Other Board Committees

The Board has no committees other than the audit committee.

Assessments

The Board has not developed written descriptions or objectives for its executives and looks to generally accepted industry standards as adequately delineating the roles and responsibilities of such persons. There is no formal process for regular assessment of the Board, its committees and individual directors. Rather the Board informally assesses performance through ongoing dialogue amongst Board members.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is a Share Option Plan dated for reference July 13, 2018 (the “Option Plan”). The Option Plan is a “rolling plan,” under which the total number of Common Shares issuable from time to time, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares from time to time.

See “*Stock Option Plan*” under “*Particulars of Matters to be Acted Upon*” below for material information of the Plan.

Equity Compensation Plan Information

At the May 31, 2018 fiscal year end, the number of issued and outstanding Common Shares was 8,750,001 Common Shares. The Company did not have an equity compensation plan in effect as at May 31, 2018.

At the May 31, 2019 fiscal year end, the number of issued and outstanding Common Shares was 12,809,001 Common Shares and therefore the number of Common Shares available to be reserved for issuance upon exercise of options under the Option Plan was 1,280,900 Common Shares.

The following table sets out equity compensation plan information as at the May 31, 2019 fiscal year end:

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))
Plan Category	(a)	(b)	(c)
Equity compensation plans to be approved by securityholders – the Option Plan.	525,000	\$0.50	755,900
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	525,000		755,900

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

In this section “Named Executive Officer” means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

Director and NEO Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the board of directors of the Company (the “Board”) for the most recently completed financial years ended May 31, 2018 and May 31, 2019. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” below.

During the financial year ended May 31, 2018, based on the definition above, the NEOs of the Company were: Dušan Berka, CEO and Mark Lotz, CFO. During the financial year ended May 31, 2019, based on the definition above, the NEOs of the Company were: Owen C. King, CEO, Dušan Berka, former CEO, Sean Ty, CFO, and Mark Lotz, former CFO.

The directors of the Company who were not NEOs during financial year ended May 31, 2018 were: Robert Coltura, Paul V. John and John E. Hiner. The directors of the Company who were not NEOs during financial year ended May 31, 2019 were: John Michael William Collins, Emma Fairhurst, Paul V. John and John E. Hiner.

Table of Compensation Excluding Compensation Securities							
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 (\$)
Owen C. King ⁽¹⁾ Director and CEO	2019	5,000	Nil	Nil	Nil	Nil	5,000
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Sean Ty ⁽²⁾ CFO	2019	5,000	Nil	Nil	Nil	Nil	5,000
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Dušan Berka ⁽³⁾ Former Director and former CEO	2019	Nil	Nil	5,000	Nil	Nil	5,000
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Mark Lotz ⁽⁴⁾ Former Director and former CFO	2019	6,358	Nil	Nil	Nil	Nil	6,358
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Michael Collins ⁽⁵⁾ Director	2019	5,000	Nil	Nil	Nil	Nil	5,000
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Emma Fairhurst ⁽⁶⁾ Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Paul V. John ⁽⁷⁾ Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Robert Coltura ⁽⁸⁾ Former Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	6,000	Nil	Nil	Nil	Nil	6,000
John E. Hiner ⁽⁹⁾ Former Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. King became a Director on March 15, 2019 and was appointed Chairman, President and CEO on April 18, 2019. He was paid a salary for officer and consulting services.
- (2) Mr. Ty was appointed CFO on April 5, 2019. Ty Consulting Inc., a private company beneficially owned by Mr. Ty, was paid fees for accounting services.
- (3) Mr. Berka served as President and CEO from November 23, 2017 to April 18, 2019 and as a Director from November 23, 2017 to April 30, 2019. Duster Capital Corp., a private company beneficially owned by Mr. Berka, was paid fees for Mr. Berka serving as chair to the audit committee.
- (4) Mr. Lotz served as a Director and CFO from November 23, 2017 to April 5, 2019. Lotz CPA Inc., a private company beneficially owned by Mr. Lotz, was paid fees for accounting services.
- (5) Mr. Collins was appointed a Director on April 18, 2019. He was paid fees for his due diligence review of the Company and its projects in connection with his decision to join the Board.
- (6) Ms. Fairhurst was appointed a Director on April 5, 2019.
- (7) Mr. John was appointed a Director on February 1, 2018.
- (8) Mr. Coltura served as a Director from November 23, 2017 to February 1, 2018. Matalia Investments Ltd., a private company beneficially owned by Mr. Coltura, was paid fees for administrative services.
- (9) Mr. Hiner served as a Director from November 23, 2017 to February 14, 2019.

Stock Options and Other Compensation Securities

The Company's authorized share capital is an unlimited number of Common Shares and an unlimited number of Preferred Shares. At October 21, 2019 there were 32,459,001 Common Shares of the Company issued and outstanding and there were no Preferred Shares outstanding. The Company has a 10% rolling stock option plan allowing it to grant options to a maximum of 10% of the issued and outstanding Common Shares of the Company, from time to time.

During the financial year ended May 31, 2018 the Company did not have a stock option plan in effect and no options were granted. On December 31, 2017, Paul V. John acquired 2,000,000 common shares of the Company as seed shares priced at \$0.005 for gross proceeds of \$10,000. The fair value of the 2,000,000 common shares was estimated to be \$40,000. Accordingly, the Company recorded share-based payments of \$30,000.

During the financial year ended May 31, 2019, 250,000 stock options were granted to NEOs and 275,000 stock options were granted to directors. On July 13, 2018, the Company granted 425,000 stock options to purchase 425,000 Common Shares at an exercise price of \$0.10 each expiring July 13, 2023 to the following optionees: Duster Capital Corp., a private company beneficially owned by Dušan Berka (former CEO and Director) which received 75,000 options; Mark Lotz (former CFO and Director) who received 75,000 options; John E. Hiner (former Director) who received 75,000 options; and Paul V. John (Director) who received 200,000 options. These options vested immediately. Pursuant to the stock option plan, the options expire 90 days after the optionee ceases to be a service provider and accordingly Mr. Hiner's options were cancelled on June 1, 2019 and Mr. Lotz's options were cancelled on July 4, 2019. On April 5, 2019, the Company granted 100,000 stock options to purchase 100,000 Common Shares at an exercise price of \$0.12 each expiring April 5, 2023 to Ty Consulting Inc., a private company beneficially owned by Sean Ty (CFO). These options vest as to 25% on the date of grant and 25% at the end of each subsequent year thereafter.

The following table discloses all compensation securities granted or issued to each director and named executive officer by the Company in the financial year ended May 31, 2018, for services provided or to be provided, directly or indirectly, to the Company.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class ⁽¹⁾ (# / %)	Date of Grant or Issue (mm/dd/yy)	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 (mm/dd/yy)
Dušan Berka Director, President and CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mark Lotz Director and CFO	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Paul V. John ⁽¹⁾ Director	Seed Common Shares	2,000,000	12/31/2017	0.10	N/A	N/A	N/A
John E. Hiner Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Robert Coltura Former Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) On December 31, 2017, Paul V. John acquired 2,000,000 common shares of the Company as seed shares priced at \$0.005 for gross proceeds of \$10,000. The fair value of the 2,000,000 common shares was estimated to be \$40,000. Accordingly, the Company recorded share-based payments of \$30,000.

The following table discloses all compensation securities granted or issued to each director and named executive officer by the Company in the financial year ended May 31, 2019, for services provided or to be provided, directly or indirectly, to the Company.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class ⁽¹⁾ (# / %)	Date of Grant or Issue (mm/dd/yy)	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 (mm/dd/yy)
Owen C. King ⁽²⁾ Director, Chairman, President and CEO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Sean Ty ⁽³⁾ CFO	Stock Options	100,000 ⁽³⁾	04/05/2019	0.12	0.12	0.10	04/05/2023
Dušan Berka ⁽⁴⁾ Former Director, President and CEO	Stock Options	75,000	07/13/2018	0.10	N/A	0.10	04/30/2020
Mark Lotz ⁽⁵⁾ Former Director and CFO	Stock Options	75,000	07/13/2018	0.10	N/A	0.10	07/04/2019
John Michael William Collins ⁽⁶⁾ Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Emma Fairhurst ⁽⁷⁾ Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Paul V. John ⁽⁸⁾ Director	Stock Options	200,000	07/13/2018	0.10	N/A	0.10	07/13/2023
John E. Hiner ⁽⁹⁾ Former Director	Stock Options	75,000	07/13/2018	0.10	N/A	0.10	06/01/2019

Notes:

- (2) All stock options are fully vested unless otherwise indicated. One common share is issuable on the exercise of each stock option.
- (3) As at the financial year ended May 31, 2019, Mr. King held no options.
- (4) As at the financial year ended May 31, 2019, Ty Consulting Inc., a private company beneficially owned by Mr. Ty, held 100,000 options exercisable at \$0.12 until April 5, 2023, which vest as to 25% on the date of grant and 25% at the end of each subsequent year thereafter.
- (5) As at the financial year ended May 31, 2019, Duster Capital Corp., a private company beneficially owned by Mr. Berka, held 75,000 options exercisable at \$0.10 until April 30, 2020.
- (6) As at the financial year ended May 31, 2019, Mr. Lotz held 75,000 options exercisable at \$0.10 until July 4, 2019. Mr. Lotz resigned as Director and CFO on April 5, 2019 and accordingly these options were cancelled on July 4, 2019.
- (7) As at the financial year ended May 31, 2019, Mr. Collins held no options.
- (8) As at the financial year ended May 31, 2019, Ms. Fairhurst held no options.
- (9) As at the financial year ended May 31, 2019, Mr. John held 200,000 options exercisable at \$0.10 until July 13, 2023.
- (10) As at the financial year ended May 31, 2019, Mr. Hiner held 75,000 options exercisable at \$0.10 until June 1, 2019. Mr. Hiner resigned as Director on February 14, 2019 and accordingly his options were cancelled on June 1, 2019.

Exercise of Compensation Securities by NEOs and Directors

During the financial year ended May 31, 2018, no stock options were granted or outstanding.

During the financial year ended May 31, 2019, no stock options were exercised.

Share Option Plan

The Company has a Share Option Plan dated for reference July 13, 2018 (the “Plan”). The Plan is a rolling plan under which options totaling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

To comply with the policies of the CSE covering “rolling” option plans, continued grants under the Plan must be approved annually by the shareholders of the Company. As at October 21, 2019 there were 32,459,001 Common Shares issued and outstanding. Accordingly, under the Plan the Company has the authority to grant options to purchase up to a total of 3,245,900 Common Shares. As at the date of this Information Circular, options to purchase an aggregate of 375,000 Common Shares are granted and outstanding under the Plan, representing approximately 1.16% of the outstanding Common Shares in the capital of the Company.

See “*Particulars of Matters to be Acted upon*” below for further details concerning the Plan.

Employment, Consulting and Management Agreements

The Company has entered into an Officer and Consulting Agreement with John Michael William Collins, the Company’s Chairman, Chief Executive Officer and President, effective September 18, 2019. As compensation for the services to be provided, Mr. Collins will receive a signing bonus of \$37,500 and a monthly salary of \$8,000.

The Company has entered into a Consulting Agreement with Ty Consulting Inc., a private company beneficially owned by Sean Ty, the Company’s Chief Financial Officer, effective April 1, 2019. As compensation for the services to be provided, Ty Consulting Inc. will receive a monthly fee of \$2,500.

The Company has entered into an Employment Agreement with Sandra Wong, the Company’s Corporate Secretary, effective April 18, 2019 as amended July 25, 2019. As compensation for the services to be provided, Ms. Wong will receive a signing bonus of \$3,000 and a monthly salary of \$3,000 for a one year term.

The Company has entered into a Consulting Agreement with Duster Capital Corp., a private company beneficially owned by Dušan Berka, the Company’s former Director, Chief Executive Officer and President, effective April 30, 2019 for a twelve month term ending April 30, 2020. As compensation for the services to be provided, Duster Capital Corp. will be paid at an industry standard rate and will retain 75,000 incentive stock options exercisable at \$0.10 per common share until April 30, 2020.

The Company had entered into an Officer and Consulting Agreement with Owen C. King, the Company’s former Chairman, Chief Executive Officer and President, effective April 1, 2019. As compensation for the services to be provided, Mr. King received a monthly salary of \$2,500. Mr. King resigned as Chairman, Chief Executive Officer and President on September 18, 2019 and accordingly his Agreement was cancelled effective that date.

The Company had entered into an Administrative Services Agreement with Matalia Investments Ltd. (“Matalia”), a private company beneficially owned by Robert Coltura, a former Director of the Company from November 23, 2017 to February 1, 2018, effective November 30, 2017. As compensation for the services to be provided, Matalia received a monthly fee of \$3,000. The Administrative Services Agreement was terminated on February 1, 2019.

Oversight and Description of Director and Named Executive Officer Compensation

Elements of the Compensation Program

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company’s officers and employees and overseeing the Company’s base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company’s goals and objectives.

The Company is a small junior resource company with limited resources. The compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including: (a) attracting and retaining talented, qualified and effective executives; (b) motivating the short and long-term performance of executives; and (c) better aligning the interests of executive officers with those of the Company's shareholders. In the Board's view, paying salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies is compiled from a variety of sources, including national and international publications.

The Board determines the compensation for the CEO. The compensation of the Company's executives is determined by the Board after the recommendation of the CEO. In each case, the Board takes into consideration the prior experience of the executive, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Company, and the Company's available cash resources.

In the Board's view, to attract and retain qualified and effective executives, the Company must pay base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

Executive Compensation

Except for the grant of incentive share options to the NEOs and any compensation payable pursuant to an executive compensation agreement between the CEO or CFO and the Company, there are no arrangements under which NEOs were compensated by the Company during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

Director Compensation

The directors receive no cash compensation for acting in their capacity as directors of the Company.

Except for the grant to directors of share options, there are no arrangements under which directors were compensated by the Company during the two most recently completed financial years for their services in their capacity as directors.

Option-Based Awards

The Company has a share option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes share option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. The Board administers the Company's share option plan and all option grants require Board approval. The Option Plan allows options to be issued to directors, officers, employees or consultants of the Company.

In compensating its senior management, the Company employs a combination of salary and equity participation. The Board is of the view that encouraging its executives and employees to hold shares of the Company is the best way to align their interests with those of the Company's shareholders. Equity participation is accomplished through the Company's share option plan. See "Securities Authorized for Issuance under Equity Compensation Plans" above.

Share options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, option grants are an important part of executive compensation to assist in maintaining executive motivation.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Actions, Decisions and Policies Made following May 31, 2019 Financial Year End

There were no actions, decisions and policies put in place affecting management remuneration subsequent to the May 31, 2019 financial year end.

Pension Plan

The Company does not have a pension plan for any of its Directors or NEOs.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the date of completion of the most recent fiscal year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company during the financial years ended May 31, 2018 and May 31, 2019, or has any interest in any material transaction in the current year other than as set out under "Employment, Consulting and Management Agreements" above and herein below.

- a) As at May 31, 2019, the Company owed \$12,828 (2018: \$nil) for unpaid management services, salaries and expenses to directors, officers and companies owned by directors and officers as set out in the following table:

Name	May 31, 2019 (\$)	May 31, 2018 (\$)
Owen C. King	5,000	Nil
Sean Ty	5,000	Nil
Sandra Wong	2,828	Nil
Dusan Berka	Nil	Nil
Mark Lotz	Nil	Nil
Michael Collins	Nil	Nil
Emma Fairhurst	Nil	Nil
Paul V. John	Nil	Nil
Robert Coltura	Nil	Nil
John E. Hiner	Nil	Nil
Total	12,828	Nil

- b) On November 23, 2017, the Company issued an incorporation share for \$1 to Dušan Berka, the former President, CEO and Director.
- c) On December 31, 2017, Paul V. John acquired 2,000,000 common shares of the Company as seed shares priced at \$0.005 for gross proceeds of \$10,000. The fair value of the 2,000,000 common shares was estimated to be \$40,000. Accordingly, the Company recorded share-based payments of \$30,000.

- d) On January 24, 2018, the Company closed a private placement of 2,000,000 flow-through common shares priced at \$0.02 for gross proceeds of \$40,000. Three subscribers acquired 12.5% to 25.0% of the issued and outstanding common shares as of January 24, 2018, based on 4,000,001 common shares issued and outstanding as of such date.
- e) On March 1, 2018, the Company closed a private placement of 2,250,000 flow-through common shares priced at \$0.02 for gross proceeds of \$45,000. One subscriber acquired 16.0% of the issued and outstanding common shares as of March 1, 2018, based on 6,250,001 common shares issued and outstanding as of such date.
- f) On March 23, 2018, the Company closed a private placement of 2,400,000 common shares priced at \$0.05 for gross proceeds of \$120,000. Paul V. John acquired 500,000 common shares to own a total of 2,500,000 common shares which represented 28.6% of the issued and outstanding common shares as of March 23, 2018, based on 8,750,001 common shares issued and outstanding as of such date.
- g) Pursuant to an escrow agreement (the “Escrow Agreement”) dated effective July 30, 2018, among the Company, National Issuer Services Ltd. as Escrow Agent and Paul V. John, Mr. John agreed to deposit in escrow the 2,500,000 common shares (the “Escrowed Securities”) that he beneficially owned with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the date the Company is listed on the Canadian Securities Exchange and the remaining Escrowed Securities will be released in equal tranches of 15% every 6 month interval thereafter, over a period of 36 months.
- h) Pursuant to an escrow securities purchase and sale agreement dated effective March 18, 2019 among the Company, Paul V. John and Aeternum Capital Inc. (“Aeternum”), a private company beneficially owned by Emma Fairhurst, Mr. John agreed to sell 2,000,000 Escrowed Securities to Aeternum at a price of \$0.01 per escrowed share for total consideration of \$20,000 and Aeternum agreed to the purchase and the Company agreed to the transfer of the Escrowed Securities.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Presentation of the Company’s audited Annual Financial Statements for the financial years ended May 31, 2019 and May 31, 2018;
2. Election of Directors;
3. Appointment of Auditors;
4. Grant of authority to the Directors to expand the Company’s corporate objectives, including becoming an investment issuer; and
5. Ratify and approve the Share Option Plan.

Expansion of Corporate Objectives

The Company’s business is the acquisition and exploration of mineral property assets in Canada, and at present the Company’s two mineral property assets are 1) a 51% interest in the Red Metal Ridge Property on Vancouver Island, with an option to acquire the remaining 49% through the issuance of shares, payment of money and by incurring expenditures toward exploration of the Property; and 2) a 75% interest in the Split Dome Copper Property near Hazelton, British Columbia, with an option to acquire the remaining 25% through the issuance of shares.

The Board would like to build a diversified project and investment portfolio of assets, which may include participating in prospect generation opportunities and acquiring investments in private equity and liquid public market securities with merit. It is anticipated that the Company would start by accumulating assets in

the natural resources sector; but management may elect to diversify within or outside of that sector to include related or unrelated industries. As such, the Company could become an “investment company” under Canadian Securities Exchange (“CSE”) policies. Should the Company choose to become an investment company, it will adopt an investment policy and post such policy on the CSE website, SEDAR, and the Company’s website.

The Board believes that it is in the best interest of the Company to expand its corporate objectives and capital investment plans to include investment in a diversified portfolio of opportunities with potential for favourable return on investment.

At the Meeting, shareholders will be asked to approve the following ordinary resolution, with or without variation:

“BE IT RESOLVED that the Directors of the Company be and are hereby granted the authority to expand the Company’s corporate objectives to include participation in prospect generation opportunities, the investment in private equity and liquid public market securities in such industries and sectors as the directors may determine from time to time, and to become an “investment company” in the manner as contemplated in the policies of the Canadian Securities Exchange.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast on the resolution in person or by proxy.

The Board recommends that shareholders vote in favour of the above resolution.

Approval of Share Option Plan

The Company has a Share Option Plan dated for reference July 13, 2018 (the “Plan”), which is a rolling plan. Under the Plan, options totaling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

The Plan was effective immediately upon the approval of the Board on July 13, 2018, when the Company was a non-reporting issuer. The Company became listed on the CSE effective October 23, 2018 and to comply with the policies of the CSE covering new option plans, the Plan must be approved by the shareholders of the Company. At the Meeting shareholders will be asked to ratify and approve the Plan.

As at October 21, 2019 there were 32,459,001 Common Shares issued and outstanding. Accordingly, under the Option Plan the Company has the authority to grant options to purchase up to a total of 3,245,900 Common Shares. As at the date of this Information Circular, options to purchase an aggregate of 375,000 Common Shares are granted and outstanding under the Option Plan, representing approximately 1.16% of the outstanding Common Shares in the capital of the Company.

Pursuant to CSE Policies, the Option Plan requires disinterested shareholder approval at the annual general meeting of the Company by ordinary resolution. The Board is of the view that the Option Plan permits the Company to attract and maintain the services of executives, employees and other service providers with other companies in the industry.

Eligible Optionees

To be eligible to receive a grant of options under the Plan CSE policies require an Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual eligible, or to a non-individual that is wholly owned by individuals eligible, for an option grant.

Restrictions

The Plan is subject to the following restrictions:

- (a) The Company must not grant an option to a director, employee, consultant, or consultant company (the “Service Provider”) in any 12 month period that exceeds 5% of the outstanding Common Shares

of the Company, unless the Company has obtained approval by a majority of the Disinterested Shareholders (defined below) of the Company;

- (b) The aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 1% of the outstanding shares calculated at the date of the grant;
- (d) The Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option;
- (e) The aggregate number of Common Shares reserved for issuance under options granted to Insiders (defined below) must not exceed 10% of the outstanding shares;
- (f) The number of optioned shares issued to Insiders in any 12 month period must not exceed 10% of the outstanding shares;
- (g) The issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (h) The terms of an option may not be amended once issued; and
- (i) The Company may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.

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

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;
- (b) all options granted under the Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Blackout Period (as defined in the Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), within 10 business days following the expiration of a Blackout Period;
- (c) for options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) an Option granted to any Service Provider will expire within 90 days after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (e) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Market Price (as defined in the Plan) on the date of grant;
- (h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period;

- (i) in the event of a Take Over Bid being made to the shareholders generally, immediately upon receipt of the notice of the Take Over Bid, the Company shall notify each Optionee currently holding any Options, of the full particulars of the Take Over Bid, and all outstanding Options may, notwithstanding the vesting terms contained in the Plan or any vesting requirements set out in the Option Commitment, be immediately exercised in whole or in part by the Optionee, subject to approval of the CSE; and
- (j) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

Shareholder Approval of Option Plan

At the Meeting, shareholders will be asked to vote on the following ordinary resolution, with or without variation:

“BE IT RESOLVED that the Company’s 10% rolling share option plan dated for reference July 13, 2018, be and is hereby ratified and approved.”

A copy of the Plan will be available for inspection at the Meeting. A shareholder may also obtain a copy of the Plan from the Company at telephone no. (604) 681-3170 or fax no. (604) 681-3552.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast on the resolution in person or by proxy.

The Board recommends that shareholders vote in favour of the above resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on www.sedar.com. Financial information is provided in the Company’s comparative financial statements and management discussion and analysis for its most recently completed financial years ended May 31, 2019 and May 31, 2018. The Company will provide to any person or company, upon request to the Corporate Secretary of the Company at 1100 – 595 Howe Street, Vancouver, British Columbia, V6C 2T5, Telephone: (604) 681-3170, Fax: (604) 681-3552, one copy of the comparative financial statements of the Company filed with the applicable securities regulatory authorities for the Company the most recently completed financial year in respect for which such financial statements have been issued, together with the report of the auditor, related management’s discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements.

Copies of the above documents will be provided free of charge to security holders of the Company. The Company may require payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document. These documents are also available under the Company’s SEDAR profile at www.sedar.com.

OTHER MATTERS

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

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

DATED at Vancouver, British Columbia this 21st day of October, 2019.

BY ORDER OF THE BOARD

“John Michael William Collins”

John Michael William Collins
Chairman, President and Chief Executive Officer