

INFORMATION CIRCULAR
FOR THE ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF
COPPER NORTH MINING CORP.

Unless otherwise indicated information herein is given as of May 6, 2019.

SOLICITATION OF PROXIES

This Information Circular is provided in connection with the solicitation of proxies by the management of Copper North Mining Corp. (the “**Company**”). The form of proxy which accompanies this Information Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on June 12, 2019 (the “**Meeting**”), at the time and place set out in the accompanying notice of meeting and any adjournment thereof. The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

APPOINTMENT AND REVOCATION OF PROXY

Persons or Companies Making the Solicitation

The enclosed Instrument of Proxy is solicited by Management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Instrument of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the Directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

Registered Shareholders

Registered shareholders may vote their common shares by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Investor Services Inc., of 100 University Avenue 9th Floor, Toronto Ontario, M5J 2Y1 (by mail, fax, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy. The persons named in the proxy are directors and officers of the Company. **A shareholder who wishes to appoint some other person to represent them at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.**

A registered shareholder may revoke a proxy by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;

- (b) signing and dating a written notice of revocation and delivering it to the registered office of the Company, 10th floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5, at any time up to and including the last business day preceding the day of the Meeting or to the Chairman of the Meeting on the day of the Meeting or in any other manner provided by law; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Non-Registered Shareholders

In many cases common shares of the Company (“**Common Shares**”) beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans; or
- (b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often Intermediaries will use service companies to forward the meeting materials to Non-Registered Holders. Generally Non-Registered Holders who have not waived the right to receive meeting materials will *either*:

- (a) be given a proxy which has been signed by an Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and return it in accordance with the instructions provided in the form; or
- (b) more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form. In this case, the Non-Registered Holder should return it in accordance with the instructions provided in the form.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the cases of a voting instruction form, follow the corresponding instructions on the form. ***In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies. If Non-Registered Holders do not follow such instructions and attend the Meeting, they will not be entitled to vote at the Meeting.***

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a voting instruction form or a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

PROVISIONS RELATING TO VOTING OF PROXIES

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 direction 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 there is no direction by the shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditor as set out in this Information Circular.

The Proxy or voting instruction form gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the notice of meeting, or any other matters which may properly come before the Meeting. At the time of printing this Information Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the notice of meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On May 6, 2019, the Company had 85,900,413 Common Shares outstanding. All shares in the capital of the Company are of the same class and each carries the right to one vote.

Shareholders registered on May 6, 2019, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy or voting instruction form to attend and vote, deliver their proxies or voting instruction forms at the place and within the time set forth in the notes to the Proxy or voting instruction form.

To the knowledge of the senior officers of the Company, as of the date of this Information Circular, the followings persons beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares:

<i>NAME</i>	<i>NO. OF SHARES OWNED OR CONTROLLED</i>	<i>PERCENTAGE OF OUTSTANDING SHARES</i>
Somphote Ahunai	13,666,667	15.9%

EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102.

Director and Named Executive Officer Compensation

For purposes of this Information Circular, Named Executive Officer of the Company means an individual who, at any time during the year, was:

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

During the Company's fiscal years ended December 31, 2017 and 2018, the following individuals were Named Executive Officers of the Company:

- Harlan Meade, President and Chief Executive Officer
- Douglas Ramsey, Vice President, Sustainability and Environmental Affairs
- Rebecca Moriarty, Chief Financial Officer

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth the total compensation paid to or earned by the Named Executive Officers and Directors, excluding compensation securities, for the Company's three fiscal years ended December 31, 2016, 2017 and 2018.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
NAME AND PRINCIPAL POSITION	YEAR ENDED	SALARY, CONSULTING FEE, RETAINER OR COMMISSION (\$)	BONUS (\$)	COMMITTEE OR MEETING FEES (\$)	VALUE OF PERQUISITES (\$)	VALUE OF ALL OTHER COMPENSATION (\$)	TOTAL COMPENSATION
Dr. Harlan Meade Director, Chief Executive Officer and President ⁽¹⁾	2018	240,000	Nil	Nil	Nil	Nil	240,000
	2017	240,000	Nil	Nil	Nil	Nil	240,000
	2016	240,000	Nil	Nil	Nil	Nil	240,000
Douglas Ramsey Vice President Sustainability and Environmental Affairs ⁽²⁾	2018	160,000	Nil	Nil	Nil	Nil	160,000
	2017	160,000	Nil	Nil	Nil	Nil	160,000
	2016	160,000	Nil	Nil	Nil	Nil	160,000
Rebecca Moriarty Chief Financial Officer ⁽³⁾	2018	11,135	Nil	Nil	Nil	Nil	11,135
	2017	22,240	Nil	Nil	Nil	Nil	22,240
	2016	13,360	Nil	Nil	Nil	Nil	13,360
Bill Koutsouras Director	2018	Nil	Nil	4,000	Nil	Nil	4,000
	2017	Nil	Nil	4,000	Nil	Nil	4,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Robert McKnight Director	2018	Nil	Nil	4,000	Nil	Nil	4,000
	2017	Nil	Nil	4,000	Nil	Nil	4,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Lorne Anderson Director	2018	Nil	Nil	4,000	Nil	Nil	4,000
	2017	Nil	Nil	739	Nil	Nil	739
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Loy Chunpongtong Director	2018	Nil	Nil	1,289	Nil	Nil	1,289
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

(1) Dr. Meade resigned as President and CEO on December 31, 2018.

(2) Mr. Ramsey was appointed President and CEO on January 1, 2019.

(3) Ms. Moriarty, is an employee of Malaspina Consultants Inc. ("Malaspina"). This amount consists of consulting fees paid to Malaspina, pursuant to a consulting agreement between Malaspina and the Company. See "Statement of Executive Compensation – Employment, Consulting and Management Agreements".

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to the directors and Named Executive Officers by the Company in the two most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company. The Company did not re-price, cancel

and replace or materially modify any compensation securities during the years ended December 31, 2017 and 2018.

The following table sets out the aggregate number stock options and other compensation securities issued to the directors and Named Executive Officers which were outstanding as of the most recently completed financial year.

Name and Position	Type of Compensation Security	Aggregate Number of Compensation Securities	Number of Underlying Securities (Common Shares)	Percentage of Class
Dr. Harlan Meade Director, Chief Executive Officer and President	Stock Options	1,700,000	1,700,000	36%
Douglas Ramsey Vice President Sustainability and Environmental Affairs	Stock Options	939,000	939,000	20%
Rebecca Moriarty Chief Financial Officer	Stock Options	205,000	205,000	4%
Bill Koutsouras Director	Stock Options	396,000	396,000	8%
Robert McKnight Director	Stock Options	350,000	350,000	7%
Lorne Anderson Director	Stock Options	250,000	250,000	5%
Loy Chunpongtong Director	Stock Options	30,000	30,000	1%

Stock Option Plans and Other Incentive Plans

The Board of Directors of the Company previously implemented a stock option plan (the "**Stock Option Plan**") which was approved by the TSX Venture Exchange and the shareholders of the Company at Company's last annual general meeting held in 2017.

The maximum aggregate number of common shares issuable pursuant to options awarded under the stock option plan and outstanding from time to time may not exceed 10% of the issued and outstanding common shares from time to time.

The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders.

The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting.

1. The directors may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries (collectively, "**Eligible Persons**").
2. The maximum number of Common Shares of the Company which may be issued pursuant to options previously granted and those granted under the Stock Option Plan

will be a maximum of 10% of the issued and outstanding Common Shares of the Company at the time of the grant.

3. The number of Common Shares which may be issuable under the Stock Option Plan and all of the Company's other previously established or proposed share compensation arrangements, in any 12 month period:
 - a. to any one person, shall not exceed 5% of the total number of issued and outstanding Common Shares on the date of grant on a non-diluted basis, unless the Company has obtained disinterested shareholder approval to exceed such limit;
 - b. to insiders as a group shall not exceed 10% of the total number of issued and outstanding Common Shares on the date of grant on a non-diluted basis, unless the Company has obtained disinterested shareholder approval to exceed such limit;
 - c. to any one consultant shall not exceed 2% of the total number of issued and outstanding Common Shares on the date of grant on a non-diluted basis; and
 - d. to all eligible persons who undertake investor relations activities shall not exceed 2% in the aggregate of the total number of issued and outstanding Common Shares on the date of grant on a non-diluted basis.
4. Options will be exercisable over periods of up to ten years as determined by the board of directors of the Company and are required to have an exercise price no less than the closing market price of Common Shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSXV.
5. Options are not assignable nor transferable, except other than pursuant to a will or by the laws of descent and distribution.
6. The Stock Option Plan contains no vesting requirements, but permits the board of directors of the Company to specify a vesting schedule in its discretion.
7. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all Common Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.
8. The Stock Option Plan does not provide for financial assistance by the Company to any optionee.
9. The Stock Option Plan does not provide the Company with the ability to transform a stock option into a stock appreciation right.
10. Where a black-out period is imposed by the Company and the specified expiry date of a stock option (i.e. the expiry date determined at the time of grant) falls within the blackout period or within five trading days after such blackout period, such stock option will expire on the date that is 10 trading days following the end of the blackout period.
11. If an optionee ceases to be an Eligible Person for cause, any outstanding options held by such optionee on the date of such termination shall be cancelled as of that date. In the event of termination other than for cause, an option shall immediately become vested and may be exercised by the optionee until the earlier of (i) the expiry date of such option; and (ii) the date that is 90 days (or 30 days if the optionee was engaged in investor relations activities) after the optionee ceases to be an Eligible Person. In the

event of death or disability, any vested options shall be exercisable until the earlier of (i) one year after the date of death or disability; and (ii) the expiry date of such option.

12. The board of directors of the Company may from time to time, subject to applicable law and to the prior approval, if required, of the shareholders, the TSXV or any other regulatory body having authority over the Company or the Stock Option Plan, suspend, terminate or discontinue the Stock Option Plan at any time, or amend or revise the terms of the Stock Option Plan or of any option granted thereunder and the option agreement relating thereto, provided that no such amendment, revision, suspension, termination or discontinuance shall in any manner adversely affect any option previously granted to an optionee under the Stock Option Plan without the consent of that optionee.

Employment, Consulting and Management Agreements

No management function of the Company or any of its subsidiary is performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

The Company has no agreements or arrangements with the Company's Directors to compensate them in their capacity as directors.

No agreement or arrangement with a Named Executive Officer or Director includes provisions with respect to change of control, severance, termination or constructive dismissal. The only amount payable upon resignation, retirement or any other termination of a Named Executive Officer would be the Named Executive Officer's accumulated vacation pay.

The Company entered into an agreement with Malaspina Consultants Inc. (the "Malaspina Agreement") pursuant to which Rebecca Moriarty, the Company's Chief Financial Officer, agreed to provide certain consulting services to the Company. The Malaspina Agreement may be terminated by either party on 60 days written notice to the other party. Under the terms of the Malaspina Agreement, the Company agreed to pay an hourly rate for Ms. Moriarty services and Ms. Moriarty is entitled to participate in any incentive stock option plan as may be available from time to time in the amounts, on the terms and at the time determined by the Board.

Termination and Change of Control Benefits

The Named Executive Officers' employment agreements provide for a severance payment upon a Change of Control. To be entitled to the severance payment, the NEO must resign or be terminated within 6 months of the Change of Control. If a NEO resigns or is terminated within that period, the NEO is entitled to the severance payment.

In addition, any stock options granted that have not vested at the time of a Change of Control will vest effective immediately at the time of a Change of Control and shall expire upon the earliest of their normal expiry date or upon six (6) months from the date of termination or resignation.

A "Change of Control" is defined in the employment agreements as the acquisition by any person, or by any person and its affiliates and whether directly or indirectly, of Common Shares which, when added to all other Common Shares at the time held by such person and its affiliates, totals for the first time 50% of the outstanding Common Shares of the Company.

Name	Salary (per month)	Change of Control Provisions
Harlan Meade President and CEO	\$20,000	24 months' salary
Douglas Ramsey VP Sustainability and Environmental Affairs	\$13,333	12 months' salary

Termination Without Cause

The Named Executive Officers’ employment agreements provide for a severance payment upon termination without cause. Upon written notice of termination (the “**Date of Termination**”), each NEO is entitled to a lump sum payment.

Any stock options granted that have not vested at the Date of Termination vest on the Date of Termination and shall expire upon the earliest of their normal expiry date (assuming no termination) or upon six (6) months from the Date of Termination.

The following table provides details regarding the estimated incremental payments from the Company to each of the Named Executive Officers upon Termination Without Cause assuming that the Date of Termination was December 31, 2018.

Name	Salary (per month)	Termination Provisions
Harlan Meade President and CEO	\$20,000	16 months’ salary (12 months’ salary, plus one additional month for each year of service, up to 24 months)
Douglas Ramsey VP Sustainability and Environmental Affairs	\$13,333	9 months’ salary (3 months’ salary, plus one additional month for every full year of service, up to 12 months)

Oversight and Description of Director and Named Executive Officer Compensation

The Company relies on its Compensation Committee and its Board of Directors, through discussion without any formal objectives, targets, criteria or analysis, in determining the compensation of its Named Executive Officers. The Board of Directors is responsible for determining all forms of compensation, including the provision of long-term incentives through the granting of stock options to the Named Executive Officers, Directors of the Company, and other persons eligible to receive stock options.

The Board of Directors incorporates the following goals when it makes its compensation decisions with respect to the Company’s Named Executive Officers: (i) the recruiting and retaining of executives who are critical both to the success of the Company and to the enhancement of shareholder value; (ii) the provision of fair and competitive compensation; (iii) the balancing of the interests of management with the interests of the Company’s shareholders; (iv) the rewarding of performance, both on an individual basis and with respect to the operations of the Company as a whole; and (v) the preservation of available financial resources.

The Compensation Committee

The Compensation Committee is appointed by the Board to assist the Board in fulfilling its responsibility to shareholders by reviewing and providing recommendations to the Board relating to human resource and compensation issues, including benefit plans. To determine compensation payable, including stock options, the Compensation Committee relies on its knowledge of compensation levels of directors and senior management of companies of similar size and stage of development in the mineral exploration industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company.

The Compensation Committee is comprised of three (3) independent directors who meet at least once annually. One or more of these meetings may occur within regular Board meetings.

The Compensation Committee is comprised of Bill Koutsouras, Robert McKnight and Lorne Anderson. Each of these members has extensive experience in executive compensation through their current and previous roles as directors and/or officers of companies in the mining industry. The Board believes that the Compensation Committee collectively has the knowledge, experience and background required to fulfill its mandate.

- Bill Koutsouras: His previous roles include being Executive Vice President and Chief Financial Officer of Endeavour Financial Corporation, a mining focused merchant banking business. Part of this role included oversight of human resources and compensation matters.
- Robert McKnight: Mr. McKnight is a Professional Engineer and MBA with over 35 years of experience in the resources business with extensive knowledge of corporate and project finance, mergers and acquisitions, feasibility studies and valuations.
- Lorne Anderson: Mr Anderson is a Chartered Accountant. He has been an independent Financial Consultant to the minerals industry since 1998. Since 1998 he has served on the Boards of several mineral companies listed on the Toronto Stock Exchange and the TSX Venture Exchange. From 1988 to 1998 Mr. Anderson with the Chief Financial Officer and Treasurer of Glamis Gold Ltd. From 2010 to 2015 Mr. Anderson was a director of Tahoe Resources Inc. listed on the Toronto Stock Exchange and New York Stock Exchange. He has over 20 years of experience in the mining industry, during which time he has been involved with administration, both equity and bank financings, and investor relations programs

Role of the Executive Officers

The Company's Chief Executive Officer makes recommendations to the Compensation Committee regarding executive officer base salary adjustments, bonuses, and stock option grants. The Chief Executive Officer also makes recommendations to the Compensation Committee regarding the participation in the Company's stock-based compensation plans and amendments to such plans, as necessary.

The Compensation Committee reviews the basis for these recommendations and can exercise its discretion in modifying any of the recommendations prior to making its recommendations to the Board.

Objectives and Overview of the Compensation Program

The objective of the Company's compensation program is to attract, retain, and motivate performance of members of senior management of a quality and nature that will enhance the growth and overall long-term value of the Company.

The following executive compensation principles guide the Company's overall compensation:

- Compensation levels should be sufficiently competitive to facilitate recruitment and retention of experienced and high caliber executives in the competitive mining industry, while being fair and reasonable to shareholders;
- The compensation program should align executives' long-term financial interests with those of the Company's shareholders by providing equity-based incentives. The two-year vesting period of stock option awards ensures that executives have the incentive to increase the price of the Company's Shares over a period of time; and
- Compensation should be transparent so that both executives and shareholders understand the executive compensation program.

Elements of Executive Compensation

During the financial years ended December 31, 2017 and 2018, the Company's executive compensation program consisted of the following elements:

- Base salaries;
- Target-based incentives;
- Stock options;
- Bonuses; and
- Other compensation, including perquisites such as medical benefits.

Copper North's strategy is to provide an overall competitive compensation package while taking into account the financial resources of the Company. The Company believes that to be competitive in its industry, an executive compensation package must consist of the above-noted elements. The specific rationale and design of each of these elements are outlined in detail below.

Base Salaries

Base salaries are a key element of the Company's compensation package because they are the first base measure to compare relative to peer groups. Salaries are fixed and are used as the base to determine other elements of compensation and benefits.

The Board establishes salary levels based on what it determines to be competitive relative to the responsibilities associated with each position and its knowledge of comparable positions within the industry. No formal benchmarking is performed.

Target-based incentives

The Company provides certain NEOs with monetary incentives for the achievement of certain corporate and/or project objectives. These incentives align the NEO's interest with that of the shareholders.

Bonuses

Bonuses are a variable element of compensation designed to reward the Company's Named Executive Officers for contributing to the overall value of the Company. These bonuses are discretionary awards.

Bonuses are at the discretion of the Board. The Board awards bonuses through discussion, taking into account each NEO's overall performance during the year and general market conditions.

There were no bonuses awarded to NEOs during the years ended December 31, 2017 and 2018.

Stock Options

Stock options are a variable and discretionary element of compensation intended to reward the Company's Named Executive Officers for their contribution towards the Company's sustained growth and increases in the Company's share price.

The Company's stock option plan has been and will be used to provide stock options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the long-term operating performance of the Company. In determining the number of stock options to be granted to the Named Executive Officers, the Board takes into account the number of stock options, if any, previously granted to each Named Executive Officer, and the exercise price of any outstanding stock options to closely align the interests of the Named Executive Officers with the interests of shareholders and to ensure that such grants are in accordance with the policies of the TSX Venture Exchange ("**TSXV**").

Compensation Risk

The Board and its Committees have not proceeded to an evaluation of the implications of the risks associated with the Company's compensation policies and practices.

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a policy to prohibit NEOs and directors from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Other Compensation/Perquisites

The Company's executive employee benefit program includes life, medical, dental and disability insurance and parking privileges. Such benefits and perquisites are designed to be competitive with equivalent positions in comparable organizations in Canada.

Pension Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

<i>PLAN CATEGORY</i>	<i>NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS</i>	<i>WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS</i>	<i>NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A))</i>
Equity compensation plans approved by securityholders	4,682,500	\$0.15	3,907,541
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	4,682,500	\$0.15	3,907,541

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at May 6, 2019, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries or to another entity which is the subject of a guarantee, support agreement,

letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

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

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

in relation to a securities purchase program or other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person, proposed nominee for election as a Director of the Company, and no associate or affiliate of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction since the beginning of the Company's most recently completed financial year or in any proposed transaction, which in either such case has materially affected or could materially affect the Company or any of the Company's subsidiaries.

An "informed person" means:

- (a) a Director or executive officer of the Company;
- (b) a Director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, the Company's voting securities or who exercises control or direction over the Company's voting securities or a combination of both carrying more than 10 percent of the voting rights attached to all the Company's outstanding voting securities other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of the Company's securities, so long as the Company holds any of its securities.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out under "Approval and Ratification of Stock Option Plan" in the section below "MATTERS TO BE ACTED UPON", no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of Directors or the appointment of auditors.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of

these guidelines and, as prescribed by National Instrument 58-101, discloses its corporate governance practices.

Independence of Members of Board

The Company's present Board consists of five directors, four of whom are independent based upon the tests for independence set forth in NI 52-110.

Of the six directors standing for election at the Meeting, five Directors are independent – Doug Ramsey is not independent as he is the President and CEO of the Company.

Management Supervision by Board

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are involved in reviewing and supervising the operations of the Company and have full access to management. Further supervision is performed through the audit committee which has all independent directors who meet with the Company's auditors without management being in attendance.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

Participation of Directors in Board Meetings

No physical meetings of the directors of the Company were held. The directors of the Company were continually updated on the activities of the Company by a number of face to face meetings to review potential transaction opportunities, regular telephone conversations, conference calls, email communication and memoranda.

Orientation and Continuing Education

The Board of Directors ensures that all new Directors receive orientation regarding the role of the Board, its committees and Directors, and the nature and operations of the Company through a series of meetings, telephone calls and other correspondence. Technical presentations are conducted at most Board meetings to ensure that the Directors maintain the skills and knowledge necessary for them to meet their obligations as Directors of the Company.

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

Board members have full access to the Company's records.

Ethical Business Conduct

The Board of Directors of the Company has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems. To facilitate meeting this responsibility

the Board of Directors seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business out in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

- encourages management to consult with legal and financial advisors to ensure the Company is meeting those requirements.
- is cognizant of the Company's timely disclosure obligations and reviews material disclosure documents such as financial statements and Management's Discussion and Analysis prior to their distribution.
- relies on its Audit Committee to annually review the systems of internal financial control and discuss such matters with the Company's external auditor.
- monitors the Company's compliance with the Board's directives and ensures that all material transactions are thoroughly reviewed and authorized by the Board before being undertaken by management.
- has established a 'whistleblower' policy which details complaint procedures for financial and other concerns.

In addition, the Board must comply with the conflict of interest provisions of the *Business Corporations Act (British Columbia)*, as well as the relevant securities regulatory instruments and stock exchange policies, 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

The Board considers the size of the Board on a regular basis and has determined six as an appropriate number of members for the Board for the ensuing year. The members of the Board of Directors have been chosen on the basis of their skill, expertise and experience in the resource exploration industry and other businesses, as well as their ability to actively contribute on the broad range of issues with which the Board or the Company must deal.

The Company's Corporate Governance and Nominating Committee assumes responsibility for, among other things, assessing the size and makeup of the Board of Directors. The Committee is responsible for proposing new nominees to the Board when deemed necessary, and for the evaluation and assessment of Directors on a regular basis.

Other Board Committees

As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors, the Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

The Board of Directors of the Company has not established any formal procedures for assessing the performance of the Board or its committees and members. Generally, those responsibilities have been carried out on an informal basis by the Board of Directors itself. Furthermore, it is the view of the Board that, in light of its small size and the close and open relationship among its members, the formality of a committee would not be as effective as the current arrangement and is unnecessary.

AUDIT COMMITTEE RESPONSIBILITIES AND ACTIVITIES

The Audit Committee's Charter

Mandate

The Audit Committee (the "**Committee**") shall provide assistance to the Board of Directors of the Company in fulfilling its oversight responsibilities with respect to the Company's financial statements and reports and the financial reporting process. In so doing, it is the responsibility of the Committee to ensure free and open communication between the directors of the Company, the independent auditors and the financial management of the Company and monitor their performance.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's annual financial statements and for reviewing the Company's interim financial statements.

Composition and Meetings

The Committee is to be composed of a majority of Directors who are independent of the management of the Company and are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as committee members. The Committee's members should be financially literate and possess public company experience. The Committee will meet at least annually, with the authority to convene additional meetings as circumstances require. The Board of Directors shall appoint the members of the Committee and the Committee Chairperson.

A majority of the members of the Committee shall constitute a quorum and all actions of the Committee shall be taken by a majority of the members present at the relevant meetings. Meetings of the Committee shall take place in person or by telephone or shall be called by the Chairperson of the Committee. Meetings may also be called by any member of the Committee or the Chair of the Board, the CEO or the CFO of the Company or by the Auditors. Unless otherwise specified by the Chairperson of the Committee, the Corporate Secretary shall act as the Secretary of the Committee and shall provide the Chair of the Board and each member of the Committee with notice of meetings of the Committee and shall be entitled to attend such meetings. The Chair of the Committee or the Committee may require any officer or employee of the Company to attend a Committee meeting and further, may invite any such other individual to attend a Committee meeting as deemed appropriate or advisable.

Responsibilities

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure that the accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality. In carrying out these responsibilities, the Committee will:

- Review and recommend for approval to the Board the annual and quarterly financial statements of the Company. Included in this review is assessing the use of management estimates in the preparation of the financial statements. The Committee is responsible for reviewing the Company's systems so as to limit the potential for material misstatement in the financial statements and so that the financial statements are complete and consistent with information known to the Committee;

- Review the appointment and retention (subject to Board and Shareholder approval) of the independent auditors, their compensation, and the oversight of their work, including resolution of disagreements between management and the independent auditors. The independent auditors will report directly to the Committee;
- Establish and implement policies and procedures for the pre-approval of allowable services provided by the independent auditors that are intended to safeguard the independence of the external auditors;
- Meet with the independent auditors and financial management of the Company to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors;
- Review with the independent auditors, the Company's financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls and systems of the Company, and elicit any recommendations for the improvement of such internal controls procedures and systems or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper. Further, the Committee periodically should review the Company's policy statements to determine their appropriateness;
- Review the Company's hedging systems and policies, as they may exist from time to time;
- Review the financial statements contained in the annual report to shareholders with management and the independent auditors to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders. Any changes in accounting policy should be reviewed by the Committee;
- Review the interim and annual financial statements and disclosures under management's discussion and analysis ("**MD&A**") of financial condition and results of operations with both management and external auditors prior to the release of all such reports;
- Provide sufficient opportunity for the independent auditors to meet with the members of the Committee without members of management present. Among the items to be discussed in these meetings are the independent auditors' evaluation of the Company's financial, accounting personnel, and the cooperation that the independent auditors received during the course of the audit;
- Review accounting and financial human resources succession planning within the Company. As a part of this review, the Committee will review the Company's policy regarding partners, employees, and former partners and employees of the present and former external auditors;
- Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board of Directors;
- Establish procedures for dealing with the receipt, retention, and treatment of complaints received by the Company regarding accounting activities, internal accounting controls or audit matters. Also, part of these procedures will ensure that such complaints will be

handled in a confidential manner with no recourse to the party or parties that have lodged such complaints;

- Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside advisors, including legal counsel for this purpose if, in its judgment, that is appropriate;
- Review its own performance on a continual basis and make recommendations to the Board for changes to this Audit Committee Mandate and the composition of the Committee;
- Have the right for the purpose of performing its duties to inspect all the books and records and any matters relating to the financial position of the Company with the officers, employees or external parties, including the external auditor, all of whom are expected to cooperate.

Policies and Procedures

Subject to the requirements above, the policies and procedures of the Committee should remain flexible in order to enable it to react to changes and circumstances and conditions so as to ensure that the corporate accounting reporting practices of the Company are in accordance with all applicable legal and regulatory requirements and current best practices. The policies and procedure outlined below are meant to serve as guidelines rather than inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill these responsibilities.

For the purposes of performing their duties, the members of the Committee shall have the right to inspect all books, records and accounts of the Company and to discuss books, records, accounts and any other matters relating to the financial position of the Company directly with the internal financial management of the Company, the external auditors and/or the Company's counsel.

While the Committee has the responsibility and powers set forth in this mandate, the Committee's mandate and function is one of oversight. It is not the duty of the Committee to plan or conduct internal or external audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Such functions are the responsibility of the financial management of the Company and/or the external auditors. Nor is it the duty of the Committee to conduct investigations to resolve disagreements, if any, amongst the financial management of the Company and/or the external auditors or to ensure compliance with applicable laws and regulations. Nothing in these policies is intended to expand applicable standards of liability under statutory or regulatory requirements for the Directors of the Company or members of the Committee. Each member of the Committee is entitled to rely on (1) the integrity of those persons or organizations within and outside the Company from which it receives information, (2) the accuracy of financial and other information provided by such persons or organizations, except where the Committee member has actual knowledge to the contrary, which shall be reported to the Board promptly, and (3) representations made by management as to all audit and non-audit relationships with and/or services provided by the external auditors.

Composition of the Audit Committee

The following directors are the current members of the Committee:

Bill Koutsouras	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Robert McKnight	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Lorne Anderson	Independent ⁽¹⁾	Financially literate ⁽¹⁾

(1) As defined by National Instrument 52-110 ("**NI 52-110**").

Relevant Education and Experience

Collectively, the members of the Committee have considerable skill and professional experience in business, finance and accounting. The specific experience and education of each current member that is relevant to the performance of his responsibilities of a member of the Committee is set out below.

Bill Koutsouras

Mr. Koutsouras is an international mining financier and financial operator for the mining sector. He was Executive Vice President and Chief Financial Officer at Endeavour Mining from 2002 to 2011, a mining-focused merchant bank, where he directed and managed the Endeavour group of companies. Mr. Koutsouras was primarily responsible for investment activities, financial operations and financial advisory mandates where he was involved in over \$25 billion of M&A transactions and in excess of \$4 billion of financing for junior to mid-tier resource companies. He is the principal of Kouts Capital, a strategic advisory and consultancy company to natural resource companies. Mr. Koutsouras is a director of Namibia Rare Earths Inc. [TSX:NRE] and Alexander Nubia International Inc. [TSXV: AAN]. He is a Chartered Accountant and Chartered Financial Analyst and is a member of the Canadian Institute of Chartered Accountants and the CFA Institute.

Robert McKnight

Mr. McKnight is a Professional Engineer and MBA with over 35 years of experience in the resources business with extensive knowledge of corporate and project finance, mergers and acquisitions, feasibility studies and valuations. Mr. McKnight is a geological engineer by training with broad experience in the mining sector having held senior roles with Brascan Resources, Wright Engineers, Getty Resources, TOTAL S.A., Endeavour Financial, Runge Pincock, AMEC FW, Yukon Zinc, Selwyn Resources & Nevada Copper. He is currently Executive Vice-President and CFO of Nevada Copper Corp. Mr. McKnight is graduate of the University of British Columbia In Geological Engineering with an MBA from Simon Fraser University.

Lorne Anderson

Mr Anderson is a Chartered Accountant. He has been an independent Financial Consultant to the minerals industry since 1998. Since 1998 he has served on the Boards of several mineral companies listed on the Toronto Stock Exchange and the TSX Venture Exchange. From 1988 to 1998 Mr. Anderson with the Chief Financial Officer and Treasurer of Glamis Gold Ltd. From 2010 to 2015 Mr. Anderson was a director of Tahoe Resources Inc. listed on the Toronto Stock Exchange and New York Stock Exchange. He has over 20 years of experience in the mining industry, during which time he has been involved with administration, both equity and bank financings, and investor relations programs.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditor Service Fees (By Category)

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

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
December 31, 2018	\$21,000	-	-	-
December 31, 2017	\$8,420	-	-	-

Exemption

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

MATTERS TO BE ACTED UPON

Election of Directors

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. The shareholders will be asked to pass an ordinary resolution to set the number of Directors of the Company at six for the next year, subject to any increases permitted by the Company's articles. In the absence of instructions to the contrary, the enclosed proxy will be voted for the election of the nominees listed below. The Company is required to have an Audit Committee, the members of which are set out below.

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, and each other person whose term of office as a Director will continue after the Meeting, is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years</i>	<i>Previous Service as a Director</i>	<i>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽¹⁾</i>
Bill Koutsouras ⁽²⁾⁽³⁾⁽⁴⁾ Director Cayman Islands	President of Kouts Capital.	Since August 7, 2012	25,500 ⁽⁵⁾
Robert McKnight ⁽²⁾⁽³⁾⁽⁴⁾ Director British Columbia, Canada	CFO and Executive Vice-President of Nevada Copper Corp.	Since January 30, 2017	Nil

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽¹⁾
Lorne Anderson ⁽²⁾ Director British Columbia, Canada	Independent Financial Consultant to the minerals industry.	Since December 14, 2017	20,000
Loy Chunpongtong Director Alberta, Canada	Mining engineer until 2014. Retired since 2014.	Since December 8, 2018	2,800,000
Sue Craig Nominee Yukon, Canada	Director Government & Community Relations, Aurico Metals; VP Government & Community, Metallic Minerals; Advisor Sustainability Yukon, Newmont; VP Community & Environment, Kutcho Copper.	Nominee	Nil
Doug Ramsey Nominee British Columbia, Canada	President and CEO of the Company from January 2019 to present; Vice-President Sustainability and Environmental Affairs of the Company from February 2012 to December 31, 2018.	Nominee	1,934,167

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at May 6, 2019 based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.

(2) Member of Audit Committee.

(3) Member of Compensation Committee.

(4) Member of Corporate Governance and Nominating Committee.

(5) Common Shares are held indirectly through Kouts Capital.

Corporate Cease Trade Orders or Bankruptcies

No proposed director of the Company (including any personal holding company of a director) is, or within the ten years prior to the date of this Information Circular has been:

- (a) a director, chief executive officer, or, chief financial officer of any company, including the Company, that while that person was acting in that capacity, was the subject of a cease trade order or similar order, including a management cease trade order whether or not that person was named in such order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) a director, chief executive officer, or, chief financial officer of any company, including the Company, that was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days that was issued after that person ceased to be a director, chief executive officer or chief financial officer of the company and which resulted from an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer of the company; or

- (c) director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Individual Bankruptcies

No proposed director of the Company has, within the ten years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

Penalties and Sanctions

No proposed director of the Company has, within the past 10 years 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 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 directors of the Company.

Other Directorships

The following proposed directors of the Company hold directorships in other reporting issuers as set out below:

<i>Name of Director</i>	<i>Name of Other Reporting Issuer</i>
Bill Koutsouras	Aton Resources Inc.
Robert McKnight	Nevada Copper Corp.

Appointment of Auditor

The Company will move to re-appoint PricewaterhouseCoopers LLP, Chartered Accountants, of Vancouver, British Columbia as the auditor of the Company, at a remuneration to be negotiated between the auditor and the Directors.

Approval and Ratification of Stock Option Plan

See “*Statement of Executive Compensation – Stock Option Plans and other Incentive Plans*” for a summary of the material terms of the Company's Stock Option Plan.

Under the TSX Venture Exchange's policy, all rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis. Therefore, at the Meeting, shareholders will be asked to pass a resolution in the following form:

"RESOLVED that the Company approve and ratify the 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 to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with

a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person within a one year period."

The full text of the Stock Option Plan will be available for review at the Meeting.

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

Other Business

Approval of such other business as may properly come before the meeting or any adjournment thereof.

Save for the matters referred to herein, management knows of no other matters intended to be brought before the Meeting. However, if any matters which are not now known to management shall properly come before the Meeting, the Proxy given pursuant to this solicitation by Management will be voted on such matters in accordance with the best judgement of the person voting the Proxy, in the event such discretionary authority is provided in the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on the Company's profile page on SEDAR at www.sedar.com. Shareholders may contact the Company at (604) 398-3210 to request copies of the Company's financial statements and MD&A.

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

BOARD APPROVAL

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

DATED at Vancouver, BC, this 6th day of May, 2019.

ON BEHALF OF THE BOARD

"D. Ramsey"

President and Chief Executive Officer