

JESSY VENTURES CORP.

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 15, 2020**

AND

MANAGEMENT INFORMATION CIRCULAR

DATED APRIL 13, 2020

JESSY VENTURES CORP.

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 15, 2020**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of Shareholders of Jessy Ventures Corp. (the “**Corporation**”) will be held at Suite 605 – 815 Hornby Street, Vancouver, B.C., V6Z 2E6 on Friday, May 15, 2020 at 2:00 PM (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended April 30, 2019, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at four (4);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint the auditors for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution affirming, ratifying and approving the Corporation’s 10% rolling stock option plan, as more particularly described in the accompanying management information circular (the “**Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is April 8, 2020 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Corporation, so as to arrive not later than 2:00 PM (Vancouver time) on May 6, 2020, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at www.investorvote.com, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this 13th day of April, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“*Anthony Zelen*”

Anthony Zelen

Chief Executive Officer & Director

**JESSY VENTURES CORP.
MANAGEMENT INFORMATION CIRCULAR**

(As at April 13, 2020, except as otherwise indicated)

SOLICITATION OF PROXIES

This management information circular (“Circular”) is provided in connection with the solicitation of proxies by management of Jessy Ventures Corp. (the “Corporation”) for use at an annual general and special meeting (the “Meeting”) of the holders (“Shareholders”) of common shares (“Common Shares”) in the capital of the Corporation. The Meeting will be held on Friday, May 15, 2020 at 2:00 PM (Vancouver time) at Suite 605 – 815 Hornby Street, Vancouver, B.C., V6Z 2E6 or at such other time or place to which the Meeting may be adjourned, for the purposes set forth in the notice of annual general and special meeting accompanying this Circular (the “Notice”).

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of electronic communication. In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

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

Accompanying this Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting (a “Proxy”). Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and all Shareholders are urged to vote on matters to be considered in person or by proxy.

All time references in this Circular are references to Vancouver, British Columbia, Canada time.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper Proxy to Computershare Investor Services Ltd. (the “Transfer Agent”), at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1.

The persons named as proxyholders in the Proxy accompanying this Circular are directors or officers of the Corporation, or persons designated by management of the Corporation, and are representatives of the Corporation’s management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the management nominee designated in the Proxy may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person’s name in the blank space provided in the accompanying Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to the Transfer Agent, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Proxy should notify such alternative nominee of the appointment, obtain the nominee’s consent to act as proxy, and provide instructions on how the Common Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the Proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy).

In order to validly appoint a proxy, Proxies must be received by the Transfer Agent, at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment or postponement thereof. After such time, the chairman of the Meeting may accept or reject a Proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late Proxy.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Corporation or the Transfer Agent at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any postponement or adjournment thereof at which the proxy is to be used, or deposited with the chairman of such Meeting on the day of the Meeting, or any postponement or adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Also, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chairman before the proxy is exercised) and vote in person (or withhold from voting).

Signature on Proxies

The Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. A Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

Each Shareholder may instruct his, her or its proxy how to vote his, her or its Common Shares by completing the blanks on the Proxy.

The Common Shares represented by the enclosed Proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. In the absence of such direction, such Common Shares will be voted FOR THE RESOLUTIONS DESCRIBED IN THE PROXY AND BELOW. If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the accompanying Proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by a valid Proxy will be voted in favour of the election of nominees set forth in this Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the date of this Circular, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to a substantial number of the Shareholders who do not hold their Common Shares in their own names. Shareholders who do not hold their Common Shares in their own names (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name 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 nominees for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. **Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. or other brokers/agents are held.** Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

Non-registered holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as “non-objecting beneficial owners (“**NOBOs**”). Those non-registered holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as “objecting beneficial owners” (“**OBOs**”).

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

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically provides a scannable voting instruction form in lieu of the Instrument of Proxy, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction forms to Broadridge. Alternatively, Beneficial Shareholders sometimes are provided with a toll-free telephone number or website information to deliver the Beneficial Shareholder’s voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed voting instruction form as directed by Broadridge well in advance of the Meeting.**

All references to Shareholders in this Circular, the Instrument of Proxy and the Notice are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be made available upon request to registered Shareholders who produce proof of their identity.

NOTICE-AND-ACCESS

The Corporation is not sending the Meeting materials to Shareholders using “notice-and-access”, as defined under NI 54-101—*Communication with Beneficial Owners of Securities of a Reporting Issuer*.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Shareholders of record as of April 8, 2020 (the “**Record Date**”) are entitled to receive notice and attend and vote at the Meeting, either in person or by proxy. As at the date of this Circular, the Corporation had 4,000,000 Common Shares issued and outstanding. Each Common Share entitles the holder to one vote in respect of any matter that may come before the Meeting. The outstanding Common Shares are listed on the TSX Venture Exchange under the symbol “SARG”.

To the knowledge of the directors of the Corporation (the “**Directors**”) and executive officers of the Corporation, as of the date of this Circular, no person beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Corporation, except for Chung Yi (Sally) Poon, a former Director of the Corporation, owning 1,200,000 Common Shares, equal to 30% of the issued and outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Corporation (the “**Board**”), the only matters to be brought before the Meeting are set forth in the accompanying Notice. These matters are described in more detail under the headings below.

FINANCIAL STATEMENTS AND AUDITORS’ REPORT

Pursuant to the provisions of the *Business Corporations Act* (British Columbia) and of the Corporation’s Articles, the Corporation will submit to the Shareholders at the Meeting the financial statements of the Corporation for the year ended April 30, 2019 and the auditors’ report thereon, but no vote by the Shareholders with respect thereto is required or proposed to be taken. The Board, upon the recommendation of the Audit Committee (as defined herein), approved the financial statements prior to their disclosure on SEDAR.

APPOINTMENT OF AUDITOR

Management of the Corporation will recommend at the Meeting that Shareholders approve the appointment of Charlton & Company, Chartered Professional Accountants as the Corporation’s auditor to hold office until the next annual general meeting of shareholders at remuneration to be fixed by the Directors.

On March 18, 2020, the Board, upon the recommendation of the Audit Committee, resolved to appoint Charlton & Company, Chartered Professional Accountants as the auditor of the Corporation effective as of March 18, 2020. On the same date, Shim & Associates LLP, Chartered Professional Accountants resigned as the auditor of the Company at the Corporation’s request and the Board resolved to accept such resignation. Shim & Associates LLP, Chartered Professional Accountants has served as the Company’s auditor since incorporation.

As required by section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators, a copy of the Company’s reporting package (which has been filed with the applicable securities regulatory authorities and delivered to each of Charlton & Company, Chartered Professional Accountants and Shim & Associates LLP Chartered Professional Accountants) is attached as Schedule “B” to this Circular and includes:

- (a) the Notice of Change of Auditor prepared in respect of Shim & Associates LLP, Chartered Professional Accountants resignation as the auditor of the Corporation and the Corporation’s appointment of Charlton & Company Chartered Professional Accountants as its new auditor to hold office until the next annual general meeting of the Shareholders;
- (b) the response letter of Shim & Associates LLP, Chartered Professional Accountants with respect to the Corporation’s Notice of Change of Auditor; and
- (c) the response letter of Charlton & Company, Chartered Professional Accountants with respect to the Board’s appointment of Charlton & Company, Chartered Professional Accountants as the successor auditor of the Corporation.

Unless instructed otherwise, **the management designees in the accompanying instrument of proxy intend to vote for the appointment of Charlton & Company, Chartered Professional Accountants as the auditor** of the Corporation to hold office until the next annual general meeting of Shareholders or until a successor is appointed, at remuneration to be fixed by the Directors.

ELECTION OF DIRECTORS

Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Corporation or the *Business Corporations Act* (British Columbia) or he becomes disqualified to act as a director. **In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees listed herein.** Shareholder approval will be sought to fix the number of directors of the Corporation at four (4), subject to such increases as may be permitted by the Corporation’s Articles and the *Business Corporations Act* (British Columbia). If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the Proxy will exercise his or her discretionary authority to vote the shares represented by the Proxy for the election of any other person or persons as directors. Management of the Corporation proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name and Jurisdiction of Residence	Present Position(s) with the Corporation	Present Principal Occupation and Principal Occupation for the Five Preceding Years ⁽³⁾	Director /Officer Since	No. of Common Shares Beneficially Owned, Controlled or Directed ⁽¹⁾
Anthony Zelen British Columbia, Canada	Director and Chief Executive Officer	President of Zelen Consulting Inc., a private company providing consulting services to public and private companies	Director since November 21, 2018 and Chief Executive Officer since April 12, 2019	160,000 Common Shares

Simon Dyakowski ⁽²⁾ British Columbia, Canada	Director	President, CEO and Director of GSP Resource Corp.; independent capital markets consultant; RBC Associate; Bank of Tokyo Associate; Corporate Banking, ACM Advisors Ltd., Senior Fund Analyst	Director since April 11, 2019	190,000 Common Shares
Christopher Dyakowski ⁽²⁾ British Columbia, Canada	Director	Self-employed professional geoscientist (mining & exploration); director of public companies	Director since August 1, 2019	100,000 Common Shares
David Weinkauff ⁽²⁾ Alberta, Canada	Director	President of Next Level Brands, Inc; Previous President and CEO of the Weco Group of Companies	Director since April 11, 2019	160,000 Common Shares

- (1) The number of Common Shares held includes Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the proposed nominee.
- (2) Member of the Audit Committee.
- (3) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Corporation and has been furnished by the respective nominees.

Corporate Cease Trade Orders or Bankruptcies

None of the proposed Directors:

- a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any corporation, including the Corporation, that:
- (i) was the subject of an order which that person was acting in the capacity as director, executive officer or chief financial officer; or
 - (ii) was the subject of an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the Corporation which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- b) is as at the date of this Circular or has been within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual;
- c) 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
- d) 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 security holder in deciding whether to vote for a proposed Director.

For the purposes of the foregoing paragraphs, “order” means:

- a) a cease trade order;
- b) an order similar to a cease trade order; or
- c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

STATEMENT OF EXECUTIVE COMPENSATION

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

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides information regarding compensation paid, payable, awarded to, or earned by the Corporation’s Chief Executive Officer and Chief Financial Officer, (together, the “**Named Executive Officers**”) and any director who is not a Named Executive Officer for the financial year ended April 30, 2019. There were no other executive officers of the Corporation or individuals who individually earned more than \$150,000 in total compensation.

Name and Position	Year ⁽³⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Anthony Zelen CEO and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Tak Tsan (Simon) Tso ⁽¹⁾ CFO, Corporate Secretary and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Simon Dyakowski Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
David Weinkauff Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Chung Yi (Sally) Poon ⁽⁴⁾ Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Konstantin Lichtenwald ⁽²⁾ Director	2019	Nil	Nil	Nil	Nil	Nil	Nil

Note:

- (1) Resigned as CFO, Corporate Secretary and Director on March 17, 2020. Ryan Cheung was appointed as CFO and Corporate Secretary on March 17, 2020.
- (2) Resigned as a Director on August 1, 2019.
- (3) The Corporation was incorporated on November 21, 2018.
- (4) Resigned as a Director on March 17, 2020.

Compensation Discussion and Analysis

As of the date of this Circular, the Corporation is designated as a Capital Pool Company (“**CPC**”), under TSX Venture Exchange policies, as such it is not permitted to compensate its Directors and officers until such time as it has completed its qualifying transaction (the “**Qualifying Transaction**”), as defined under TSX Venture Exchange policies. Accordingly, other than option-based awards pursuant to the Corporation’s stock option plan (the “**Stock Option Plan**”), the Corporation does not have any long-term incentive plans, including any supplemental executive retirement plans.

Following completion of the Qualifying Transaction, the objectives of the Corporation’s compensation program will be to attract, hold and inspire performance by members of senior management of a quality and nature that will enhance the growth of the Corporation and the independent Directors of the Corporation will have the responsibility for determining compensation for Named Executive Officers and other senior executives of the Corporation.

To determine future compensation payable, the independent Directors will review compensation paid to Named Executive Officers and other senior executives of companies of a similar size and stage of development in the Corporation’s industry sector and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers while taking into account the financial and other resources of the Corporation. It is expected that the Corporation’s executive compensation program will be comprised of a combination of the following: an

annual base salary, and, where appropriate, incentive stock options (“**Stock Options**”). The Stock Option award component of the program will be designed to reward long term commitment of executives to sustainable growth of the Corporation and annual salary ranges will be based on the level of responsibility and the importance of the executive’s position to the Corporation’s future objectives, the level of experience of the executive officer, and competitiveness with the base salaries paid by comparative companies.

APPROVAL OF STOCK OPTION PLAN

Stock Option Plans and Other Incentive Plans

The Corporation has adopted a Stock Option Plan which provides eligible directors, officers, employees and consultants with the opportunity to acquire an ownership interest in the Corporation and is the basis for the Corporation’s long-term incentive scheme. The Stock Option Plan has not been previously approved by the shareholders of the Corporation. The key features of the Plan are as follows:

- The maximum number of common shares issuable under the Stock Option Plan may not exceed in aggregate such number of common shares as is equal to 10% of the common shares issued and outstanding at the time of such grant; provided that, if the Corporation is a capital pool company (“**CPC**”), such number cannot exceed 10% of the aggregate number of common shares issued and outstanding upon completion of the Corporation’s initial public offering.
- The Stock Options have a maximum term of ten years from the date of issue.
- The Stock Options vest as the board of directors of the Corporation may determine upon the award of the options.
- The exercise price of options granted under the Stock Option Plan shall be determined by the board of directors but shall not be lower than the last closing price for common shares of the Corporation as quoted on the TSX Venture Exchange, less any discount permitted by the TSX Venture Exchange, on the date of grant of the option, and provided that, if the Corporation is a CPC, the exercise price shall not be lower than \$0.10.
- The expiry date of an option shall be the earlier of the date fixed by the Corporation’s board of directors on the award date, and: (a) in the event of the death or disability of the option holder while he or she is a director, officer, employee or consultant, 12 months from the date of death or disability of the option holder; (b) in the event that the option holder ceases to be a director, employee or consultant other than by reason of death or disability, 90 days following the date the option holder ceases to be a director, employee or consultant (provided that if the Corporation is a CPC and the optionee does not carry on as a director, officer, consultant or employee of the Corporation upon completion of the Corporation’s Qualifying Transaction, the options shall be exercisable until the later of 12 months after the completion of such Qualifying Transaction and the 90th day after the Optionee ceases to be a director, officer, consultant or employee for any reason other than death, disability or cause); (c) the 30th day after the optionee who is engaged in investor relations activities for the Corporation ceases to be employed to provide investor relations activities; and (d) the date on which the optionee ceases to be a director, officer, consultant or employee by reason or termination of the optionee as an employee or consultant of the Corporation for cause (which, in the case of a consultant, includes any breach of an agreement between the Corporation and the consultant).

The Stock Option Plan may be terminated at any time by resolution of the board of directors, but any such termination will not affect or prejudice rights of participants holding options at that time. If the Plan is terminated, outstanding options will continue to be governed by the provisions of the Stock Option Plan. The Stock Option Plan is administered by the Board. The Stock Option Plan is subject to the rules and policies of the TSX Venture Exchange. **Unless instructed otherwise, the management designees in the accompanying instrument of proxy intend to vote FOR the resolution to affirm, ratify and approve the Stock Option Plan.**

A copy of the Stock Option Plan is available on SEDAR at www.sedar.com.

The text of the ordinary resolution regarding this matter is as follows:

“BE IT RESOLVED THAT:

1. the 10% rolling stock option plan (the “**Option Plan**”) of Jessy Ventures Corp. (the “**Corporation**”) as described in the management information circular and proxy statement of the Corporation dated April 13, 2020, as may be amended

by the board of directors as required by applicable securities regulatory authorities or stock exchange, is hereby affirmed, ratified and approved;

2. the form of the Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities or stock exchange without requiring further approval of the shareholders of the Corporation;

3. the shareholders of the Corporation hereby expressly authorize the board of directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and

4. any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.”

Stock Options and Other Compensation Securities

The Corporation did not issue compensation securities in the most recently completed financial year ended April 30, 2019 for services provided or to be provided, directly or indirectly, to the Corporation. As of the date of this Circular, the Corporation had 400,000 Stock Options outstanding.

Employment, Consulting and Management Agreements

During the most recently completed financial year ended April 30, 2019, (i) the Corporation had no contract, agreement, plan or arrangement under which compensation was provided or is payable in respect of services provided to the Corporation that were: (a) performed by a Director or Named Executive Officer, or (b) performed by any other party, but are services typically provided by a Director or a Named Executive Officer, (ii) the Corporation had no agreements or arrangements which provided for payments to a Named Executive Officer or Director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Corporation or a change in responsibilities of the NEO or Director following a change in control.

Estimated Incremental Payments on Change of Control

The Corporation has no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries or a change in responsibilities of the NEO following a change in control.

Pension Plan Benefits

The Corporation does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement. The Corporation has no defined benefit or actuarial plans.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth all compensation plans under which equity securities of the Corporation are authorized for issuance as of the end of the financial year ended April 30, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding Options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans ⁽²⁾
Equity compensation plans approved by securityholders	N/A	N/A	N/A
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	N/A	N/A	N/A

Note:

(1) As at April 30, 2019, the Corporation had no Stock Options outstanding.

(2) The Corporation implemented a Stock Option Plan in April 2019.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at April 13, 2020, no individual who is or was a director, executive officer or employee of the Corporation or any of its subsidiaries, any proposed nominee for election as a director of the Corporation or any associate of such director or officer, is or was, at the end of the most recently completed financial year, indebted to the Corporation or any of its subsidiaries since the beginning of the most recently completed financial year of the Corporation, or is or has been indebted to another entity that is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries during that period.

CORPORATE GOVERNANCE DISCLOSURE

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

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

Board of Directors

Independence of Members of Board

The Board is currently composed of four Directors. The three independent Directors are Simon Dyakowski, Chris Dyakowski, and David Weinkauff. Anthony Zelen is not independent as he is the CEO of the Corporation.

Management Supervision by Board

The Board has determined that the current constitution of the Board is appropriate for the Corporation’s current stage of development. Independent supervision of management is accomplished by choosing management that demonstrates a high level of integrity and ability and strong independent Board members.

Participation of Directors in other Reporting Issuer

The following Directors presently hold directorships in other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as set out below.

Name	Name of Reporting Issuer
Antho Zelen	BIGG Digital Assets Inc. Paloma Resources Inc. QMC Quantum Minerals Corp. Fitch Street Capital Corp.
Simon Dyakowski	GSP Resource Corp. Tri Capital Opportunities Corp.
Chris Dyakowski	GSP Resource Corp.

Orientation and Continuing Education

While the Corporation does not have formal orientation and training programs, new Board members will be provided with:

- a) Information respecting the functioning of the Board, committees and copies of the Corporation’s corporate governance policies;
- b) Access to recent, publicly filed documents of the Corporation; and

c) Access to management.

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 Corporation's operations. Board members have full access to the Corporation's records.

Ethical Business Conduct

The Board views good corporate governance and ethical business conduct as an integral component to the success of the Corporation and to meet responsibilities to its Shareholders. Due to the size of the Corporation and its present level of activity, the Corporation has not adopted a Code of Conduct or taken formal steps to encourage or promote a culture of ethical business conduct.

Nomination of Directors

The Board has assumed responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill the perceived need on the Board based on the industry sector the Corporation intends to enter for required skills, expertise, independence and other factors complementing the industry sector pursued.

Board Committees

The Board currently has no standing committees other than the audit committee ("**Audit Committee**") of the Board. The Audit Committee is appointed by the Board to assist in monitoring: (i) the integrity of the financial statements of the Corporation; (ii) the compliance by the Corporation with the legal and regulatory requirements; and (iii) the qualification, appointment, independence and performance of the Corporation's external auditors and senior financial executives.

Assessments

The Board monitors the adequacy of information given to Directors, the communications between the Board and management and the strategic direction and processes of the Board and its Audit Committee, to satisfy itself that the Board, its Audit Committee and its individual Directors are performing effectively.

AUDIT COMMITTEE

Mandate

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and Shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements.
- Review and appraise the performance of the Corporation's external auditors.
- Provide an open avenue of communication among the Corporation's auditors, financial and senior management and the Board.

The Audit Committee Charter sets out the responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Board. A copy of the Terms of Reference for the Audit Committee is attached hereto as Schedule "A".

Composition of the Audit Committee

The Audit Committee shall be comprised of three Directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

The following are the members of the Audit Committee:

Simon Dyakowski	Independent ¹	Financially literate ¹
Chris Dyakowski	Independent ¹	Financially literate ¹
David Weinkauf	Independent ¹	Financially literate ¹

¹ As defined by National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

The members of the Audit Committee shall be elected or appointed by the Board at its first Director’s meeting following the Meeting. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Relevant education and experience

All members of the Audit Committee have:

- a) an understanding of the accounting principles used the Corporation 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 breath and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements, or experience actively supervising one or more individuals engaged in such activities; and
- c) an understanding of internal controls and procedures for financial reporting.

The relevant education and/or experience of each member of the Audit Committee is as follows:

Simon Dyakowski: Simon Dyakowski is President, CEO, and Director of GSP Resource Corp. (TSXV:GSPR), a publicly-traded mineral exploration company. He has over ten years of corporate finance, corporate development, and capital markets advisory experience. He holds an MBA - Finance from the University of British Columbia, is a CFA charterholder, and holds an undergraduate Finance degree from the University of Western Ontario. His recent focus is advising venture stage and growth oriented public market issuers on deal structuring, capital markets, and corporate development strategies. He previously held relationship coverage roles at the Bank of Tokyo-Mitsubishi UFJ and Royal Bank of Canada dealing with investment grade and mid-market Canadian corporate clients in the Energy, Power & Utilities, Forest Products, and Diversified Industries sectors. His professional experience is rooted in equity research and investment advisory roles he held at Salman Partners and Leede Financial. His coverage universe included publicly held companies in the Mining, Energy, Forest Products, Heavy Industrial, and special situations sectors.

David Weinkauf: David Weinkauf’s career has been focused on the real-estate industry. Mr. Weinkauf was recognized as Calgary’s top 40 under 40 in 2004 and was nominated for Canada’s top 40 under 40 in 2006 after graduating from the University of Calgary in 1993, with a Bachelor of Commerce Degree focused on Marketing and Finance. Mr. Weinkauf’s volunteer work has been extensive including sitting as a member of the board of directors of Children’s Wish Foundation of Alberta and the NWT and sitting on as the President of the advisory committee to Calgary Economic Development.

Chris Dyakowski: Christopher Dyakowski is a mining exploration geologist and consultant and has practiced his profession since 1992. He has been a member in good standing of the Association of Professional Engineer and Geoscientists of British Columbia since 1992. He has a Bachelor of Science (Geology) Degree from the University of British Columbia (1975). Mr. Dyakowski has served as an officer and director of many public reporting issuers in Canada.

Meetings

The Audit Committee shall meet at least annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the external auditors.

Responsibilities and Duties

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

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the Shareholders.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for Shareholder approval.
- (f) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- (g) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.

Other

Review any related-party transactions.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation 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 National Instrument 52-110.

The Corporation is relying on the exemption provided by Section 6.1 of NI-52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Corporation from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110 and allows for the short form of disclosure of audit committee procedures set out in form 52-110F2 and disclosed in this Circular.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services but will not review the engagement of all such services.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors for the financial year ended April 30, 2019 are as follows:

Financial Year Ending	Audit Fees (\$)	Audit Related Fees	Tax Fees	All Other Fees
April 30, 2019	5,250	Nil	Nil	Nil

AUDITOR

On March 18, 2020 the Board, upon the recommendation of the Audit Committee, resolved to appoint Charlton & Company, Chartered Professional Accountants at 1630 – 609 Granville Street, Vancouver, B.C., V7Y 1A1 as the auditor of the Corporation effective as of March 18, 2020. On the same date, Shim & Associates LLP, Chartered Professional Accountants resigned as the auditor of the Corporation at the Corporation's request and the Board resolved to accept such resignation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, no director or executive officer nor any of their associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of Common Shares or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors of the Corporation. Certain of the directors and officers may be considered as having an interest in the affirmation, ratification and approval of the Option Plan given their eligibility for Option grants thereunder.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no insider of the Corporation, nor the proposed Nominees for election as directors of the Corporation, nor any associate or affiliate of such insider or proposed nominee, has any material interest, direct or indirect, in any transaction since the beginning of the last financial year of the Corporation, or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

Other Matters

Management knows of no other matters to come before the Meeting of Shareholders other than referred to in the notice of Meeting. However, if any other matters which are not known to the management of the Corporation shall properly come before the said Meeting, the form of proxy given pursuant to the solicitation by management of the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management's discussion and analysis by sending a written request to 605 – 815 Hornby Street, Vancouver, British Columbia, V6Z 2E6, Attention: Chief Financial Officer. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its fiscal year ended April 30, 2019, which are also available on SEDAR.

Approval of the Directors

The contents of this Circular and the sending thereof to the Shareholders of the Corporation have been approved by the Board.

April 13, 2020

BY ORDER OF THE BOARD OF DIRECTORS

“Anthony Zelen”

Anthony Zelen, Chief Executive Officer & Director

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SCHEDULE "A"

AUDIT COMMITTEE CHARTER

[SEE ATTACHED]

JESSY VENTURES CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Jessy Ventures Corp. (the “**Company**”) is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company’s financial statements;
- (b) the Company’s compliance with legal and regulatory requirements, as they relate to the Company’s financial statements;
- (c) the qualifications, independence and performance of the Company’s auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company’s internal audit function;
- (f) consideration and approval of certain related party transactions; and
- (g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

- (i) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- (ii) communicate directly with the Company’s auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. A majority of the Committee’s members must be “independent” and “financially literate” as such terms are defined in applicable securities legislation.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Toronto Stock Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

(a) Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

- (i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;
- (iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;
- (iv) discussing with management any significant variances between comparative reporting periods; and
- (v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) Auditor

The Committee is responsible for recommending to the Board:

- (i) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) Accounting Policies

The Committee is responsible for:

- (i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and

(v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

(i) uncertainty notes and disclosures; and

(ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) Controls and Control Deviations

The Committee is responsible for reviewing:

(i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and

(ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) Compliance with Laws and Regulations

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

(i) tax and financial reporting laws and regulations;

(ii) legal withholdings requirements;

(iii) environmental protection laws; and

(iv) other matters for which directors face liability exposure.

(h) Related Party Transactions

All transactions between the Company and a related party (each a “related party transaction”), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term “related party” includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the *Securities Act* (British Columbia)), as well as all entities with common directors, officers, employees and consultants (each “general related parties”), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company’s outstanding voting securities (each “10% shareholders”).

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company’s auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chair of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential

fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chair of the Audit Committee. Should a new Chair be appointed prior to the updating of this document, current Chair will ensure that the whistleblower is able to reach the new Chair in a timely manner. In the event that the Chair of the Audit Committee cannot be reached, the whistleblower should contact the Chair of the Board of Directors. Access to the names and place of employment of the Company's Directors can be found in the Company's website.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

SCHEDULE "B"
CHANGE OF AUDITOR REPORTING PACKAGE
[SEE ATTACHED]

NOTICE OF CHANGE OF AUDITOR
(National Instrument 51-102 – *Continuous Disclosure Obligations*)

TO: British Columbia Securities Commission
Alberta Securities Commission

AND TO: Shim & Associates LLP, Chartered Professional Accountants (“Shim”)

AND TO: Charlton & Company, Chartered Professional Accountants (“Charlton”)

Jessy Ventures Corp. (the “**Company**”) hereby gives notice that, at the request of the Company, Shim has resigned as auditor of the Company effective March 18, 2020 (the “**Resignation Date**”). The Company appoints Charlton, effective as of the Resignation Date, as auditor of the Company to hold office until the next annual general meeting of the shareholders of the Company.

TAKE FURTHER NOTICE THAT:

- (a) there have been no modified opinions in Shim’s auditor’s report for the period from incorporation on November 21, 2018 to April 30, 2019 or for any period subsequent to the most recently completed period for which an audit report was issued and preceding the Resignation Date;
- (b) the Company’s Board of Directors and Audit Committee each approved the resignation of Shim and the appointment of Charlton in place of Shim;
- (c) there were no reportable events (as defined in National Instrument 51-102) in connection with Shim’s audit of the Company which occurred prior to their resignation as auditors of the Company; and
- (d) this Notice of Change of Auditor was approved by the Company’s Board of Directors.

DATED this 18th day of March, 2020.

JESSY VENTURES CORP.

By: “Anthony Zelen”
Name: Anthony Zelen
Title: CEO & Director



SHIM & Associates LLP
Chartered Professional Accountants
Suite 970 – 777 Hornby Street
Vancouver, B.C. V6Z 1S4
T: 604 559 3511 | F: 604 559 3501

18 March 2020

British Columbia Securities Commission
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, BC V7Y 1L2

Alberta Securities Commission
Suite 600, 250–5th St. SW
Calgary, Alberta, T2P 0R4

RE: Jessy Ventures Corp. (the “Company”)
Notice Pursuant to National Instrument 51-102 - Change of Auditor (“Notice”)

Dear Sirs:

In accordance with National Instrument 51-102, we have read the information contained in the Notice, dated 18 March 2020, and agree with the information contained therein, based upon our knowledge of the information at this date.

Yours truly,

SHIM & Associates LLP

Chartered Professional Accountants



p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

March 18, 2020

To: TSX Venture Exchange
And to: The British Columbia Securities Commission
And to: The Alberta Securities Commission

Dear Sirs:

**Re: Jessy Ventures Corp. (the “Company”)
Notice Pursuant to National Instrument 51-102 – Change of Auditor**

As required by National Instrument 51-102 of the Canadian Securities Administrators and in connection with our proposed engagement as auditors of the Company, we have reviewed the information contained in the Company’s Notice of Change of Auditor, dated March 18, 2020, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours truly,

CHARLTON & COMPANY

A handwritten signature in blue ink that reads "Charlton & Company".

Per: Signed “*Robert G. Charlton*”