



ALPHA PEAK LEISURE INC.
160 – 170 6751 Graybar Road
Richmond, BC V6W 1H3

Alpha Peak Announces Correction to Management Information Circular

October 5, 2018 – Alpha Peak Leisure Inc. (TSX-V: AAP) (“Alpha Peak” or the “Company”) announces a correction to its management information circular (the “Information Circular”) dated as of September 11, 2018 and filed under the Company’s SEDAR profile on September 14, 2018.

Disclosure in the Information Circular under the heading “Election of Directors” erroneously stated the number of common shares beneficially owned or controlled by Dennis Chi-Wai Tam.

The Company has filed an Amended Management Information Circular under the Company’s SEDAR profile which contains the following corrected disclosure:

Name, Province or Country of Residence and Positions with the Company	Present Principal Occupation	Director Since	Number of Common Shares Beneficially Owned or Controlled ⁽¹⁾
Dennis Chi-Wai Tam, Hong Kong, China Vice-Chairman ⁽⁴⁾⁽⁵⁾⁽⁶⁾	Vice Chairman of the Company	June 2011	3,567,294 (4.95%)

The biography of Mr. Tam was also updated to correct certain biographical information.

About Alpha Peak

The Company, via its wholly-owned subsidiary, Total Wonder Enterprises Limited, has a 40-year operating and development right with the Hailuo Valley Scenic Area Administration for Swallows’ Gully, a national scenic location in China encompassing an area of approximately 593 km.

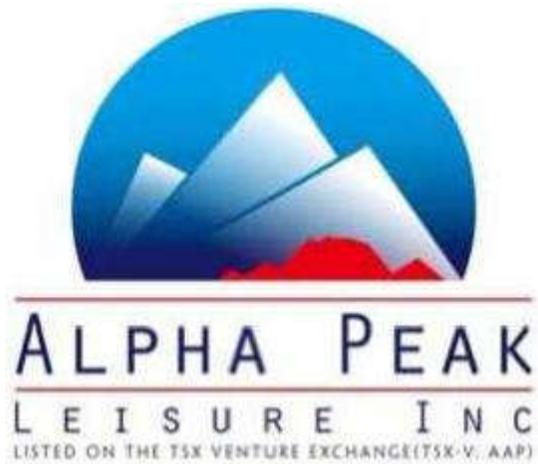
For more information, please contact:

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Forward-Looking Information

Except for statements of historical fact contained herein, information in this press release may constitute “forward-looking information” within the meaning of Canadian securities laws. Other than statements of historical fact, all statements that involve various known and unknown risks, uncertainties and other factors are “forward-looking statements”. There can be no assurance that such statements will prove accurate. Results and future events could differ materially from those anticipated in such statements. Readers of this press release are cautioned not to place undue reliance on these “forward-looking statements”. Except as otherwise required by applicable law, Alpha Peak expressly disclaims any intention or obligation to update publicly any forward-looking information, whether as a result of new information, future events or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.



ALPHA PEAK LEISURE INC.

NOTICE OF ANNUAL AND SPECIAL MEETING

TO BE HELD ON OCTOBER 11, 2018

AND

**AMENDED AND RESTATED
MANAGEMENT INFORMATION CIRCULAR**

DATED AS OF SEPTEMBER 11, 2018

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders of Alpha Peak Leisure Inc., a corporation existing under the laws of British Columbia (the “**Company**”) will be held at the offices of Michael, Evrensel & Pawar LLP, Royal Centre, Suite 1750, 1055 West Georgia Street, Vancouver, British Columbia V6E 3P3, Canada, on Thursday, October 11, 2018 at 10:00 a.m. (local time in Vancouver) for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended December 31, 2017, and the accompanying report of the auditors;
2. To set the number of directors of the Company for the ensuing year at seven;
3. To elect the directors for the ensuing year;
4. To re-appoint Deloitte Touche Tohmatsu Limited, as the auditors of the Company and to authorize the directors of the Company to fix their remuneration;
5. To consider, and if thought appropriate, to pass a special resolution to amend the Company’s Articles to permit meetings of shareholders to be held outside of the Province of British Columbia; and
6. To transact such other business as may properly be put before the Meeting or any adjournment or adjournments thereof.

If you are a registered shareholder of the Company, you are entitled to attend and vote at the Meeting in person or by proxy. The board of directors of the Company requests that all registered shareholders who will not be attending the Meeting in person read, date and sign the accompanying Form of Proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”) (Attention: Proxy Department), 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9 not less than 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the Meeting, or adjournment or postponement thereof. Only shareholders of record at the close of business on September 6, 2018 will be entitled to vote at the Meeting or adjournments or postponements thereof.

If you are not a registered shareholder of the Company, a Voting Instruction Form, instead of a Form of Proxy, may be enclosed. You must follow the instructions, including deadlines for submission, on such form to vote your Common Shares.

A Management Information Circular which provides additional information about the matters to be put before the Meeting and a Form of Proxy (or Voting Instruction Form) accompany this Notice of Meeting.

DATED at Vancouver, British Columbia, this 11th day of September, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Yuxiu Zhao

Yuxiu Zhao
Chairperson and Acting Chief Executive Officer

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ALPHA PEAK LEISURE INC.

160-170 6751 Graybar Road
Richmond, BC V6W 1H3

AMENDED AND RESTATED MANAGEMENT INFORMATION CIRCULAR

September 11, 2018

DATE OF INFORMATION

Except as otherwise stated, the information contained in this Management Information Circular (the “**Circular**”) is given as of September 11, 2018.

CURRENCY

Unless otherwise specified, all dollar amounts in this Circular are expressed in Canadian dollars (“\$”). On September 10, 2018, the Bank of Canada daily average rate of exchange for the RMB 1 Yuan to \$ was 0.1920 and for the HK\$1.00 to \$ was 0.1677. On December 31, 2017, the Bank of Canada daily average rate of exchange for the RMB 1 Yuan to \$ was 0.1928 and for the HK\$1.00 to \$ was 0.1605. On December 31, 2016, the Bank of Canada daily average rate of exchange for the RMB 1 Yuan to \$ was 0.1930 and for the HK\$1.00 to \$ was 0.1732.

SOLICITATION OF PROXIES

This Circular is provided in connection with the solicitation of proxies by the management of the Company for use at the annual and special meeting of shareholders of the Company (the “Meeting”) to be held on October 11, 2018, at the time and place and for the purposes set forth in the accompanying notice of meeting (the “Notice of Meeting”), or at any adjournments or postponements thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited in person or by telephone or facsimile by employees of the Company. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed Form of Proxy include an officer and a director of the Company. A shareholder of the Company wishing to appoint some other person (who need not be a shareholder) to represent such shareholder at the Meeting may do so by inserting the appointee’s name in the blank space provided in the Form of Proxy and depositing the duly completed Form of Proxy at the registered office of the Company or the Company’s transfer agent indicated on the enclosed envelope not less than 48 hours prior to the Meeting or adjournment thereof (exclusive of Saturdays, Sundays and holidays recognized in the Province of British Columbia).

Any proxy given may be revoked by instrument in writing, including another proxy bearing a later date, executed by the shareholder or by his or her attorney authorized in writing, and deposited either at the registered office of the Company or its transfer agent at any time prior to the close of business on the second business day preceding the date of the Meeting or any adjournment thereof or in any other manner permitted by law. The shareholder may choose to attend the Meeting or any adjournment thereof in person and exercise their voting rights.

The Form of Proxy must be signed and dated by the shareholder or by his or her attorney in writing, or, if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer. Persons signing as executors, administrators, trustees or in any other representative capacity should so indicate and give their full title as such. If a shareholder does not deliver a Form of Proxy to the Company's transfer agent by 10:00 a.m. (Vancouver time) on October 9, 2018 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Late Forms of Proxy may be accepted or rejected by the Chairman of the Meeting in his or her discretion. However, the Chairman is under no obligation to accept or reject any particular late Forms of Proxy.

EXERCISE OF DISCRETION BY PROXY

A shareholder forwarding the enclosed Form of Proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. The persons named in the enclosed Form of Proxy will vote the common shares of the Company ("**Common Shares**") in respect of which they are appointed in accordance with the directions, if any, of the shareholders appointing them. **In the absence of such directions, such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular. The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to any amendment or variation to matters identified in the Notice of Meeting and to any other matter which may properly come before the Meeting.** At the time of printing this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. However, in either case, the persons named in the Form of Proxy will vote according to their best judgment.

NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold Common Shares in their own name. Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares, such as securities dealers or brokers, banks, trust companies, and trusts or other financial institutions; or (ii) in the name of a clearing agency of which the Intermediary is a participant. In accordance with National Instrument 54-101 of the Canadian Securities Administrators, entitled "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" ("**NI 54-101**"), the Company has distributed copies of the Notice of Meeting and Circular (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders, unless a Non-Registered Holder has waived the right to receive them, and often use a service corporation for this purpose. Non-Registered Holders will either:

- (a) be provided with a computerized form (often called a "voting instruction form") which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service corporation, will constitute voting instructions which the Intermediary must follow. In order for the applicable computerized form to validly constitute a voting instruction form, the Non-Registered Holder must properly complete and sign the form and submit it to the Intermediary or its service corporation in accordance with the instructions of the Intermediary or service corporation. In certain cases, the Non-Registered Holder may provide such voting instructions to the Intermediary or its service corporation through the Internet or through a toll-free telephone number; or
- (b) be given a proxy form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the proxy form and submit it to Computershare Investor Services Inc. (Attention: Proxy Department), 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Holder who receives a voting instruction form wish to 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 print his or her own name, or that of such other person, on the voting instruction form and return it to the Intermediary or its service corporation. Should a Non-Registered Holder who receives a proxy form wish to 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 set out in the proxy form and insert the name of the Non-Registered Holder or such other person in the blank space provided and submit it to Computershare Investor Services Inc. at the address set out above. **In all cases, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when, where and by what means the voting instruction form or proxy form must be delivered.** A Non-Registered Holder may revoke voting instructions which have been given to an Intermediary by written notice to the Intermediary in accordance with its instructions.

The Company will pay for an Intermediary to deliver Meeting Materials and voting instruction forms to objecting beneficial owners (“**OBOs**”). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company and, therefore, the Company has delivered copies of the Meeting materials to Intermediaries for distribution to OBOs. The Company is not relying on the “notice-and-access” delivery procedures outlined in NI 54-101 to distribute copies of the Meeting Materials.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors of the Company (the “**Board**”) has fixed September 6, 2018, at the close of business, as the record date for the determination of the shareholders entitled to receive notice of the Meeting and to vote thereat (the “**Record Date**”). All holders of at least one Common Share of the Company as of that date will have the right to vote at the Meeting.

As of the Record Date 72,077,073 Common Shares were issued and outstanding, each giving the right to one vote on all matters to be acted upon at the Meeting. All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Company’s transfer agent, Computershare Investor Services Inc., within the time specified in the attached Notice of Meeting, to have the Common Shares held by them voted thereat by proxy.

To the knowledge of the directors and officers of the Company, the only persons, firms or corporations who own, as of the Record Date, directly or indirectly, or exercise control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company are as follows:

Shareholder Name	Number of Common Shares	Percentage of Issued and Outstanding Shares
CN Lifestyle Limited	25,106,746	34.83%
Peter Kai-Sing So	10,361,351	14.38%
Yuxiu Zhao	7,730,593	10.73%

PARTICULARS OF MATTERS TO BE ACTED UPON

1. NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at seven. The number of directors will be approved if the affirmative vote of the majority of Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at seven.

Management recommends the approval of the resolution to set the number of directors of the Company at seven.

2. ELECTION OF DIRECTORS

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 duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy. All of the nominees listed in the Form of Proxy are presently members of the Board.

Management of the Company proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province or Country of Residence and Positions with the Company	Present Principal Occupation	Director Since	Number of Common Shares Beneficially Owned or Controlled ⁽¹⁾
Yuxiu Zhao, Anhui, China Chairperson and Acting Chief Executive Officer ⁽³⁾⁽⁴⁾	President of Anhui Hengxin Investment Development Co. Ltd., President and General Manager of Wuhu Hengxin Auto Interior Trim Co., Ltd., and Director of Hengxin Automobile Engine Parts Manufacturing Co., Ltd.	October 2015	7,730,593 (10.73%)
Dennis Chi-Wai Tam, Hong Kong, China Vice-Chairman ⁽⁴⁾⁽⁵⁾⁽⁶⁾	Vice Chairman of the Company	June 2011	3,567,294 (4.95%)
Ziqiang Liu, Anhui, China Director ⁽³⁾	Chairman of Hainan Blue Diamond Import and Export Co., Ltd., Anhui Blue Diamond Industries and Blue Diamond Holdings	September 2017	Nil (Nil)
James Jianmin Qin, California, USA Director ⁽⁴⁾	President of HJI Group Corporation	September 2017	Nil (Nil)
Jin Ren, Beijing, China Director ⁽²⁾⁽³⁾	Chief Executive Officer, Hanfor Capital	September 2017	Nil (Nil)
Pennie Baihan Zong, Hong Kong, China Director ⁽²⁾⁽⁵⁾⁽⁷⁾	Chief Executive Officer of Shenzhen Yanghong Asset Management Co., Ltd.	September 2017	5,555,556 (7.7%)

Kevin Wei, Hong Kong, China Director ⁽²⁾⁽⁵⁾	Corporate Director	November 2017	Nil (Nil)
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Notes:

- (1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, based upon information furnished to the Company by the individual directors.
- (2) Member of the Audit Committee.
- (3) Member of the Corporate Governance and Nomination Committee.
- (4) Member of the Compensation Committee.
- (5) Member of the Capital Operations Committee.
- (6) 80,000 of these shares held by Mr. Tam's spouse.
- (7) 5,555,556 shares held by Ms. Zong through Belva Global Company Limited.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

The biographies of the proposed nominees for directors are set out below. Except as noted therein, each of such nominees has held the same principal occupation for the previous five years.

Yuxiu Zhao. Ms. Zhao has accumulated a wealth of experience in managing and operating businesses in China over the past several decades. Ms. Zhao has been the President of Anhui Hengxin Investment Development Co. Ltd. since 2001, President and General Manager of Wuhu Hengxin Auto Interior Trim Co., Ltd. since 2003, Director of Hengxin Automobile Engine Parts Manufacturing Co., Ltd. since 2007 and President and General Manager of United Henxin Limited since 2010. Since 2014, she also serves as a director of Xin'an Financial Group Co., Ltd. in China.

Dennis Chi-Wai Tam. Mr. Tam was the Group Finance Director of Melco International Development Limited from 2006 until December 2017; Executive Director of MelcoLot Limited from 2013 to July 2017 and Director of Maple Peak Investments Inc. Mr. Tam has more than 20 years of experience in corporate finance, accounting, financial analysis and control, treasury, investor relations, risk management and financial reporting. Mr. Tam obtained his Master degree in Accounting from Monash University and completed his PhD program at Washington Intercontinental University. He has also received executive training at Harvard Business School in the US. An accountant by training, Mr. Tam is a member of IPA and CPA Australia. In addition, he is the Chairman of the Board of Greater China CMA Australia. In 2014 and 2015, Mr. Tam was awarded "Asia's Best CFO (Investor Relations)" at the Asian Excellence Awards by Corporate Governance Asia magazine.

Ziqiang Liu. Mr. Liu has been the Chairman of Hainan Blue Diamond Import and Export Co., Ltd. since 1996, the Chairman of Anhui Blue Diamond Industries since 2003, and the Chairman of Blue Diamond Holdings since 2011.

James Jianmin Qin. Mr. Qin is the President of HJI Group Corporation, a recognized international engineering consulting company with its head office near Los Angeles, California since 2016. He was a senior executive at two Fortune 500 multinational companies with extensive senior management experience. Mr. Qin was a Vice President and Director at Trigen Energy Corporation, a New York Stock Exchange listed company, from 1998 to 2002.

Jin Ren. Mr. Ren has been Chief Executive Officer Hanfor Capital since July 2017. From 2012 to 2017, Mr. Ren worked at JP Morgan First Capital Securities Co., Ltd., serving as its Chief Executive Officer. Mr. Ren held various positions at Bank of China International (China) Limited from 1998 to 2012.

Pennie Baihan Zong. After graduating from Northeastern University in Boston, Massachusetts in 2013, she served as the Chief Executive Officer of Shenzhen Yanghong Asset Management Co., Ltd. and since January 2018 as the General Manager of Hong Kong United Heng Shin.

Kevin Wei. Mr. Wei has extensive capital market experience in both Hong Kong and the United States. Mr. Wei served as the Chief Financial Officer of Century 21 China Real Estate, a NYSE listed company, from December 2007 to September 2013 and has served as the Managing Director of Fountainburg Corporation Limited, a leading

Greater China focused boutique investment bank, since November 2013. Mr. Wei is a member of American Institute of Certified Public Accountant (AICPA).

Corporate Cease Trade Orders and Bankruptcies

To the knowledge of the Company, during the past ten years, none of the proposed directors was (i) a director, chief executive officer or chief financial officer of any company that, during his or her tenure or thereafter as a result of an event that occurred during his or her tenure, was the subject of a cease trade order or similar order or an order that denied that company access to any exemptions under securities legislation for a period of more than 30 consecutive days, nor (ii) a director or executive officer of a company that, during his or her tenure or within a year thereafter, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the company.

Penalties or Sanctions and Personal Bankruptcies

To the knowledge of the Company, no proposed director has, during the ten years prior to the date hereof, 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 had any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director. To the knowledge of the Company, none of the proposed directors has, during the ten years prior to the date hereof, been bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

3. APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to vote for the appointment of Deloitte Touche Tohmatsu Limited, to serve as auditor of the Company for the Company's fiscal year ending December 31, 2018 at remuneration to be fixed by the Board. Deloitte Touche Tohmatsu has been the Company's auditor since June 26, 2015.

Management recommends shareholders vote for the appointment of Deloitte Touche Tohmatsu Limited, as the Company's auditor for the Company's fiscal year ending December 31, 2018 at a remuneration to be fixed by the Board.

4. AMENDMENT OF ARTICLES

At the Meeting, Shareholders will be asked to approve a special resolution to provide that meetings of shareholders may be held outside of the Province of British Columbia, from time to time, at such locations as deemed appropriate by the Board. Accordingly, the shareholders will be asked to pass a special resolution, the text of which will be substantially as follows:

“BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

The Articles of the Company are amended by adding thereto the following Section 7.9:

7.9 Location of meetings of shareholders

If the board of directors considers it appropriate, any meeting of the shareholders of the Company and any adjournments thereof may be held outside of the Province of British Columbia at such location as the board of directors may, in their discretion, fix by resolution.”

To approve the above resolution, a special majority of not less than two thirds of the votes cast at the Meeting in person or by proxy must be in favour of such resolution.

A copy of the amended Articles will be available at the Meeting. Shareholders may obtain a copy of the amended Articles up to the day before the Meeting at the Company's office at 160 - 170 6751 Graybar Road, Richmond, British Columbia, V6W 1H3 during regular business hours.

The Board considers the approval of the amendment to the Articles to be in the best interests of the Company and unanimously recommends that Shareholders vote IN FAVOUR of the foregoing special resolution. The Persons named in the enclosed Form of Proxy, if not expressly directed to the contrary in such Form of Proxy, intend to vote the proxy IN FAVOUR of this amendment to the Company's Articles.

STATEMENT OF EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation, excluding Compensation Securities

Summary Compensation Table

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company thereof to: (i) each of the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and the other most highly compensated executive officer of the Company or any of its subsidiaries whose total compensation for the most recently completed financial year exceeded \$150,000 and any individual who would have satisfied these criteria but for the fact that the individual was not serving as such an officer at the end of the most recently completed financial year (collectively, for purposes of this section, the "NEOs"); and (ii) each director, including, for greater certainty, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company, excluding, in each case, compensation securities awarded to each such individual.

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Yuxiu Zhao, Chairperson and Acting CEO ⁽¹⁾	2017	101,345	Nil	7,333	Nil	Nil	108,678
	2016	31,333	Nil	Nil	Nil	Nil	31,333
Bing Liu, CFO ⁽²⁾	2017	19,200	Nil	Nil	Nil	Nil	19,200
Kelvin Yim-Kwok Ngai, Chief Operating Officer	2017	157,233	Nil	Nil	Nil	Nil	157,233
	2016	195,044	Nil	Nil	Nil	Nil	195,044
Kenneth Poon, Former CEO and Former Director ⁽³⁾	2017	175,728	Nil	Nil	Nil	Nil	175,728
	2016	218,577	Nil	Nil	Nil	Nil	218,577
Dr. Lawrence Tang, Former CFO ⁽⁴⁾	2017	355,483	Nil	Nil	Nil	Nil	355,483
	2016	116,269	Nil	Nil	Nil	Nil	116,269
Dennis Chi-Wai Tam, Vice Chairman and Director	2017	96,000	Nil	Nil	Nil	Nil	96,000
	2016	96,000	Nil	Nil	Nil	Nil	96,000
Ziqiang Liu, Director ⁽⁵⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
James Jianmin Qin, Director ⁽⁵⁾	2017	13,333	Nil	4,334	Nil	Nil	17,667
Jin Ren, Director ⁽⁵⁾	2017	13,333	Nil	5,000	Nil	Nil	18,333
Pennie Baihan Zong, Director ⁽⁵⁾	2017	13,333	Nil	5,834	Nil	Nil	19,167
Kevin Wei, Director ⁽⁶⁾	2017	4,000	Nil	1,750	Nil	Nil	5,750
Bob Hot-Hoi Chong, Former Chairman and Former Director ⁽⁷⁾	2017 2016	65,359 96,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	65,359 96,000
Charles Hok-Hei Chong, Former Director ⁽⁸⁾	2017 2016	40,849 60,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	40,849 60,000
Peter Kai-Sing So, Former Director ⁽⁸⁾	2017 2016	40,849 60,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	40,849 60,000
Teresa Lin, Former Director ⁽⁹⁾	2017 2016	64,167 54,667	Nil Nil	Nil Nil	Nil Nil	Nil Nil	64,167 54,667
Anthony Kan-Hee Tyen, Former Director ⁽¹⁰⁾	2017 2016	75,000 58,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	75,000 58,000
Neil Joseph Labatte, Former Director ⁽¹¹⁾	2017 2016	55,000 44,667	Nil Nil	Nil Nil	Nil Nil	Nil Nil	55,000 44,667

Notes:

- (1) Ms. Zhao was appointed Chairperson and acting CEO on September 4, 2017.
- (2) Mr. Bing Liu was appointed CFO on November 17, 2017.
- (3) Mr. Poon retired as CEO and a director on February 28, 2018. \$80,337 represents Mr. Poon's compensation as a former director in 2016 and \$76,568 in 2017. \$138,240 represents Mr. Poon's compensation as a former CEO in 2016 and \$99,160 in 2017.
- (4) Mr. Tang became CFO August 26, 2016 and Corporate Secretary on September 18, 2017. He resigned as CFO and Corporate Secretary on November 17, 2017.
- (5) Messrs. Liu, Qin and Ren and Ms. Zong became directors on September 4, 2017.
- (6) Mr. Wei became a director on November 28, 2017.
- (7) Mr. Chong resigned as Chairman and director on September 4, 2017.
- (8) Messrs. Chong and So resigned as directors on September 4, 2017.
- (9) Ms. Lin resigned as a director on October 31, 2017.
- (10) Mr. Tyen resigned as a director on October 31, 2017.
- (11) Mr. Labatte resigned as a director on November 18, 2017.

Stock Options and Other Compensation Securities

Compensation Securities

No compensation securities were granted or issued to any director and NEO by the Company or any subsidiary thereof in the year ended December 31, 2017 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary.

As at December 31, 2017, Dennis Chi-Wa Tam, the Vice Chairman and a director of the Company owned an aggregate of 320,000 stock options, each of which is exercisable into one Common Share at a price of \$0.10 per Common Share until February 5, 2023.

No other Directors or NEOs hold any compensation securities.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities, being comprised of stock options, during the year ended December 31, 2017.

Stock Option Plans and Other Incentive Plans

2017 Stock Option Plan

The Company has a 2017 stock option plan (the “**Option Plan**”) whereby the aggregate number of Common Shares of the Company reserved for issuance under the Option Plan shall not exceed 12,869,296 Common Shares provided that such number shall also be reduced by the number of Shares issued under the Company’s 2017 RSU Plan (as defined below). As at the date hereof, there are 320,000 options outstanding under the Option Plan. As of the date of this Circular, the Board intends to limit future grants of options under the Option Plan such that no more than 5% of the issued and outstanding Common Shares, from time to time, are issuable on the exercise of outstanding options.

The Option Plan was approved and ratified by the Shareholders on July 13, 2017.

The purpose of the Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Shares, thereby increasing their equity interest in the Company to encourage them to remain associated with the Company and to furnish them with additional incentive in their efforts on behalf of the Company.

The exercise price of the Common Shares subject to each option shall be determined by the Board, subject to applicable TSX Venture Exchange (“**TSXV**”) approval, at the time any option is granted. In no event shall such exercise price be lower than the Discounted Market Price as that term is defined in the TSXV policies.

If an optionholder shall cease to be a director, officer, consultant, employee of the Company, or its subsidiaries for any reason (other than death), the optionholder may exercise his/her option to the extent that the optionholder was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the optionholder ceases to be a director, officer, consultant or employee, unless the optionholder was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the optionholder’s services to the Company. In the event of death, the option is exercisable only within one year thereafter by the such optionholder’s beneficiary and only to the extent that such optionholder was entitled to exercise the option at the date of death.

The Option Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board. The full text of the Option Plan, including participation limits, is set forth at Schedule “A” to the information circular of the Corporation dated June 1, 2017 and is available on SEDAR at www.sedar.com.

2017 Restricted Share Unit Plan

The Company has established the 2017 Restricted Share Unit Plan (the “**2017 RSU Plan**”) for participants (“**Participants**”) who are eligible employees, consultants and directors of the Company. The 2017 RSU Plan allows for the payment of performance bonuses to employees, consultants and/or directors of the Company or any of its affiliates in the form of Shares or cash. This will provide such individuals with an additional incentive to further the growth and development of the Company and will encourage them to remain in the employment of the Company.

The Compensation Committee of the Board administers the 2017 RSU Plan and is responsible for the selection of individual Participants to whom grants of restricted share units (“**RSUs**”) will be made, as well as determining the amounts and terms of such grants. The selection of recipients is based on the individual’s current and potential contribution to the Company and the terms of the grants may include performance targets or the achievement of certain collective performance related criteria, such as the financial performance of the Company. The terms of any particular grant need not be identical to any other grant, and the Board may amend, suspend or terminate the terms of any grant, or the terms of the 2017 RSU Plan itself (subject to certain restrictions), without shareholder approval.

Subject to the provisions of the RSU grant letter and as may be determined by the Board, (i) in the event of the death, termination without cause or disability of a Participant, a *pro rata* number of the unvested RSUs credited to the Participant, based on the portion of the applicable vesting period that has been completed as of the termination date, will vest on thereon, and the Common Shares underlying the RSUs credited to the Participant’s account shall be issued to the Participant (or the Participant’s beneficiary in the event of death) as soon as is administratively possible; (ii) in the event of the retirement of the Participant, a *pro rata* number of the unvested RSUs credited to the Participant, based on the portion of the applicable vesting period that has been completed as of the retirement date, will vest thereon, and the Common Shares underlying the RSUs credited to the Participant’s account shall be issued, or cash equivalent shall be paid, to the Participant as soon as administratively possible; and (iii) in the event of termination of employment or services of the Participant for any other reason, then all RSUs will be forfeited as of the termination date. Unless otherwise stated in the RSU grant letter, if there is a change of control, all RSUs outstanding will immediately vest.

The grant of a RSU will not entitle the Participant to exercise any voting rights, receive any dividends or exercise any other right which attaches to ownership of Common Shares, until the underlying Common Shares have been issued. The maximum number of Common Shares which may be issued from treasury under the 2017 RSU Plan (and any other security-based compensation plans, other than the Option Plan) is 6,434,648 Common Shares. The full text of the 2017 RSU Plan, including participation limits, is set forth at Schedule “B” to information circular of the Company dated June 1, 2017 and is available on SEDAR at www.sedar.com.

As at the date hereof, no RSUs have been granted under the 2017 RSU Plan.

Employment, Consulting and Management Agreements

The Company’s former Chief Operating Officer, Kelvin Yum-Kwok Ngai, entered into an employment with the Company’s subsidiary in China, Gongga Terraferma Limited, on June 1, 2014, pursuant to which Mr. Ngai provided his services as the Chief Operating Officer of the Company. For his services as the Chief Operating Officer, Mr. Ngai received a payment of RMB 982,300.02 before taxes from June 1, 2016 to May 31, 2017 and RMB 176,650.63 before taxes from June 1, 2017 to August 10, 2017. Mr. Ngai resigned on August 10, 2017 and received payment of RMB 151,123.08.

The Company’s former CEO, Kenneth Poon, entered into an employment with the Company’s subsidiary in Hong Kong, Merit Sign Investments Limited, on September 2, 2015, pursuant to which Mr. Poon provided his services as the CEO of the Company for HK\$60,000 per month. Mr. Poon retired on February 28, 2018 and received payment of \$7,000.

The Company’s former CFO, Dr. Lawrence Tang, entered into an employment with the Company’s subsidiary in Hong Kong, Merit Sign Investments Limited, on August 26, 2016, pursuant to which Dr. Tang provided his services

as the CFO of the Company for HK\$162,500 per month. Mr. Tang resigned on November 17, 2017 and received payment of \$81,168.

Oversight and Description of Director and NEO Compensation

The Board has created a Compensation Committee, the members of which are James Jianmin Qin (Chair), Dennis Tam and Yuxiu Zhao.

All tasks related to developing and monitoring the Company's approach to the compensation of its NEOs and directors are performed initially by the Compensation Committee and reviewed and approved by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants is recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company.

The Company's current compensation program is comprised of three major components: base salary or fees, short term incentives such as discretionary bonuses and long term incentives such as stock options.

In making compensation decisions, the Compensation Committee and the Board strive to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is recommended by the Compensation Committee and determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Pension Plan Benefits

The Company does not have any pension plans that provide for payments or benefits to the NEOs at, following, or in connection with retirement, including any defined benefits plan or any defined contribution plan. The Company does not have a deferred compensation plan with respect to any NEO.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the Company's Option Plan and 2017 RSU Plan as of December 31, 2017, under which securities of the Company are authorized for issuance to directors, officers, employees and consultants of the Company and its affiliates:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights⁽¹⁾ (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))⁽²⁾
Equity compensation plans approved by Shareholders	320,000	\$0.10	12,549,296
Equity compensation plans not approved by Shareholders	Nil	N/A	N/A
Total	320,000	\$0.10	12,549,296

Notes:

- (1) Represents Common Shares issuable upon the exercise of options under the Option Plan. The Company does not have any warrants or rights outstanding under any other equity compensation plans.
- (2) This number shall be reduced by the number of Common Shares issued under the 2017 RSU Plan (which provides for a maximum of 6,434,648 Common Shares). No RSUs have been granted.

CORPORATE GOVERNANCE

General

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board of Directors is responsible for the general supervision of the management of the Company’s business and affairs with the objective of enhancing shareholder value. The Board of Directors discharges its responsibilities directly and through its committees (see “*Other Board Committees*”, below).

Yuxiu Zhao, the Company’s Chairperson and acting CEO and Dennis Chi-Wai Tam and the Vice-Chairman of the Company are not considered to be independent because they are officers of the Company. Pennie Baihan Zong is not considered to be independent because she is the daughter of Ms. Zhao. The remaining directors, Ziqiang Liu, James Jianmin Qin, Jin Ren and Kevin Wei, are considered to be independent.

Other Directorships

The following directors of the Company are also currently a director of the following other reporting issuers (or the equivalent):

Name	Name of Other Reporting Issuer	Name of Exchange or Market (if applicable)
Dennis Chi-Wai Tam	Maple Peak Investments Inc	TSX-V
Kevin Wei	Nexteer Automotive Group Ltd. Tibet Water Resources Ltd.	Hong Kong Stock Exchange Hong Kong Stock Exchange
Jin Ren	Shenzhen Quanxinhao Co. Ltd.	Shenzhen Stock Exchange

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board believes that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Corporate Governance and Nomination Committee is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of Shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, a willingness to serve, and the ability to devote the required time and support for the Company's mission and strategic objectives.

Compensation

The Compensation Committee conducts reviews with regard to the compensation of the directors and the CEO once a year. The Compensation Committee makes its recommendations to the Board, which has the authority on such compensation by considering the nature of the services provided by the respective directors and the CEO.

Other Board Committees

In addition to the Audit Committee, the Company also has the following committees:

- (a) the Corporate Governance and Nomination Committee, comprised of Jin Ren (Chair), Yuxiu Zhao and Ziqiang Liu, which assists the Board in maintaining high standards of corporate governance by developing and monitoring Company procedures and by recommending candidates for CEO and other executive management positions and establishing the process for identifying and providing ongoing development for directors;
- (b) the Compensation Committee, comprised of James Jianmin Qin (Chair), Dennis Tam and Yuxiu Zhao, which reviews, approves and recommends to the Board, the Company's approach to compensation of its directors, executive officers and employees, including recommending the remuneration of the CEO and other executive officers (see also "*Statement of Executive Compensation - Oversight and Description of Director and NEO Compensation*"); and
- (c) the Capital Operations Committee, comprised of Dennis Tam (Chair), Kevin Wei and Pennie Baihan Zong, which is responsible for the optimization of the Company's capital structure and financing activities.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), a reporting issuer is required to provide disclosure annually with respect to its Audit Committee, including the text of its Audit Committee Charter,

information regarding composition of the Audit Committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its Audit Committee.

Audit Committee Charter

The Audit Committee's mandate and responsibilities are detailed in its charter (the "**Audit Committee Charter**"), which was adopted by the Board on July 30, 2015, the full text of which is set forth at Schedule A to this Circular.

Composition of the Audit Committee

The Audit Committee shall be comprised of a minimum three directors as determined by the Board and at least a majority of the members of the Audit Committee shall be directors who are not officers, employees or control persons of the Company or any of its Associates or Affiliates, as required by Policy 3.1 of the TSXV.

The Company's Audit Committee is currently comprised of three directors consisting of Kevin Wei (Chair), Jin Ren and Pennie Baihan Zong, of whom Mr. Wei and Mr Ren are "independent" as defined in NI 52-110.

All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

Relevant Education and Experience

All of the members of the Audit Committee are able to understand and interpret information related to financial statement analysis. Each of the members of the Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financial statements and will seek clarification from the Company's auditors, where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies. The relevant experience of the current members of the Audit Committee is set out in their biographies under "Particulars of Matters to be Acted Upon - 2. Election of Directors".

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where, among other things, the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part.

The Company is relying on the exemption provided by Section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s auditor, Deloitte Touche Tohmatsu Limited, for the fiscal years ended December 31, 2017 and December 31, 2016, by category, are as follows:

Financial Year Ended December 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2017	\$159,456	\$26,576	\$3,189	\$6,722
2016	\$148,143	\$40,867	\$3,150	\$6,240

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee is indebted to the Company or any of its subsidiaries, nor are any of such persons indebted to another entity that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

None of the directors or executive officers of the Company nor any proposed nominee for election as a director of the Company, nor any associate of any one of them is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Company or any of its subsidiaries. None of such persons are indebted to another entity that 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 any of its subsidiaries.

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

Except as disclosed herein, the Company is not aware of any of the directors, nominees, officers or other insiders of the Company or any associate or affiliate of any of these persons, having any material interest in the matters to be acted upon at the Meeting, by way of beneficial ownership of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the best of the Company’s knowledge, except as disclosed herein, since the commencement of the Company’s most recently completed financial year, no informed person of the Company, proposed nominee for director or any associate or affiliate of an informed person or proposed nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. For the purposes of this Circular, an “informed person” of the Company 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, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or Company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its Common Shares.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in this Circular. If any other matter properly comes before the Meeting, the persons named in the Form of Proxy will vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Financial information relating to the Company is provided in the Company's audited consolidated financial statements for the fiscal year ended December 31, 2017 and the Company's interim consolidated financial statements for the three months ended March 31, 2018 (unaudited) and six months ended June 30, 2018 (unaudited), and the related annual and interim management's discussion and analysis ("**MD&A**"). Shareholders who wish to obtain a copy of the financial statements and MD&A of the Company may contact the Company as follows:

By phone:	604-999-8253
By e-mail:	info@alphapeak.ca
By mail:	ALPHA PEAK LEISURE INC. 160-170 6751 Graybar Road Richmond, BC V6W 1H3

BOARD APPROVAL

The Board has approved the content and distribution of this Circular.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Yuxiu Zhao _____

Yuziu Zhao

Chairperson and Acting Chief Executive Officer

September 11, 2018

SCHEDULE A

ALPHA PEAK LEISURE INC.

(the "Company")

CHARTER OF AUDIT COMMITTEE

Mandate

1. The primary function of the audit committee (the "**Committee**") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:
 - serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
 - review and appraise the performance of the Company's external auditors; and
 - provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Membership

2. The Committee shall be comprised of a minimum three directors as determined by the Board of Directors and at least a majority of the members of the Committee shall be directors who are not officers, employees or control persons of the Company or any of the Company's Associates or Affiliates, as required by Policy 3.1 of the TSX Venture Exchange. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 52-110 ("**NI 52-110**"), then all of the members of the Committee shall be independent directors, i.e. directors who are free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee (the Board shall refer to NI 52-110 for further guidance on meaning of independence). At least one of the independent directors serving as a member of the Committee shall have appropriate professional qualifications or accounting or related financial management expertise.
3. If the Company ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

4. The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.
5. If a member resigns, ceases to be a director or for any other reason ceases to be a member of the Committee resulting in a reduction of the number of members below the minimum, the Board shall, within three months of that event, appoint such number of new members as may be required to make up the minimum.
6. The Corporate Secretary of the Company shall be the secretary of the Committee. In the absence of the secretary, the remaining members present shall elect one of themselves or appoint another person as the secretary for that meeting.

Frequency of meetings

7. The Committee shall meet not less than four times a year. Additional meetings may be held as and when required.
8. The Committee shall meet with the external auditors at least once a year. The external auditors may request a meeting if necessary.

Notice of meetings

9. A meeting of the Committee may be convened by any of its members through the Corporate Secretary.
10. Unless otherwise agreed by all the members of the Committee, notice of each meeting stating the time, date and place of the meeting shall be given to each member of the Committee and any other person invited to attend at least five business days prior to the date of the meeting.
11. Agenda and any supporting documents and papers shall be forwarded to each member of the Committee and any other person invited to attend at least three days prior to the date of the meeting (or such other period as the members may agree).

Proceedings of meetings and resolutions

12. No business shall be transacted at any meeting of the Committee unless a quorum is present, which quorum of a meeting shall be two members of the Committee (at least one of whom should be an independent director).
13. Only members of the Committee have the right to attend Committee meetings. Other persons including but not limited to any director, the head of human resources, external advisors or consultants may be invited by the Committee to attend for all or part of any meeting as and when appropriate.
14. Meetings of the Committee may be held either in person or through other electronic means of communication or in such other manner as the members may agree.

15. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present. Each member of the Committee shall have one vote. In the case of any equality of votes the chairperson of the meeting shall have an additional or casting vote.
16. Members should abstain from voting in respect of any resolution which he is an interested party.
17. A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents in like form each signed by one or more of the members of the Committee.
18. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.
19. The secretary of the Committee shall cause full minutes with sufficient details to be made in books to be provided for the purpose of the proceedings of all meetings of the Committee and of the attendances thereat and of all business transacted, resolutions passed and orders made at such meetings. Any such minutes of any meeting, if purporting to be signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated.
20. Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provision of the Articles of Association of the Company for regulating the proceedings of meetings of the Board *mutatis mutandis*.

Authority

21. The Committee is authorized by the Board to investigate any activity within its Charter. It is authorized to seek any information if requires from any employee and all employees are directed to cooperate with any request made by the Committee.
22. The Committee is authorized by the Board to obtain any independent professional advice, at the Company's expense, from any person if it considers necessary to perform its duties.
23. The Committee is to be provided with sufficient resources to discharge its duties.

Duties and functions

24. The duties and functions of the Committee shall include the duties and functions set out below:

Relationship with the Company's auditor

- (a) be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

- (c) develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

Review of the Company’s financial information

- (d) monitor integrity of the Company’s financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on:-
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the legal and regulatory requirements in relation to financial reporting.
- (e) regarding to (d)above:-
 - (i) members of the Committee should liaise with the Board and senior management and the Committee must meet, at least twice a year, with the Company’s auditors; and
 - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company’s staff responsible for the accounting and financial reporting function, compliance officer or auditors.

Oversight of the Company’s financial reporting system and internal control procedures

- (f) review the systems of the Company on financial controls, internal control and risk management;
- (g) discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programs and budget of the Company’s accounting and financial reporting function;
- (h) consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management’s response to these findings;
- (i) where an internal audit function exists, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and review and monitor its effectiveness;

- (j) review the group's financial and accounting policies and practices;
- (k) review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- (l) ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (m) review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (n) act as the key representative body for overseeing the Company's relations with the external auditor;
- (o) report to the Board on the matters set out herein; and
- (p) consider other topics, as defined by the Board.

Reporting Procedures

25. The Committee shall report directly to the Board on its findings, decisions and/or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting of the Committee, the chairperson of the Committee shall report the findings and recommendations of the Committee to the Board. The Corporate Secretary shall also circulate the minutes of meetings, reports and all written resolutions of the Committee to all members of the Board.

Audit Committee Report

26. The work of the Committee during each financial year shall be summarized in the audit committee report and submit to the Board.

Annual General Meeting

27. The chairperson of the Committee or in his or her absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's work and its responsibilities.

Amendment

Subject to the compliance with the Articles of the Company and the legal or regulatory requirements, any amendment to this Charter shall be authorized by the Board.