

NOTICE OF MEETING AND INFORMATION CIRCULAR

2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

of

METRON CAPITAL CORP.

All information in this Information Circular is presented as of May 24, 2019 unless otherwise stated herein.

METRON CAPITAL CORP.

NOTICE OF ANNUAL GENERAL MEETING

The 2019 Annual General Meeting (the “**Meeting**”) of the Shareholders of Metron Capital Corp. (the “**Company**” or “**Metron**”) will be held at Unit 2030, 10013 River Drive, Richmond, British Columbia, at 10:00 a.m. (Pacific Time) on June 28, 2019 for the following purposes:

1. to receive the audited financial statements of the Company for its financial year ended May 31, 2018, the Report of the Auditor on those statements, and the related Management Discussion & Analysis;
2. to appoint an auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
3. to set the number of directors to be elected at the Meeting;
4. to elect directors for the ensuing year;
5. to consider, and if deemed appropriate, pass, with or without variation, an ordinary resolution approving and ratifying the Company’s stock option plan for the ensuing year;
6. to consider any amendment to or variation of any matter identified in this notice of Meeting (“**Notice**”) and to transact such other business as may properly be brought before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is incorporated by reference into and deemed to form part of this Notice. **Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares are voted at the Meeting are requested to complete, sign, date and return the enclosed form of Proxy or Voting Instruction Form in accordance with the instructions set forth therein and in the Information Circular. The Proxy or Voting Instruction Form must, to be valid, be properly completed and be received by Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or 2nd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9, not fewer than 48 hours before the time fixed for the Meeting.**

DATED at Vancouver, British Columbia this 28th day of May, 2019.

BY ORDER OF THE BOARD

Gurminder Sangha, President & Chief Executive Officer

METRON CAPITAL CORP.
INFORMATION CIRCULAR

This Information Circular has been approved by the board of directors of the Company (the “**Board**”).

All dollar amounts referenced herein are in Canadian Dollars, unless otherwise specified.

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the Company's management for use at the Meeting to be held on June 28, 2019, and at any adjournments thereof. Unless the context otherwise requires, references to the Company in this Information Circular include its subsidiaries.

While it is expected that the solicitations will be primarily by mail, proxies may be solicited personally or by telephone, without special compensation, by directors, officers and regular employees of Metron, or by agents retained for that purpose. The Company does not have any contract or arrangement for the solicitation with any specially engaged employees or soliciting agents. Metron may reimburse shareholders, nominees or agents for any costs incurred in obtaining from their principals proper authorization to execute proxies. Metron may also reimburse brokers and other persons holding shares in their own name or in the names of their nominees for expenses incurred in sending proxies and proxy materials to the beneficial owners thereof in obtaining their proxies. All costs of all solicitations on behalf of management will be borne by Metron.

For the purposes of Item 3 of Form 51-102F5 under National Instrument 51-102 - “Continuous Disclosure Obligations” (“**NI 51-102**”) of the Canadian Securities Administrator (the “**CSA**”), the Company advises that no director of the Company has informed management in writing that such director intends to oppose any action intended to be taken by management at the Meeting.

Appointment of Proxyholder

Shareholders of Metron who hold Metron shares in their own names are described in this Information Circular as “**registered shareholders**”. Only registered shareholders of the Company or their duly appointed proxy holders are entitled to vote at the Meeting. Voting instructions for non-registered shareholders are set forth below under “*Advice to Beneficial Holders of Metron Shares on Voting Metron Shares*”.

The purpose of a proxy is to permit a registered shareholder to designate one or more persons as proxy holder(s) to vote on that registered shareholder's behalf in accordance with the instructions given by the registered shareholder in the proxy. The persons designated as proxy holders in the form of proxy accompanying this Information Circular, each of whom is a director or officer of the Company, have been selected by management.

Each registered shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for and on behalf of such shareholder at the Meeting other than the person(s) designated by management in the form of proxy (the “Proxy”) accompanying this Information Circular. A registered shareholder desiring to appoint some other person as proxy holder may do so by striking out the printed names and inserting the name of the desired person in the space provided in the Proxy, or by executing and delivering another acceptable form of proxy similar to the Proxy.

If no choice of proxy holder is made in such manner by the registered shareholder, then the person first named as proxy holder in the Proxy will exercise the Proxy with automatic substitution of the succeeding

named proxy holder if such first named proxy holder does not attend the Meeting and automatic substitution of the third named proxy holder, if any, if such second named proxy holder does not attend the Meeting.

Deposit of Proxy

Registered shareholders desiring to vote by Proxy may do so by:

1. depositing a signed and dated Proxy with Computershare Investor Services Inc. (“**Computershare**”), at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or at Computershare’s Vancouver office, 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
2. faxing a signed and dated Proxy to Computershare from within North America to 1-866-249-7775 or from outside North America to 1-416-263-9524; or
3. using any other method described in the Proxy, such as internet voting, by following the instructions for such method set out in the Proxy, in which case the registered shareholder will need the control number set out in the Proxy.

In all cases, to be valid, a Proxy (or other acceptable form of Proxy vote) must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, unless the Chairman of the Meeting exercises his discretion to accept proxies received after that time.

Revocation of Proxy

A registered shareholder which has submitted a Proxy may revoke it either by signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid or by signing and dating a written notice of revocation (in the same manner as the Proxy is required to be executed as set out in the notes to the Proxy) and either depositing the same at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting, or on the day of any adjournment thereof, or registering with the scrutineer at the Meeting as a registered shareholder present in person, or in any other manner provided by law, whereupon such proxy shall be deemed to have been revoked. Revocation of a Proxy will not affect any matter on which a vote has been taken before the revocation.

Voting by Proxy

If the instructions of a registered shareholder are certain, the shares represented by any Proxy given by that registered shareholder will be voted or withheld from voting on any ballot that may be called for, and where the registered shareholder specifies a choice with respect to any matter to be acted on, the shares will be voted or withheld from voting on any ballot that may be called for in accordance with the specified choice. **Where no choice is specified, the Proxy confers discretionary authority on the registered shareholder's appointed proxy holder. If a registered shareholder has not appointed his or her own proxy holder, such shares will be voted by management's designates in favour of the matters described in the Proxy, and if applicable, for the nominees of management and auditors as identified in the Proxy.**

Exercise of Discretion by Proxyholder

The Proxy gives each registered shareholder the ability to confer discretionary authority upon the proxy holder with respect to amendments or variations to matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. At the time of printing this Information Circular, management of Metron knows of no such amendments, variations or other matters which are anticipated to be presented for consideration or action at the Meeting.

Advice to Beneficial Holders of Metron Shares on Voting Metron Shares

The information set forth in this section is of significant importance to any beneficial owner of Metron shares who does not hold title to such Metron shares in his, her or its own name. Beneficial owners of Metron shares who do not have such shares registered in their own name (referred to in this Information Circular as ("**Non-registered Owners**") should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders.

Most beneficial owners of Metron shares are Non-registered Owners. If your Metron shares are listed in an account statement provided to you by an "intermediary" (a term used to refer to, among others, brokerage firms, banks, trust companies and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans), then, in almost all cases, those Metron shares will not be registered in your name on the records of Metron. Such Metron shares will more likely be registered under the name of the Non-registered Owner's intermediary, or an agent of that intermediary. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the nominee of The Canadian Depository for Securities, which acts as depository for many Canadian brokerage firms and other intermediaries. In the United States, the vast majority of such shares are registered under the name of Cede & Co., the nominee of Depository Trust Company, which acts as depository for many United States brokers and other intermediaries. Such intermediaries and depositories are collectively referred to in this Information Circular as "**Intermediaries**". The Intermediary with which a Non-registered Owner has a direct relationship, such as the brokerage firm with which the Non-registered Owner has deposited his Metron shares, is known as the "proximate Intermediary" of that Non-registered Owner.

Pursuant to National Instrument 54-101 - "Communications with Beneficial Owners of Securities of a Reporting Issuer" ("**NI 54-101**") of the CSA, all Intermediaries are required to seek voting instructions from Non-registered Owners in advance of each shareholder meeting. Metron shares held by an Intermediary can, by law, only be voted with instructions from the Non-registered Owner of such shares. Without specific instructions, Intermediaries are prohibited from voting such shares. **Therefore, Non-registered Owners should ensure that instructions respecting the voting of their Metron shares are communicated to the appropriate person.** That person is generally the proximate Intermediary of that Non-registered Owner.

Pursuant to NI 54-101, the Company advises as follows:

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

The Notice of Meeting, this Information Circular and other securityholder materials respecting the Meeting, including a Proxy or Voting Instruction Form (a "**VIF**") (collectively, "**Meeting Materials**") are being sent directly to Registered Shareholders. As noted above under "Appointment of Proxy holder", Meeting Materials sent to Registered Shareholders include a Proxy.

There are two kinds of Non-registered Owners recognized by NI 54-101. Non-registered Owners who have not objected to their Intermediary disclosing certain ownership information about themselves to Metron are referred to as non-objecting beneficial owners ("**NOBOs**"). Those Non-registered Owners who have objected to their Intermediary disclosing ownership information about themselves to Metron are referred to as objecting beneficial owners ("**OBOs**").

Voting Instruction Form

The purpose of the procedure established by NI 54-101 is to permit Non-registered Owners to direct the voting of the Metron shares which they beneficially own. Meeting Materials sent to Non-registered Owners who have not waived the right to receive Meeting Materials, regardless of whether they are NOBOs or OBOs, do not include a Proxy. Instead, pursuant to NI 54-101, they include a VIF. The content of a VIF is almost identical to the content of a proxy. A VIF differs from the proxy insofar as its purpose is limited to instructing the registered shareholder (i.e. the Intermediary) or the Company how to vote on behalf of the Non-registered Owner. By returning a VIF in accordance with the instructions noted on it, a NOBO is able to instruct Metron and an OBO is able to instruct its Intermediary how to vote on behalf of the Non-registered Owner.

A Non-registered Owner who wishes to attend the Meeting and vote in person may write the name of the Non-registered Owner in the place provided for that purpose on the VIF. A Non-registered Owner can also write the name of someone else whom the Non-registered Owner wishes to attend the Meeting and vote on behalf of the Non-registered Owner. Unless prohibited by law, the person whose name is written in the space provided in the VIF will be appointed as proxy holder for the Non-registered Owner pursuant to section 2.18 or section 4.5 of NI 54-101 and, as such, will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in the VIF or this Information Circular. A Non-registered Owner should consult a legal advisor if the Non-Registered Owner wishes to modify the authority of the person to be appointed as proxy holder in any way.

VIFs contain specific instructions, all of which should be followed closely. VIFs, whether provided to the Non-registered Owner by Metron or by an Intermediary, should be completed and returned in accordance with the specific voting instructions noted on the VIF.

Non-registered Owners who are NOBOs

NI 54-101 permits the Company to obtain a list of its NOBOs from Intermediaries via its transfer agent, and to send Meeting Materials to NOBOs directly or indirectly. If an issuer elects to send Meeting Materials to NOBOs indirectly, such Meeting Materials are sent to NOBOs by the Intermediaries in the same manner as Meeting Materials are sent to OBOs by the Intermediaries, described under “*Non-registered Owners who are OBOs*” below.

Metron has elected to send Meeting Materials, including a VIF, indirectly to NOBOs. It may retain the services of its transfer agent or another agent to handle the mailing of Meeting Materials to NOBOs and the tabulation of votes received from NOBOs. Pursuant to NI 54-101, the Company advises as follows:

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Non-registered Owners who are OBOs

Meeting Materials will not be sent to OBOs directly by the Company, and the Company does not intend to pay for any Intermediary to deliver Meeting Materials to OBOs. Accordingly, OBOs will not receive the Meeting Materials unless their Intermediary assumes the costs of delivery. The majority of Intermediaries now delegate responsibility for obtaining voting instructions from OBOs, and mailing Meeting Materials to OBOs, to Broadridge Financial Solutions, Inc. (“**Broadridge**”). In cases where an issuer does not elect to send Meeting Materials to NOBOs directly, the same delegation process typically applies. Broadridge prepares its own form of VIF based on the Proxy, mails that VIF and the other Meeting Materials to OBOs (and NOBOs, where applicable), and tabulates the results of all voting instructions received from the OBOs

(and NOBOs, where applicable). Broadridge then delivers such voting results to the issuer or its transfer agent, where they are added to the votes of Registered Shareholders and any votes of NOBOs which have been submitted directly to the issuer or its transfer agent.

Notice and Access

NI 54-101 permits an issuer to send proxy-related materials to registered shareholders and Non-registered Owners using a procedure referred to as “notice and access.” Metron is not using the “notice-and-access” procedure for the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or senior officer of the Company at any time since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of an auditor, except as may be disclosed herein under the heading "Particulars of Matters to be Acted Upon."

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Metron is authorized to issue an unlimited number of shares, of which 20,733,928 shares were issued and outstanding on May 24, 2019, the record date (the “**Record Date**”) for the Meeting. Each share carries the right to one vote on any poll at meetings of shareholders of Metron. Metron has no other class of voting securities.

In respect of currently issued and outstanding shares, those persons entitled to receive notice of, and to attend and vote at the Meeting in person, or by Proxy, will be determined by the record of registered shareholders of Metron at 4:00 p.m. (Pacific Time) on the Record Date. If Metron should issue additional shares from treasury after the Record Date, the person or persons to whom those shares are issued shall not be entitled to receive notice of the Meeting, but shall, if included on the record of registered shareholders of Metron before the time for the meeting, be entitled to vote at the meeting in person or, if they have deposited a Proxy not fewer than 48 hours (Saturdays, Sundays and statutory holidays excluded) before the time for the Meeting, by Proxy.

The quorum required for the transaction of business at the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the Company’s issued shares entitled to vote at the Meeting.

To the best of the knowledge and belief of the directors and senior officers of Metron, as at the Record Date, no person beneficially owned, directly or indirectly, or exercised control or direction over shares carrying more than 10% of the voting rights attached to any class of voting securities.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, proposed director, executive officer, employee or former executive officer, director or employee of the Company or any of its subsidiaries, or any associate of any director, proposed director or executive officer has been indebted to the Company at any time since the beginning of the last completed financial year of the Company, other than for routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, as defined in NI 51-102, “informed person” means:

- (a) a director or executive officer of Metron;
- (b) a director or executive officer of a person or company that is itself an informed person of Metron;

- (c) any person or company who beneficially owns, directly or indirectly, voting securities of Metron or who exercises control or direction over voting securities of Metron, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of Metron, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) Metron if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

No informed person of Metron, nor any proposed director of Metron, nor any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since the commencement of Metron's last completed financial year, or has any material interest, direct or indirect, in any proposed transaction which, in either case, has materially affected or would materially affect Metron, except as may otherwise be disclosed below.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The Company is disclosing director and named executive officer compensation ("NEO") in accordance with Form 51-102F6V – "Statement of Executive Compensation – Venture Issuers".

Form 51-102F6V defines "Named Executive Officers" or "NEOs" to include:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year,

Pursuant to Form 51-102F6V, the Company provides disclosure regarding all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, 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, for services to be provided directly or indirectly, to the Company.

Except as set forth in this Information Circular, no compensation has been awarded to, earned by, paid to, or become payable to an NEO or director, in any capacity with respect to the Company or its subsidiaries, and, to the best of management's knowledge and belief, no compensation has been awarded to, earned by, paid to, or become payable to, an NEO or director, in any capacity with respect to the Company, by another person or company.

To the best of management's knowledge and belief, except as set forth in this Circular, there have been no awards, earnings, payments, or payables to an associate of an NEO, or of a director, as a result of compensation awarded to, earned by, paid to, or payable to the NEO or the director, in any capacity with respect to the Company.

Neither of the NEOs during the Company's most recently completed financial year was an employee of the Company. Gurminder Sangha, CEO, and Jurgen Wolf, CFO provide their services as independent contractors. Mr. Sangha and Mr. Wolf are directors of the Company.

Oversight and Description of Director and NEO Compensation

The Company does not have a Compensation Committee. The Board as a whole determines compensation of directors and NEOs.

Director Compensation

During the most recently completed financial year, no compensation was paid or compensation made by way of option-based awards by the Company to the directors in their capacities as directors.

Named Executive Officer Compensation

The objective of the Board is to maintain strong executive leadership through, in part by, compensation practices, and thereby build shareholder value. The elements of the Company's compensation awarded to NEOs would be a combination of management fees and option-based awards.

The Company has not made any significant changes to its compensation policies during or after the most recently completed financial year that could or will have an effect on NEO or director compensation.

Pension Plan Benefits

The Company does not have a pension plan or deferred compensation plan.

External Management Companies

For information with regards to External Management Companies, please refer to the heading "Employment, Consulting and Management Agreements".

Director and NEO Compensation, excluding Compensation Securities

The following table sets forth information concerning compensation earned by each person who was an NEO of the Company and any director who is not a NEO for each of the Company's two most recently completed financial years. For NEOs who are also directors and who received compensation for services as a director during any such year, the table includes that compensation and a footnote which explains which amounts relate to the director role.

Table of Compensation Excluding Compensation Securities

Name and Position	Year⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees⁽²⁾ (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Gurminder Sangha President & CEO and Director ⁽³⁾	2018	51,500	Nil	Nil	Nil	Nil	51,500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Jurgen Wolf CFO and Director ⁽⁴⁾	2018	2,500	Nil	Nil	Nil	Nil	2,500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Martin Bajic, Director ⁽⁵⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Jodie Gibson, Director ⁽⁶⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	N/A	N/A	N/A	N/A	N/A	N/A
James Taylor, Director ⁽⁷⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	N/A	N/A	N/A	N/A	N/A	N/A
Paul Taggar, Former Director ⁽⁸⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Financial year ended May 31.
- (2) Represents all fees awarded, earned, paid or payable in cash for services as a director.
- (3) Mr. Sangha was appointed a Director on April 5, 2016 and as President & CEO on April 6, 2016.
- (4) Mr. Wolf was appointed a Director on April 5, 2016 and as Chief Financial Officer on April 6, 2016.
- (5) Mr. Bajic was appointed a Director on February 28, 2017.
- (6) Mr. Gibson was appointed VP of Exploration on November 15, 2017 and a Director November 30, 2017.
- (7) Mr. Taylor was appointed a Director on May 16, 2018.
- (8) Mr Taggar was appointed a Director on February 28, 2017 and resigned as resigned as a Director March 12, 2018

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO and director by the Company or its subsidiaries during the financial year ended May 31, 2018, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Gurminder Sangha President & CEO and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jurgen Wolf CFO and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Martin Bajic Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jodie Gibson, Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
James Taylor, Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Paul Taggar, Former Director ⁽²⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- (1) There were no compensation securities held by a NEO or director on the last day of the most recently completed financial year end;
- (2) Mr. Taggar resigned as a Director of the Company on March 12, 2018.

Exercise of Compensation Securities by Directors and NEOs

During the financial year ended May 31, 2018, no compensation securities were exercised by a NEO or director.

Stock Option Plans and Other Incentive Plans

For information about the material terms of the Company's stock option plan, please refer to the heading "Securities Authorized for Issuance under Equity Compensation Plans".

Employment, Consulting and Management Agreements

The following discussion describes and explains significant factors necessary to understand the information disclosed in the "Table of Compensation Excluding Compensation Securities".

Named Executive Officer Compensation

CEO Agreement

On March 13, 2018, the Company entered into an agreement with Gurminder Sangha (the “**CEO Agreement**”). Pursuant to the CEO agreement, Mr. Sangha will provide executive management and related services to the Company for a monthly fee of \$13,000 plus applicable taxes. The CEO Agreement has an initial period of twelve months and will continue from month to month after the end of the initial term subject to the right of either the Mr. Sangha or the Company to terminate the Services with sixty day notice (“**Termination**”). The CEO Agreement contains a provision for payment of an amount equal to six month fees payable to Mr. Sangha following the date of delivery of Termination of the CEO Agreement by the Company, otherwise than for breach of the CEO Agreement or any cause which constitutes just cause for termination at law. Upon Termination, the Consultant will be entitled to any unpaid fees and/or expenses owed by the Company. On November 30, 2018, the Company and Mr. Sangha agreed to terminate the March 13, 2018 CEO Agreement with no provision for a termination fee or other fee payments owing.

MANAGEMENT CONTRACTS

No management functions of Metron are, to any substantial degree, performed other than by the directors or senior officers of Metron or its subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has in place a share option plan (the “**Plan**”) which was most recently approved by the Shareholders on May 16, 2018. The Company has no other incentive plans.

The Plan was established to assist in attracting, retaining and motivating directors, executive officers, employees, consultants and management company employees, and to closely align the personal interests of those people with those of shareholders. The Board administers the Plan. The Plan provides that the Company may grant options, under option agreements and in accordance with the policies of the TSX Venture Exchange (the “**Exchange**”), to the following persons in consideration of their services to the Company:

- (a) directors, executive officers, and employees of the Company;
- (b) employees of a company providing management services to the Company; or
- (c) consultants providing consulting services to the Company.

The Board determines the number of shares subject to each option within the policies established by the Exchange. The options enable the holders to purchase shares of the Company at a price fixed in accordance with the rules of the Exchange.

The Plan provides that the total number of shares reserved for issuance under the Plan will not exceed 10% of the Company’s issued common shares on the date the Board grants an option under the Plan.

The Board may grant options to purchase not more than a total 5% of the issued common shares to any one participant in any 12-month period, unless the Company becomes a Tier 1 Issuer within the meaning of the policies of the Exchange and the Company has obtained the approval of disinterested shareholders.

The total number of options granted to either:

- (a) any one consultant; or
- (b) all employees and consultants conducting investor relations activities (within the meaning of the Exchange’s policies),

cannot exceed 2% of our issued common shares within any 12-month period.

The total number of common shares reserved for issuance to insiders under options granted under the Plan must not exceed 10% of the Company's issued common shares.

The Company is prohibited under the Plan from granting to insiders, within any 12-month period, a number of options that exceeds 10% of the Company's issued common shares.

Under the Plan, the Board must set the option price at not less than the last closing price of the Company's shares on the Exchange on the trading day immediately before the date of grant, less the discount permitted under the Exchange's policies. The maximum term of any option is 10 years from the date of grant. The Company does not intend to provide financial assistance to holders of stock options to help them purchase the Company's shares under the Plan. Any amendment to the Plan is subject to the approval of the Exchange and may also require shareholder approval.

The following table sets out equity compensation plan information required to be disclosed by Form 52-102F5 – "Information Circular" as at the end of the Company's financial year ended May 31, 2018.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights as at May 31, 2018	Weighted-average exercise price of outstanding options, warrants and rights as at May 31, 2018 (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	Nil	Nil	Nil
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	Nil	Nil	Nil

CORPORATE GOVERNANCE

National Instrument 58-101 – "Disclosure of Corporate Governance Practices" ("**NI 58-101**") requires issuers to disclose the corporate governance practices that they have adopted. The corporate governance practices we have adopted are set out below.

Independence of Board Members

The Board is currently composed of four directors, namely Gurminder Sangha, Jurgen Wolf, Jodie Gibson and Martin Bajic. Mr. Bajic is the sole director considered independent based upon the tests for independence set out in section 1.4 of NI 52-110.

Management Supervision by Board

The Company's current operations do not support a large board of directors. The Board has determined that when two more directors who are independent have been appointed to the Board, the constitution of the Board will be appropriate for the Company's current stage of development.

Independent supervision of management is accomplished by choosing management who demonstrate a high level of integrity and ability and by having strong independent Board members. The Company's independent directors, however, will be able to meet at any time without any members of management, including the non-independent directors being present. In addition, the Company's Audit Committee is required to be comprised of a majority of independent directors. The Company's will need to replace and

appoint one additional independent director to become a member of our Audit Committee as soon as possible. The Company's management is nominating Martin Bajic and James Taylor for election as directors of the Company at the Meeting, both of whom would be independent.

The Exchange's policies suggest that the board of directors should be constituted with a majority of individuals who qualify as "independent" directors under NI 58-101. The Exchange requires that each listed issuer have at least two independent directors. Under NI 58-101, which refers in turn to National Instrument 52-110 – "Audit Committees", a director is considered independent if he or she has no direct or indirect "material relationship" with Metron (other than shareholdings) which could, in the view of the Board, reasonably interfere with the exercise of that director's independent judgment.

Of the proposed nominees for election as directors, James Taylor and Martin Bajic are "independent" within the meaning of NI 52-110. The other nominees are not "independent" within the meaning of NI 52-110.

Directorships

- Gurminder Sangha is a director of the following reporting issuers:
 - First Energy Metals Limited
 - Barrel Energy Inc.
 - Targeted Microwave Solutions Inc.
- Martin Bajic is a director of the following reporting issuers:
 - Kal Minerals Corp.
 - Standard Lithium Ltd.
 - Santa Rosa Resources Corp.
- James Taylor is a director of the following reporting issuers:
 - Captiva Verde Land Corp.
 - Auston Capital Corp.
- Jurgen Wolf is a director of the following reporting issuers:
 - Medgold Resources Corp.
 - Iconic Minerals Ltd.
 - Petrichor Energy Inc.
 - Arrowstar Resources Ltd.
 - Altima Resources Ltd.
 - Consolidated Odyssey Exploration Inc.
 - American Biofuels Inc.
 - First Energy Metals Limited
 - Odyssey Petroleum Corporation

No other current director or nominee is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a Canadian or foreign jurisdiction.

Orientation and Continuing Education

There is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current limited operations. While we do not have formal orientation and training programs, new Board members are provided with:

- (a) access to the Company's recent, publicly filed documents; and

(b) access to management, the auditor and our consultants.

The skills and knowledge of the Board as a whole is such that the Company does not believe that any formal continuing education process is currently required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies.

Board members are encouraged to communicate with management, our auditor, our legal counsel and our consultants and to keep themselves current with industry trends and developments and changes in laws. Board members have full access to our records.

Ethical Business Conduct

The Board expects management to operate our business in a manner that enhances shareholder value and is consistent with the highest level of integrity. The Board views good corporate governance as an integral component to our success and to meet responsibilities to shareholders. Management is expected to carry out our business plan and to meet performance goals and objectives. To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of our operations will allow the independent members of the Board to monitor on an ongoing basis management's activities and to ensure that the highest standard of ethical conduct is maintained.

Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The Board assesses potential Board candidates based on perceived needs on the Board, required skills expertise, independence and other factors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the Company's Chief Executive Officer.

Compensation of Directors and CEO

The independent directors have the responsibility for determining compensation for the Company's directors and senior management. When setting compensation, our independent directors will review compensation paid to directors and CEOs of companies of similar size and stage of development in the sector and industry in which we conduct business. They determine an appropriate compensation that reflects the need to provide incentive and compensation for the time and effort expended by the directors and senior management while also taking into account our financial and other resources.

Other Board Committees

At the present time, the Board does not have any committees other than the Audit Committee.

Assessments

The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider establishing one in the future if circumstances warrant. Based on our size, our stage of development and the limited number of Board members, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing our current directors. One or more members of the Board review a proposed director's credentials before a Board Meeting at which the proposed director may be appointed or nominated for election by the shareholders.

APPOINTMENT OF AUDITOR

The Company's auditor is Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, which was first appointed as the Company's auditor on December 1, 2016.

AUDIT COMMITTEE

As a reporting issuer in British Columbia, Metron is required to have an audit committee. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular the information required by Form 52-110F2 – "Disclosure by Venture Issuers". The required information is set out below.

The Company's Audit Committee Charter is attached to this Information Circular as **Schedule A**. The following is a summary of matters relating to the Audit Committee.

Composition of the Audit Committee

Gurminder Sangha, Jurgen Wolf, and Martin Bajic are the members of the Company's audit committee.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered financially literate if he has 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 reasonably be expected to be raised by the Company. Neither Mr. Sangha nor Mr. Wolf is independent because Mr. Sangha is our Chief Executive Officer and Mr. Wolf is our Chief Financial Officer. The Company's management is nominating James Taylor and Martin Bajic for election as directors of the Company at the Meeting, both of whom would be independent.

Relevant Education and Experience

Mr. Sangha is an independent business advisor to the resources industry and brings over twelve years of management and financing expertise in both public and private companies. Mr. Sangha has served as a board member on various TSX-Venture listed companies and assisted with corporate finance duties, business development activities, and governance. His previous positions included various lending and securities related positions with Scotiabank. Mr. Sangha holds a Bachelor of Commerce degree.

Mr. Wolf has owned and operated precast concrete factories in Calgary and Vancouver, as well as operated and owned a successful commercial construction company from 1982 to 2002. Mr. Wolf has been involved in public oil and gas companies for more than 15 years with positions in senior level management, including President and director of US Oil and Gas Resources Inc., as well as, director of Flow Energy Inc., a wholly owned subsidiary. Mr. Wolf is currently a director of Altima Resources Ltd.

Mr. Bajic holds a Bachelor of Arts Degree and a Diploma in Accounting from the University of British Columbia and is a Chartered Professional Accountant. From November 2008 to October 2015, Mr. Bajic served as the Chief Financial Officer of Oyster Oil and Gas Ltd., an oil and gas company listed on the Exchange. Mr. Bajic has been, since August 2011, the Chief Financial Officer and a director of Navy Resources Corp., a junior mining company listed on the Exchange.

Mr. James Taylor has over 36 years of experience in the financial services industry. Mr. Taylor has worked as a licensed broker for numerous brokerage firms over his career, including Yorkton Securities, GMP Securities and most recently Dundee Securities. Mr. Taylor brings with him a broad network of contacts throughout the North American financial services community.

Each member of our Audit Committee has adequate education and experience that would provide the member with:

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

Audit Committee Oversight

The Audit Committee has not, at any time since the commencement of the Company's most recently completed financial year, made a recommendation to the Board to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Metron has not, at any time since the commencement of the Company's most recently completed financial year, 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 (*Exemptions*) of NI 51-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for engaging non-audit services from the Company's auditor as described in the Audit Committee Charter set out in Schedule "A" to this Information Circular.

External Auditor Service Fees

The following table sets forth the fees billed to the Company by its external auditor for services rendered in respect of the last two financial years for which audits have been completed:

	May 31, 2018	May 31, 2017
Audit Fees ⁽¹⁾ :	\$11,781	\$8,032
Audit Related Fees ⁽²⁾ :	\$4,372	Nil
Tax Fees ⁽³⁾ :	Nil	Nil
All Other Fees ⁽⁴⁾ :	Nil	Nil

- (1) "Audit Fees" include fees billed by our external auditor for services provided in auditing our financial statements for the financial year
- (2) "Audit-Related Fees" include fees not included in Audit Fees that are billed by the auditor for assurance and related services that are reasonably related to performing the audit or reviewing our financial statements.
- (3) "Tax Fees" include fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning.
- (4) "All Other Fees" include fees billed by the auditor for products and services not included in the previous categories.

Reliance on Exemption in Section 6.1 of NI 52-110

Metron is relying upon the exemption in section 6.1 of National Instrument 52-110, which exempts issuers whose shares are listed only on the Exchange from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*).

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Appointment of Auditor

Management recommends that shareholders vote in favour of appointing Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as Metron’s auditor to hold office until the next annual meeting of Shareholders or until it resigns or is removed from office by the Company, with remuneration to be approved by the Board. Dale Matheson Carr-Hilton Labonte LLP became the Company's auditor on December 1, 2016, following the resignation of MNP LLP at the request of the Company.

Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution, in substantially the following form, subject to such changes as may be recommended or required by counsel or securities regulatory authorities:

“RESOLVED, as an ordinary resolution, that Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, be appointed as the Company’s auditor until the next annual meeting of Shareholders following the Meeting, or until it resigns or is removed from office by the Company, with remuneration to be approved by the Board of Directors.”

If named as proxy holder, on any ballot, the management designees of Metron named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as auditor of Metron, unless such Proxy specifies that authority to do so is withheld.

B. Number of Directors

The Company currently has four directors. The number of directors to be elected at the Meeting is proposed to be set at five. Article 13.1 of the Company’s Articles permits the number of directors to be set by ordinary resolution.

At the Meeting, the shareholders will be asked to pass an ordinary resolution in substantially the following form, subject to such changes as may be recommended by legal counsel or required by the Company's Articles:

“RESOLVED as an ordinary resolution that the number of directors of the Company be set at five.”

The directors recommend that the shareholders vote “FOR” setting the number of directors at five.

If named as proxy holder, on any ballot, the management designees of Metron named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” approval of a resolution setting the number of directors at five unless such Proxy specifies that they are to vote “AGAINST” such resolution.

C. Election of Directors

Each director of the Company holds office until the conclusion of the first annual general meeting of shareholders held after his or her appointment, election or re-election, unless that person ceases to be a director or withdraws his or her consent to stand for re-election before such meeting. Accordingly, each person elected or re-elected as a director at the Meeting will hold office until the conclusion of the next annual general meeting of shareholders unless that person ceases to be a director or withdraws his or her consent to stand for re-election before such meeting.

The five persons named in the table below are management’s nominees for election at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of management's nominees for election as directors, their respective Province or State and Country of residence, the periods during which incumbent directors have served as directors and their committee memberships, the positions and offices with the Company, if any, the present principal occupation business or employment of each nominee (including the name and principal business of any company in which such employment is carried on, and, for each nominee who has not previously been elected as a director at a meeting of shareholders of the Company, his principal occupation, business or employment during the past five years) and the number of shares of the Company beneficially owned, or controlled or directed, by each nominee as of the date of this Information Circular:

Name, Province and Country of Residence, and Office Held	Principal Occupation, Business or Employment ⁽²⁾	Period as a Director of the Company	Number of Shares Beneficially Owned or Controlled
Gurminder Sangha ⁽¹⁾ British Columbia, Canada Director, President & CEO	Management Consultant; President & CEO of Metron Capital Corp.	April 5, 2016 to Present	300,000
Jurgen Wolf ⁽¹⁾ British Columbia, Canada Director, CFO	Management Consultant; CFO of Metron Capital Corp.	April 5, 2016 to Present	Nil
Martin Bajic British Columbia, Canada	Chief Financial Officer of Navy Resources Corp.	February 28, 2017 to Present	Nil
Jodie Gibson British Columbia, Canada	VP of Exploration of White Gold Corp.	November 30, 2017 to Present	Nil
James Taylor British Columbia, Canada	Retired Financial Broker	May 16, 2008 to Present	Nil

⁽¹⁾ Member of Audit Committee.

⁽²⁾ The information as to principal occupation, business or employment and shares beneficially owned or controlled by certain of the nominees is not within the knowledge of management, and has been furnished by the respective nominees.

As at the date of this Information Circular, the directors of Metron as a group own beneficially, directly or indirectly, or exercise control or direction over, an aggregate of 300,000 shares, or approximately 1% of the 20,733,928 outstanding Metron shares.

Corporate Cease Trade Orders, Penalties or Sanctions, Bankruptcies

Form 51-102F5 requires disclosure of certain background information on nominees. The Company has confirmed with the nominees that, except as may be noted below, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred

while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) is, as at the date of the information circular, or has been within 10 years before the date of the information circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

If named as proxy holder, on any ballot, the management designees of Metron named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” the election of each of management’s nominees as a director of Metron unless such Proxy specifies that authority to do so is withheld.

Management does not contemplate that any of the nominees will be unable to serve as a director. If, prior to the Meeting, any of the nominees is unable or declines to stand for election re-election, the management designees of Metron named in the Proxy will vote for another nominee of management, if presented at the Meeting, or to reduce the number of directors accordingly, in their discretion.

D. Approval of Stock Option Plan

Pursuant to Exchange Policy 4.4 – “Incentive Stock Options”, the Company is required to adopt a stock option plan. The Board has established the Plan, which provides for the granting of options to directors, officers, employees and consultants of the Company and subsidiaries of the Company. Stock options are a significant long-term incentive and are viewed as an important aspect of compensation.

For more details regarding the provisions of the Plan, see “Securities Authorized for Issuance under Equity Compensation Plans” in this Information Circular. A copy of the Plan will be available for inspection at the Meeting.

Under Exchange policies, all ‘rolling’ incentive stock option plans, which set the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares, must be approved and ratified by shareholders on an annual basis.

At the Meeting, the shareholders will be asked to approve the Plan by ordinary resolution. Specifically, shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution in substantially the following form, subject to such changes as may be recommended by legal counsel or required by Regulatory Authorities:

“RESOLVED, as an ordinary resolution, that the Company's Stock Option Plan adopted at the Company’s 2009 annual general meeting, as amended, be and the same is hereby approved and ratified, subject to such changes as may be recommended by legal counsel or required by the TSX Venture Exchange or any other regulatory authority, to be effective until the close of the Company’s next annual general meeting; and the directors of the Company be authorized to amend such provisions of the Plan as may from time to time be necessary for the Plan to comply with the Policies of the TSX Venture Exchange.”

The Plan is incorporated by reference into this Information Circular.

The Board recommends the approval of the resolution to approve the Plan.

If named as proxy holder, on any ballot, the management designees of Metron named in the Proxy intend to vote the shares represented by each Proxy in respect of which they have been named proxy holder “FOR” approval and ratification of the Plan unless such Proxy specifies that the proxy holder is to vote “AGAINST” approval and ratification of the Plan.

E. Other Business

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting; the shares represented by the Proxies solicited hereby will be voted on such matter in accordance with the best judgment of the proxy holders.

ADDITIONAL INFORMATION

Additional information relating to the Company is available for review on SEDAR at www.sedar.com. Financial information is provided in the Company’s comparative financial statements and Management’s Discussion and Analysis for its most recently completed financial year.

Shareholders wishing to request copies of the Company’s financial statements and Management’s Discussion and Analysis may contact the Company at:

Metron Capital Corp.
Suite 1206 - 588 Broughton Street
Vancouver, BC
Canada, V6G 3E3

Telephone: 604-375-6005
Email: sangha.g@outlook.com

BOARD APPROVAL

This Information Circular contains information as at May 24, 2019, except where another date is specified. The contents of this Information Circular have been approved and its mailing authorized by the Board by resolution passed on May 28, 2019.

DATED at Vancouver, British Columbia as of May 28, 2019.

SCHEDULE A

METRON CAPITAL CORP.

AUDIT COMMITTEE CHARTER

A. PURPOSE

The overall purpose of the Audit Committee (the “**Committee**”) of Metron Capital Corp. (the “**Company**”) is to ensure that the Company’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Company, and to review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company’s Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company’s independent auditors.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three (3) members of the Board of Directors (the “**Board**”).
2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members’ independent judgment. At least one (1) member 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 applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has 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 reasonably be expected to be raised by the Company’s financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from amongst their numbers.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Company and to the Company’s external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

7. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors; and
 - (d) the Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.
8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) co-operation received from the Company's personnel during the audit;

- (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Company;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;
 - (viii) the non-audit services provided by the external auditors;
 - (ix) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
 - (x) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
4. The Committee is also charged with the responsibility to:
- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - (i) the annual report to Shareholders;
 - (ii) the annual information form, if required;
 - (iii) annual and interim MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Company; and
 - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Company's financial statements;

- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Company's financial statements;
 - (f) review the minutes of any audit committee meeting of subsidiary companies;
 - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the financial statements;
 - (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.
5. The Committee shall have the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
 - (b) to set and pay the compensation for any advisors employed by the Committee; and
 - (c) to communicate directly with the internal and external auditors.

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