

## MERIDIUS RESOURCES LIMITED.

### INFORMATION CIRCULAR

(Containing information as at December 16, 2019, or unless otherwise stated)

This information circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Meridius Resources Limited (the “**Company**”) for use at the Annual General Meeting of the Shareholders of the Company (and any adjournment thereof) to be held on January 15, 2020 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

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

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

### GENERAL PROXY INFORMATION

#### Solicitation of Proxies

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

#### Appointment of Proxyholders

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

#### Voting by Proxyholder

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

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

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

## Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may choose one of the following options to submit their proxy:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9;
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the control number; or
- (c) use the internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the control number.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used.

## Beneficial Shareholders

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

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

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

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

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

**to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

### **Notice to United States Shareholders**

The solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Information Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for the Company Shareholders who are resident in, or citizens of, the United States may not be described fully in this Information Circular.

The enforcement by the Company Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Company are located outside the United States.

### **Revocation of Proxies**

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

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

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

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

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed December 16, 2019 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at December 16, 2019 (the "Record Date"), there were 11,750,000 Common Shares issued and outstanding.

To the knowledge of the directors and senior officers of the Company, there is no person or company who beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as of the close of business on the Record Date other than:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage</u>
Dylan Sidoo	2,200,000	18.7%
Jordan Sidoo	2,200,000	18.7%
Siden Investments Ltd./David Sidoo	2,148,000	18.3%

## FINANCIAL STATEMENTS

The consolidated audited financial statements of the Company for the Company's financial year ending August 31, 2019, the report of the auditor thereon and the management's discussion and analysis thereon will be filed on SEDAR at [www.sedar.com](http://www.sedar.com) on or before December 30, 2019 and will be tabled at the Meeting and will be available at the Meeting.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Appointment of Auditor

D & H Group LLP, Chartered Professional Accountants, of Vancouver, British Columbia, Canada, will be nominated at the Meeting for appointment as auditor of the Company. D & H Group LLP, Chartered Professional Accountants have been the auditors of the Company since incorporation.

**The Board recommends that you vote in favour of the appointment of D & H Group LLP, Chartered Professional Accountants. Unless otherwise instructed, at the Meeting the proxyholders named in the Company's form of Proxy or Voting Instruction Form will vote FOR the appointment of D & H Group LLP, Chartered Professional Accountants.**

### Number of Directors

Shareholders will be asked at the Meeting to approve an ordinary resolution to set the number of directors elected for the ensuing year at three (3), subject to such increases as may be permitted by the articles of the Company and the provisions of the *Business Corporations Act* (British Columbia).

**The Board recommends that you vote in favour of setting the number of directors at three for the ensuing year. Unless otherwise instructed, at the Meeting the proxyholders named in the Company's form of Proxy or Voting Instruction Form will vote FOR the setting of the number of directors at three for the ensuing year.**

### Election of Directors

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia) (the "BCBCA"). Messrs. David, Dylan and Jordan Sidoo are not standing for re-appointment to the Board of Directors of the Company.

The following table and notes thereto set out the name of each of management's nominees for election as a director, the province and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time he has been a director of the Company, and the number of shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name of Nominee, Current Position with the Company and Province or State and Country of Residence <sup>(1)</sup>	Principal Occupation and, if not at present an elected Director, Occupation during the past five years <sup>(1)</sup>	Director Since	Common Shares Beneficially Owned or Controlled <sup>(2)</sup>
<b>PETER ESPIG<sup>(3)</sup></b> Director  British Columbia, Canada	President and CEO of Nicola Mining Inc. since November 2013; Founder TriAsia Capital, a private equity and consulting firm focused on raising capital for mid-sized company and pre-initial public offering investment and consulting; Founding director of Phosplatin Therapeutics, a private biopharmaceutical company since November 2010; CFO of Long Harbour Exploration Ltd., from March 2013 to December 2014; Chairman of the Vancouver Centre of Arts and Technology.	December 13, 2017	150,000 common shares
<b>LEON HO</b> Director and Chief Financial Officer  British Columbia, Canada	Chartered Professional Accountant; Senior staff accountant at Cross Davis & Company LLP since May 2014; Chief Financial Officer of Northern Lights Resources since December 8, 2017.	November 21, 2018	Nil
<b>AMRIK VIRK<sup>(3)</sup></b> Director  British Columbia, Canada	Member of the Legislative Assembly of British Columbia June 2013 to April 2017; Minister of Technology, Innovation and Citizen's Services from December 2014 to May 2017; Minister of Advanced Education for British Columbia from June 2013 to December 2014; Vice Chair, Board of Governors of Kwantlen Polytechnic University from 2008 to May 2013; Inspector with the RCMP from 1987 to 2013.	April 22, 2019	Nil

- (1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Denotes current member of Audit Committee.

*Corporate Cease Trade Orders or Bankruptcies*

None of the proposed directors of the Company or any of their personal holding companies:

- (a) is, as at the date of this Information Circular, or has been, within ten 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, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the company and

which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) is as at the date of this Information Circular or has been within the 10 years before the date of this 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, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

None of the proposed directors or any of their personal holding companies has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or 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.

#### **Continuation of 10% “rolling” Stock Option Plan (the “Option Plan”)**

In accordance with the policies of the TSX Venture Exchange, a rolling plan requires the approval of the Company's shareholders on an annual basis. The Company's 2017 Option Plan was implemented in September 2017 and is available on [www.sedar.com](http://www.sedar.com).

#### *Summary of the Option Plan*

The Option Plan shall be administered by the Board or if appointed, by a special committee of directors appointed from time to time by the Board. The aggregate number of common shares that may be reserved for issuance under options granted in accordance with the terms of the Option Plan shall not exceed 10% of the Company's issued and outstanding common shares at the time of grant. The number of common shares subject to an option granted to a “Participant” (as such term is defined in the Option Plan) shall be determined by the Board, but no Participant shall be granted an option that exceeds the maximum number of shares permitted by any stock exchange on which the common shares are then listed or by any other regulatory body having jurisdiction (as defined collectively in the Option Plan as the “Exchange”). The exercise price for purchase of the common shares underlying each option shall be determined by the Board, provided however, that the exercise price shall not be less than the minimum price permitted by the Exchange. Subject to any applicable approvals required by the Exchange, the Board has the absolute discretion to suspend or terminate the Option Plan; and, subject to any required Exchange approval, the Board may also amend or revise the terms of the Option Plan provided that no such amendment or revision shall result in a material adverse change to the terms of any options granted under the Option Plan, unless shareholder approval is obtained for such amendments or revisions.

The maximum term of any option granted under the Option Plan shall be ten years from the date the option is granted. Notwithstanding the above, options will expire 90 days after an individual ceases to qualify as a Participant under the Option Plan for any reason other than death, subject to extension at the discretion of the Board. Options granted to a Participant that provides investor relations activities will expire 30 days after the Participant ceases to provide investor relations services to the Company, subject to the individual otherwise qualifying as a Participant under the Option Plan. In the event of the death of a Participant, options previously granted to the Participant shall be exercisable by the Participant's estate for one year from the date of death if and to the extent that such option had vested and was exercisable at the date of death.

Pursuant to the Company's practice respecting restrictions on trading, there are a number of periods each year during which directors, officers and certain employees are precluded from trading in the Company's securities. These periods are referred to as “black-out periods”. A black out period is designed to prevent a person from trading while in possession of material information that is not yet available to the public. The Option Plan includes provision that should an option

expiration date fall within a black out period or immediately following a black-out period, the expiration date will automatically be extended for ten business days following the end of the black-out period.

The Option Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the common shares of the Company; and includes provisions related to withholding tax obligations of the Company on exercise of options by Participants.

Our directors may, at their discretion at the time of any grant, impose a schedule over which period of time an option will vest and become exercisable by a Participant.

As at the date hereof, there are options outstanding under the Option Plan entitling the purchase of an aggregate 1,125,000 common shares of the Company at various prices, expiring in February 2023, which options are held by the Company's directors, officers and consultants.

#### *Stock Option Plan Resolution*

At the Meeting, Shareholders will be asked to pass the following ordinary resolution to ratify, confirm and approve the Option Plan:

“RESOLVED that the Company’s 10% rolling Stock Option Plan dated September 15, 2017 be and is hereby ratified, confirmed and approved until the next annual general meeting of the Company.”

An ordinary resolution is a resolution passed by a majority of at least 50% of the votes cast by those Shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

**Management of the Company recommends that the shareholders vote in favour of the ratification, confirmation and approval of the Stock Option Plan Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Stock Option Plan Resolution.**

#### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of this Information Circular:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**Named Executive Officer**” or “**NEO**”, means each of the following individuals:

- (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;
- (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.

## Director and NEO Compensation, Excluding Options and Compensation Securities

The Company had two NEOs for the financial year ended August 31, 2019, namely: Mr. Dylan Sidoo, President, CEO & Director and Mr. Leon Ho, the CFO & Director. The directors of the Company who were not NEOs during the financial year ended August 31, 2019 were David Sidoo, Peter Espig, Jordan Sidoo, Douglas Leishman and Amrik Virk.

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the two completed financial years ended August 31, 2019 and August 31, 2018.

All amounts shown were paid in Canadian currency, the reporting currency of the Company.

Table of Compensation, Excluding Compensation Securities (in Canadian Dollars)							
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 (\$)
Dylan Sidoo President, CEO & Director	2019	22,000	Nil	Nil	Nil	Nil	22,000
	2018	14,000	Nil	Nil	Nil	28,000	42,000
Leon Ho CFO and Director	2019	Nil	Nil	Nil	Nil	5,367	5,367
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Jordan Sidoo Director and former CFO <sup>(1)</sup>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	28,000	28,000
David Sidoo Director	2019	46,139 <sup>(5)</sup>	Nil	Nil	Nil	Nil	46,139
	2018	Nil	Nil	Nil	Nil	16,000	16,000
Peter Espig Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	6,000	6,000
Amrik Virk Director	2019	Nil	Nil	Nil	Nil	10,733	10,733
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Douglas Leishman Former Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	4,000	4,000
Nick Demare <sup>(2)</sup> Former CFO, former Corporate Secretary & former Director	2019	1,000	Nil	Nil	Nil	Nil	1,000
	2018	19,080 <sup>(3)</sup>	Nil	Nil	Nil	12,000 <sup>(4)</sup>	31,080

(1) Mr. Jordan Sidoo resigned as CFO on December 13, 2017.

(2) Mr. Demare resigned as Corporate Secretary, CFO and a Director on October 1, 2018.

(3) Paid to Chase Management Ltd. (“Chase”), a private corporation owned by Mr. Demare.

(4) Paid to Chase for accounting and administrative services provided by Chase personnel, excluding Mr. Demare.

(5) The Company pays management and administrative fees directly to Makena Management Group Ltd. (“Makena”), a private company owned by Mr. Sidoo. During the year ended August 31, 2019, the Company paid Makena \$28,500 in consulting fees and \$17,639 in office and administrative expenses.

## Employment, Consulting and Management Agreements

Management functions of the Company are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

The Company does not have any employment, consulting or management agreements in place.

## Stock Options and Other Compensation Securities

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company, current and former, for the financial year ended August 31, 2019 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, conversation 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
Dylan Sidoo President, CEO & Director	N/A	Nil <sup>(1)</sup>	-	-	-	-	-
Leon Ho CFO and Director	Options	50,000 Options; 50,000 underlying Common shares (0.4%) <sup>(2)</sup>	07/17/19	0.15	0.14	0.165	02/23/23
Jordan Sidoo Director and former CFO	N/A	Nil <sup>(3)</sup>	-	-	-	-	-
David Sidoo Director	N/A	Nil <sup>(4)</sup>	-	-	-	-	-
Peter Espig Director	N/A	Nil <sup>(5)</sup>	-	-	-	-	-
Amrik Virk Director	Options	100,000 Options; 100,000 underlying Common shares (0.8%) <sup>(6)</sup>	07/17/19	0.15	0.14	0.165	02/23/23
Douglas Leishman Former Director	N/A	Nil	-	-	-	-	-
Nick Demare Former CFO, former Corporate Secretary & former Director	N/A	Nil	-	-	-	-	-

- (1) As at the year ended August 31, 2019, Mr. Dylan Sidoo had a total of 350,000 stock options, exercisable into 350,000 common shares at a price of \$0.10 per share until February 22, 2023.
- (2) Mr. Ho was issued 50,000 stock options on July 17, 2019, exercisable into 50,000 common shares of the Company.
- (3) As at the year ended August 31, 2019, Mr. Jordan Sidoo had a total of 350,000 stock options, exercisable into 350,000 common shares at a price of \$0.10 per share until February 22, 2023.
- (4) As at the year ended August 31, 2019, Mr. David Sidoo had a total of 200,000 stock options, exercisable into 200,000 common shares at a price of \$0.10 per share until February 22, 2023.
- (5) As at the year ended August 31, 2019, Mr. Peter Espig had a total of 75,000 stock options, exercisable into 75,000 common shares at a price of \$0.10 per share until February 22, 2023.
- (6) Mr. Virk was issued 100,000 stock options on July 17, 2019, exercisable into 100,000 common shares of the Company.

## Exercise of Compensation Securities by NEOs and Directors

No compensation securities were exercised by the NEOs and directors of the Company, current and former, for the financial year ended August 31, 2019. A total of 150,000 stock options expired during the year ended August 31, 2019.

## OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NEO COMPENSATION

### *Compensation, Philosophy And Objectives*

The primary goal of our executive compensation program is to attract and retain the key executives necessary for the Company's long term success, to encourage executives to further the development of the Company and our operations, to motivate skilled and experienced executives, and to reward management for their contributions to the Company's achievements on both an annual and long term basis. The key elements of the executive compensation program are base salary or management fees and incentive stock options, and the Company may, from time to time, make cash bonuses a component of compensation, taking into consideration performance by both the Company and the respective personnel. Though the Company has not, as yet, adopted a formal bonus plan or non-equity incentive plan, all personnel, including executive officers, are eligible to receive bonuses. Our directors are of the view that all elements of the total compensation program should be considered, rather than any single element.

**Compensation Process, the Role of the Compensation Committee and Compensation Governance:** The Company relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of incentive stock options that may be granted to directors, officers, employees and consultants, and for reviewing compensation for the Company's executive officers to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of the Company's executive officers, the Board of Directors considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

**Option-based Awards:** Options to purchase common shares of the Company are intended to align the interests of our directors and executive officers with those of our shareholders and to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value. The Company's stock option incentive plan is administered by the Board of Directors (see "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan"). In establishing the number of the incentive stock options to be granted, the Board of Directors will consider any previous grants of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of options, and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer in determining the level of incentive stock option compensation.

As of the date of hereof, our executive officers do not receive any benefits or perquisites that are not generally available to all of our officers and employees.

**Pension Plan Benefits and Deferred Compensation Plans:** The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

**Risks Associated with Compensation Practices:** Our Board of Directors has not, as yet, specifically considered the implications of any risks to the Company associated with decisions regarding compensation of its executive officers. However, as compensation of executive officers is determined by negotiation of set, monthly amounts between the Board of Directors and the individual, or at the discretion of the Board as relates to any bonus potential or stock option incentive plan awards, and compensation of the Company's executive officers is not based on quantitative performance criteria, management is of the view that there is no material risk of the Company's executive officers or directors taking, as a result of compensation process or potential, inappropriate or excessive risks during the performance of their duties that are reasonably likely to have a material adverse effect on the Company or its business and operations.

**Hedging by Executive Officers or Directors:** The Company has not adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted or awarded as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Form, entitlement to grants of incentive stock options under the Company's stock option plan is the only equity security element awarded by the Company to its executive officers and directors.

**Termination And Change Of Control Benefits:** The Company is not a party to any contract, agreement, plan or arrangement with its NEOs that provide for payments to NEOs at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of the Company or a change in a Named Executive Officer's responsibilities.

**Pension:** The Company does not have any form of pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.

#### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance to directors, officers, employees and consultants in effect as of the end of the Company's most recently completed fiscal year end of August 31, 2019:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted-Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) <sup>(1)</sup> (c)
Equity Compensation Plans Approved By Securityholders – Stock Option Plan	1,125,000	\$0.11	50,000
Equity Compensation Plans Not Approved By Securityholders – Fixed Restricted Share Unit Plan	N/A	N/A	N/A
Total	1,125,000		50,000

(1) The Company had 11,750,000 common shares issued and outstanding as at August 31, 2019. The Company currently has in place a "rolling" stock option plan whereby the maximum number of common shares that may be reserved for issuance pursuant to such plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant.

#### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

Under National Instrument 52-110 – *Audit Committees* ("NI 52-110"), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee's charter, the composition of the audit committee and the fees paid to the external auditor.

**Audit Committee Charter:** The Charter of the Audit Committee of the Board of Directors is attached as Schedule "A".

**Composition of the Audit Committee:** The following are the current members of the Committee <sup>(1)</sup>:

	<b>Independent <sup>(1)</sup></b>	<b>Financially Literate</b>
Peter Espig	Yes	Yes
Amrik Virk	Yes	Yes
David Sidoo	Yes	Yes

(1) As defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110").

**Relevant Education and Experience:**

*Peter Espig, Director:* Mr. Espig has been President and CEO of Nicola Mining since November, 2013 and was the interim President and interim CEO of Nicola Mining from June 2013 to November 2013. Mr. Espig is the founder of TriAsia Capital, a private equity and consulting firm focused on raising capital for mid-sized companies and pre-initial public offering investment and consulting. Mr. Espig is a founding director of Phosplatin Therapeutics, a private biopharmaceutical company since November 2010. Mr. Espig was Vice President of the Principal Finance and Securitization Group and Asian Special Situations Group for Goldman Sachs Japan and also served as Vice President of Olympus Capital, a private equity firm in New York.

*Amrik Virk, Director:* Mr. Virk was a Member of the Legislative Assembly of British Columbia June 2013 to April 2017, Minister of Technology, Innovation and Citizen's Services from December 2014 to May 2017 and Minister of Advanced Education for British Columbia from June 2013 to December 2014. Mr. Virk was the Vice Chair of the Board of Governors of Kwantlen Polytechnic University from 2008 to May 2013 and is a retired Inspector of the RCMP where he served from 1987 to 2013.

*David Sidoo, Director:* Mr. Sidoo is a successful businessman based in Vancouver where he oversees a successful private investment banking and financial management firm. Mr. Sidoo is the President, CEO & a director of Advantage Lithium Corp. and East West Petroleum Corp. Mr. Sidoo is a former Partner and Advisory Board Member at Yorkton Securities and was a founding shareholder of American Oil & Gas Inc. (NYSE -AEZ) which was sold to Hess Corporation in December 2010 for over US\$630 million in an all-stock transaction.

Each member has acquired a knowledge and understanding of the financial issues and accounting principles that are relevant in assessing this Company's financial disclosures and internal control systems.

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

**Reliance on Certain Exemptions:** The Company's auditor has not provided any material non-audit services for financial year ended August 31, 2019.

**Pre-Approval Policies and Procedures:** The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors" in the Audit Committee Charter.

**External Auditor Service Fees (By Category):** The aggregate fees billed by the Company's external auditors in each of the last two fiscal years ended August 31 for audit fees are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
August 31, 2019	\$13,000	-	-	-
August 31, 2018	\$12,750	-	-	-

**Exemption:** The Company is relying on the exemption provided under Section 6.1 of NI 52-110.

## CORPORATE GOVERNANCE PRACTICE

National Instrument 58-101, *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with that instrument. The Company is a “venture issuer” within the meaning of NI 58-101.

The Board has adopted certain corporate governance policies to reflect the Company’s commitment to good corporate governance, and to comply with NI 58-101 and National Policy 58-201 - *Corporate Governance Guidelines*. The Board periodically reviews these policies and proposes modifications to the Board for consideration as appropriate. The Company considers good corporate governance to be central to the effective and efficient management and operation of the Company, and the Board is directly responsible for developing the Company’s approach to corporate governance issues. A discussion of the Company’s governance practices within the context of NI 58-101 is set out below:

**Board of Directors:** The Company currently has four independent directors, namely: Messrs. David Sidoo, Peter Espig, Jordan Sidoo and Amrik Virk. Mr. Dylan Sidoo is the current President and a director of the Company and Mr. Leon Ho is the Chief Financial Officer and a director of the Company and as such, neither are independent. Messrs. David, Dylan and Jordan Sidoo are not standing for re-appointment.

The Board facilitates the exercise of independent supervision over management through various Board meetings held throughout the year. At present, the Board does not have any formal committees other than its Audit Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have significant experience in business affairs. As a result, these Board members are able to provide significant and valuable independent supervision over management.

**Directorships:** The following table sets forth the directors of the Company who currently hold directorships in other reporting issuers:

Name of Director	Name of Reporting Issuer	Exchange Listed
Dylan Sidoo	Seaway Energy Services Inc.	TSXV
David Sidoo	Advantage Lithium Corp. Seaway Energy Services Inc.	TSXV TSXV
Peter Espig	Nicola Mining Inc. Seaway Energy Services Inc.	TSXV TSXV
Leon Ho	Northern Lights Resources Corp. Seaway Energy Services Inc.	TSXV TSXV
Amrik Virk	Seaway Energy Services Inc.	TSXV

**Compensation:** From time to time, the independent directors of the Board will review the compensation payable to the CEO and CFO. Compensation for Board members is determined by the Board as a whole and in accordance with industry norms and with reference to each individual director’s level of involvement with the Company

**Orientation and Continuing Education:** The CEO and/or the CFO are responsible for providing an orientation for new directors. Director orientation and on-going training will include presentations by senior management to familiarize directors with the Company’s strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its internal and independent auditors.

**Ethical Business Conduct:** The Company does not have a written code of ethical business conduct for its directors, officers and employees. Each director, officer and employee is expected to comply with relevant corporate and securities laws and, where applicable, the terms of their employment agreements.

**Nomination of Directors:** When a Board vacancy occurs or is contemplated, any director may make recommendations to the Board as to qualified individuals for nomination to the Board. In identifying new candidates, the directors will take into

account the mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Company at that time.

**Other Board Committees:** The Board has no standing committees other than the Audit Committee.

**Assessments:** The Board does not conduct any formal evaluation of the performance and effectiveness of the members of the Board, the Board as a whole or any committee of the Board. These matters are dealt with on a case by case basis at the Board level.

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

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

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

**“Informed Person”** means:

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

Other than disclosed below and in this Information Circular, to the knowledge of management of the Company, no informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director of the Company has any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

#### **OTHER MATTERS**

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Annual General Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

## **ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available on the Company's profile on SEDAR website located at [www.sedar.com](http://www.sedar.com). The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the website noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting the Company at:

**Meridius Resources Limited**  
#789 – 999 W. Hastings Street  
Vancouver, British Columbia  
Canada V6C 2W2  
Tel: (604) 423-4499 | Fax: (604) 423-4498

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

**DATED** at Vancouver, British Columbia, December 16, 2019.

BY ORDER OF THE BOARD

***"Dylan Sidoo"***  
President and Chief Executive Officer

## Schedule "A"

### MERIDIUS RESOURCES LIMITED

#### AUDIT COMMITTEE CHARTER

As approved by the Board of Directors on September 15, 2017

#### A. PURPOSE

The overall purpose of the Audit Committee is to ensure that the Issuer's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Issuer and to review the Issuer's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each member of the Audit Committee will obtain an understanding of the responsibilities of the Audit Committee membership as well as the Issuer's business, its operations and related risks.

#### B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Audit Committee shall consist of at least three members of the Board, the majority of whom are independent as defined in NI 52-110 Audit Committees ("NI 52-110") or any successor policy.
  2. All members of the Audit Committee shall be financially literate as defined in NI 52-110 or any successor policy.
  3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit 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 Audit Committee shall elect a chair and a secretary from among their number.
  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 Audit Committee shall have access to such officers and employees of the Issuer and to the Issuer's external auditors, and to such information respecting the Issuer, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
  7. Meetings of the Audit Committee shall be conducted as follows:
    - a) the Audit 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 Audit 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; and
    - c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
  8. The external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Issuer as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.
-

## **C. ROLES AND RESPONSIBILITIES**

1. The overall duties and responsibilities of the Audit Committee shall be as follows:
  - (a) to assist the Board in the discharge of its responsibilities relating to the Issuer's accounting principles, reporting practices and internal controls and its approval of the Issuer's annual and interim consolidated financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Issuer's external auditors and assess their performance;
  - (c) to ensure that the management of the Issuer has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Audit 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 Issuer, 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 Issuer's financial and auditing personnel;
    - (iv) co-operation received from the Issuer's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Issuer;
    - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - (viii) the non-audit services provided by the external auditors;
  - (e) to discuss with the external auditors the quality and not just the acceptability of the Issuer's accounting principles; and
  - (f) to implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Issuer are to:
  - (a) review the appropriateness and effectiveness of the Issuer's policies and business practices which impact on the financial integrity of the Issuer, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Issuer's business conduct and ethics policies and to periodically

review these policies and recommend to the Board changes which the Audit 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 Issuer; and
- (d) periodically review the Issuer's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.

4. The Audit Committee is also charged with the responsibility to:

- (a) Review and approve the Issuer's annual and interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;
- (b) review and approve the financial sections of any of the following disclosed documents prepared by the Issuer:
  - (i) the annual report to shareholders;
  - (ii) the annual information form;
  - (iii) annual MD&A;
  - (iv) prospectuses;
  - (v) news releases discussing financial results of the Issuer; 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 Issuer's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Issuer's consolidated 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 Issuer's consolidated 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 Issuer and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Issuer'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 Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.