

**EAST WEST PETROLEUM CORP.**

**Suite 1305 – 1090 West Georgia Street  
Vancouver, British Columbia, Canada V6E 3V7  
Telephone: 604-685-9316 – Facsimile: 604-683-1585**

**INFORMATION CIRCULAR**

with information as at November 5, 2019 *(except as otherwise indicated)*

This Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of **East West Petroleum Corp.** (the “**Company**” or “**East West**”) for use at the annual general meeting (the “**Meeting**”) of the Company (and any adjournment thereof) to be held on December 12, 2019 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

This Circular describes the matters that need to be dealt with at the annual general meeting of the Company, pertaining to annual corporate matter requirements, which are detailed below.

In this Circular, references to the “**Company**”, “**East West**”, “**we**” and “**our**” refer to East West Petroleum Corp. “**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 the Beneficial Shareholders. Unless otherwise stated, all dollar (“\$”) amounts disclosed herein are reported in **Canadian currency**. US currency is represented as “**US\$**”.

**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**

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

**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

If you are a registered shareholder, you may wish to vote by proxy whether or not you are able to attend the Meeting in person. To submit a proxy you may do so using one of the following methods:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at 1-416-263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or;
- (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 proxy access number; or
- (c) log on to Computershare's internet voting website at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions provided at the site and refer to the enclosed proxy form for the holder's account number and the proxy access number.

Be sure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and 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 East West 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 East West Common Shares) or as set out in the following disclosure.

If East West Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those East West Common Shares will not be registered in the shareholder's name on the records of the Company. Such East West Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such East West 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, 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 meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Non-Objecting Beneficial Owners ("**NOBOs**") do not object to the issuers of the securities they own knowing who they are; and Objecting Beneficial Owners ("**OBOs**") do object to their name being made known to the issuers of securities which they own.

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

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their East West Common Shares are voted at the Meeting.

The proxy form 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 East West Common Shares on your behalf. Most brokers 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 ("**VIF**") in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company's

Proxy to represent your East West Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your East West 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 in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of East West Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your East West Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your East West Common Shares at the Meeting.**

#### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

#### **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 registered shareholder is a company, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the registered office address of the Company, 1305 – 1090 West Georgia Street, Vancouver, British Columbia Canada, V6E 3V7 (the "**Registered Office**") 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 East West 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 Company's financial year ended March 31, 2018 to the end of the most recently completed financial year of the Company, ended March 31, 2019, 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 as may be set out herein.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Company (the “**Board**”) has fixed November 5, 2019 as the record date (the “**Record Date**”) for determining 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 Common Shares are listed on the TSX Venture Exchange (the “**TSXV**”). The Company is authorized to issue an unlimited number of Common Shares. As of November 5, 2019, there were 89,585,665 Common Shares, without par value, issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares as at November 5, 2019.

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions concerning the Company’s annual business of setting the number of directors, the election of directors, appointment of auditor and continuation of the Stock Option Plan, as described herein. If there are more nominees for election as director or appointment of the Corporation’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

### Conflicts of Interest

Conflicts of interest may arise from the fact that certain directors of the Company may also hold positions as directors or officers of other companies. Some of the directors of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company are involved with companies in direct competition with the Company. Conflicts, if any, are currently subject to the procedures and remedies provided under the Act. Currently, any directors who are in a position of conflict abstain from voting on any matters, which may relate in any way to the matter in conflict.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who, generally speaking, is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or any associate or affiliate of any informed person has any interest in any proposed transaction, which has materially affected or would materially affect the Company or any of its subsidiaries, except as disclosed in this Circular.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

#### Number of Directors

Pursuant to the Articles of the Company, the number of directors of the Company was set at five at the Company's last annual general meeting. At the Meeting the Company will present an ordinary resolution for shareholder approval to reduce the number of director positions for the ensuing year and set the number of directors to be elected to the Board at four (4).

**In the absence of instructions to the contrary, the persons named in the enclosed form of proxy intend to vote the Common Shares represented thereby in favour of passing this resolution. The Board recommends you vote in favour of the above resolution.**

#### Advance Notice Policy

On May 21, 2013, the Board adopted an advance notice policy (the "**Advance Notice Policy**") with immediate effect, a copy of which was posted under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) on May 23, 2013, and which Advance Notice Policy was ratified, confirmed and approved at the Company's annual general meeting held June 26, 2013. The Advance Notice Policy stipulates advance notice must be provided to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the Act or (ii) a shareholder proposal made pursuant to the provisions of the Act. Pursuant to the Advance Notice Policy any additional nominations for election as director at the Meeting must be received by the Company in compliance with the Advance Notice Policy no later than the close of business on November 7, 2019. No such nominations were received by the Company prior to printing this Circular. Accordingly, management's nominees for election as directors are set forth below.

#### Director Nominees

The following table sets out the names of the nominees for election as director, the offices each nominee holds within the Company, their occupations (for the five preceding years for new director nominees), the length of time they have served as directors of the Company, and the number of shares of the Company that each nominee beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
<b>Nick Demare</b> <sup>(3)</sup> British Columbia, Canada Interim Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and Director	Chartered Professional Accountant; President and Principal of Chase Management Ltd., a private company providing administrative, management and financial services to private and public companies.	December 7, 2009	229,258 <sup>(2)</sup>

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
<b>Ross McElroy</b> <sup>(3)</sup> British Columbia, Canada Director	Professional Geologist. President of Fission Uranium Corp. since 2013.	November 14, 2016	Nil
<b>Mark T. Brown</b> <sup>(3)</sup> British Columbia, Canada Director	Chartered Professional Accountant (since Sep 1993); President, Pacific Opportunity Capital Ltd., a private company investing and providing financial services to public and private companies (since Dec. 1996); Director of: Almaden Minerals Ltd. (since Nov 2007), Almadex Minerals Limited (since May 2015), Alianza Minerals Ltd. (since Oct 2005), Avrupa Minerals Ltd. (since Jan 2008), Michelin Mining Corp. (since Aug 2018), Strategem Capital Corporation (since Sep 2001), Ascent Industries Corp. (Aug 2018 to Feb 2019), Estrella Corporation (Jun 2011 to Apr 2015), Paget Minerals Corp. (Nov 2015 to Aug 2018), Sutter Gold Mining Inc. (Nov 2000 to May 2019); Director and chief executive officer, Mountain Boy Minerals Ltd. (since Dec 2017); and chief executive officer of: Adamera Minerals Corp. (since Mar 2017), Redstar Gold Corp. (since Apr 2017), Orestone Mining Corp (since Aug 2017) and Affinor Growers Inc. (Oct 2015 to Mar 2018); Director and President, Big Sky Petroleum Corporation (May 2008 to Dec 2018), Director and former CFO (Aug 2000 to Dec 2017).	April 2, 2019	Nil
<b>Kevin William Haney</b> Manitoba, Canada Director Nominee	President and owner of Haney Resources Ltd., a private company (since 2014); Director, KFG Resources (since 2014); Director, Spectra Inc. (since 2014).	N/A	105,000

Notes:

- (1) The information as to Common Shares beneficially owned or controlled has been provided by the director nominees.
- (2) Of these Common Shares 214,258 are held by DNG Capital Corp., a private company owned by Mr. Demare, and 15,000 are held by 888 Corp., a private company 50% owned by Mr. Demare.
- (3) A member of the Audit Committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

**In the absence of instructions to the contrary, the persons named in the enclosed form of proxy intend to vote the Common Shares represented thereby in favour of electing the above director nominees to the Board. The Board recommends you vote in favour of the above director nominees.**

#### **Corporate Cease Trade Orders or Bankruptcies**

Except as disclosed below, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

(b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of 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; or

(c) 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.

Nick Demare is a director of Salazar Resources Limited (“**Salazar**”). On September 10, 2010, Salazar was issued a cease trade order by the British Columbia Securities Commission (the “**BCSC**”) for failing to file an acceptable technical report on its Curipamba project in Ecuador supporting its disclosure concerning mineral resource estimates in a news release dated February 25, 2009. Salazar filed a new technical report and the cease trade order was revoked by the BCSC on October 14, 2010 and its shares resumed trading on October 18, 2010.

### **Individual Bankruptcies**

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

### **Penalties or Sanctions**

Other than as set forth herein, none of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

### ***Biographies of Director Nominees***

**Nick Demare, Ross McElroy and Mark T. Brown:** see *Audit Committee and Relationship with Auditor – Relevant Education and Experience*, below.

**Kevin William Haney:** Mr. Haney is a successful entrepreneur with over 20 years of experience in the oil and gas industry. With many years of knowledge both in conventional and shale development in Canada and the USA. He is the President of his own private oil company and is a director for KFG Resources and Spectra Inc.

## **B. APPOINTMENT OF AUDITOR**

At the Meeting Management will nominate Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia, for appointment as auditor of the Company for the ensuing year. **Proxies given pursuant to this solicitation will, on any poll, be voted as directed. If there is no direction, a proxy will be voted FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company to hold office for the ensuing year.**

**The Board recommends you vote in favour of the above resolution.**

### C. APPROVAL OF NEW STOCK OPTION PLAN

At the Meeting, shareholders will be asked to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution (the “**Option Plan Resolution**”), to approve the new 10% rolling stock option plan adopted by the Board on February 7, 2019, a copy of which is filed under the Company’s profile at [www.sedar.com](http://www.sedar.com) together with the Meeting proxy materials.

#### **Ratification and Approval of Stock Option Plan**

The Company had a fixed number stock option plan, dated for reference March 8, 2013, which authorized the Company to grant a fixed number maximum of 12,408,697 Options to purchase Common Shares, and pursuant to which options to purchase 5,815,000 Common Shares are now outstanding. On February 7, 2019, the Board approved adoption of a new rolling stock option plan (the “**Plan**”), which allows for the reserve of a maximum of 10% of the issued and outstanding Common Shares of the Company, from time to time, for issuance pursuant to the exercise of options (“**Options**”) granted. In accordance with Policy 4.4 of the TSX-V, all rolling stock option plans, such as the Company’s requires shareholder approval on an annual basis. Accordingly, shareholder approval of the Plan is now sought in order to meet the TSX-V policy requirement.

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

#### *Terms of the Plan*

The full text of the Plan is filed under the Company’s profile at [www.sedar.com](http://www.sedar.com) together with the Meeting proxy materials. A copy of the Plan will be available for review at the Meeting and a copy is available to be supplied free of charge to Shareholders upon written request made directly to the Company at its head office located at Suite 1305, 1090 West Georgia Street, Vancouver, BC, Canada, V6E 3V7, Attention: CFO.

**Number of Common Shares Reserved.** The Plan provides that, subject to the requirements of any exchange on which the Common Shares are currently listed, the aggregate number of securities reserved for issuance pursuant to the Plan may not exceed 10% of the issued and outstanding Common Shares of the Company at the time of grant of Options (including all Options granted by the Company to date). The number of Common Shares which may be reserved in any 12 month period for issuance to any one individual upon exercise of all Options held by that individual may not exceed 5% of the issued and outstanding Common Shares of the Company at the time of the grant. The number of Common Shares which may be reserved in any 12 month period for issuance to any one consultant may not exceed 2% of the issued and outstanding Common Shares and the maximum number of Common Shares which may be reserved in any 12 month period for issuance to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding Common Shares of the Company. The Plan provides that Options granted to any person engaged in investor relations activities will vest in stages over 12 months with no more than ¼ of the Options vesting in any three month period.

**Exercise Price.** The exercise price of any Options granted under the Plan shall be determined by the Board, but may not be less than the market price of the Common Shares on the exchange, provided the Common Shares are then listed for trading on an exchange, on the date of the grant (less any discount permissible under the current stock exchange rules).

**Maximum Term of Options.** The Board shall determine the term of Options granted under the Plan at the time of grant but, subject to earlier termination in the event of termination or in the event of death, the term of Options granted under the Plan may not exceed ten years. Options granted pursuant to the Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

**Termination.** Subject to certain exceptions, in the event that a director or officer ceases to hold office, Options granted under the Plan to such director or officer will expire 90 days after such director or officer ceases to hold office. Subject to certain exceptions, in the event that an employee, or consultant ceases to act in that capacity in relation to the Company, Options granted to such employee, consultant or management company employee under the Plan will expire 90 days after such individual or entity ceases to act in that capacity in relation to the Company. Options granted to an optionee engaged in investor relations activities on behalf of the Company expire 90 days after such optionee

ceases to perform such investor relations activities for the Company. In the event of death of an Option holder, Options granted under the Plan expire one year from the date of death of the Option holder.

Administration. The Plan will be administered by the Board or a special committee of directors, either of which will have full and final authority with respect to the grant of all Options thereunder. Options may be granted under the Plan to such directors, officers, employees or consultants of the Company, as the Board may from time to time designate.

The Company is seeking shareholder ratification and approval of the Plan in accordance with the rules and policies of the TSX-V.

### ***Shareholder Approval of Plan***

At the Meeting, the Shareholders will be asked to consider an ordinary resolution to ratify, confirm and approve adoption of the Plan, and will vote on the Option Plan Resolution as follows:

“RESOLVED, as an ordinary resolution that:

1. adoption of the Stock Option Plan (the “Plan”), by the board of directors of the Company (the “Board”), effective February 7, 2019, be and is hereby ratified, confirmed and approved, subject to acceptance of the Plan by any stock exchange on which the Common Shares of the Company (the “Common Shares”) may be listed for trading, from time to time;
2. the Company be and is hereby authorized to grant Options pursuant and subject to the terms and conditions of the Plan, at the discretion of the Board or a committee of the Board, to a maximum of 10% of the issued and outstanding Common Shares on the applicable date of grant;
3. the Board be and is hereby authorized on behalf of the Company to make any amendments to the Plan as may be required by regulatory authorities, without further approval of the Shareholders of the Company, in order to ensure adoption of the Plan;
4. the Plan, be and is hereby approved, in the form adopted, for continuation until the next annual general meeting of the Company, which meeting is expected to be held in December 2020; and
5. any one or more directors and officers of the Company be authorized and directed to perform all such acts and deeds and things and execute, under seal of the Company or otherwise, all such documents, agreements and other writings as may be required to give effect to the true intent of these resolutions.”

**In the absence of instructions to the contrary, the persons named in the enclosed form of proxy intend to vote the Common Shares represented thereby in favour of passing this resolution. The Board recommends you vote in favour of the above resolution.**

### **STATEMENT OF EXECUTIVE COMPENSATION**

The following disclosure regarding executive compensation is provided pursuant to National Instrument 51-102 *Continuous Disclosure* and in accordance with Form 51-102F6V for venture issuers. Unless otherwise stated, all dollar amounts disclosed herein are reported in Canadian Dollars.

#### **General**

For the purposes of this Information Circular, a “**Named Executive Officer**”, or “**NEO**”, means each of the following individuals:

- (a) any individual who acted as chief executive officer (“**CEO**”) of the company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (b) any individual who acted as chief financial officer (“**CFO**”) of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

During the financial years ended March 31, 2019 and 2018, the Company had two NEOs, namely: David Sidoo, former CEO of the Company and Nick Demare, CFO. Mr. Sidoo resigned as CEO on March 14, 2019 when Nick Demare became interim CEO of the Company. Mr. Demare is now the interim CEO and the CFO of the Company. Mr. Sidoo will not stand for re-election at the Meeting.

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

*Executive Compensation at March 31, 2018 Financial Year End and at March 31, 2019 Financial Year End*

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, current or former, for the completed financial years ended March 31, 2019, 2018 and 2017. Options and compensation securities are disclosed under the heading “*Stock Options and Other Compensation Securities and Instruments*” below.

Table of Compensation, Excluding Compensation Securities							
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 (\$)
<b>Nick Demare</b> Interim CEO, CFO and Director	Mar 2019	36,000	-	-	-	37,750 <sup>(1)</sup>	73,750
	Mar 2018	36,000	-	-	-	41,400 <sup>(1)</sup>	77,400
	Mar 2017	40,000	-	-	-	38,230 <sup>(1)</sup>	78,230
<b>Ross McElroy</b> <sup>(2)</sup> Director	Mar 2019	6,000	-	-	-	-	6,000
	Mar 2018	-	-	-	-	-	-
	Mar 2017	12,000	-	-	-	-	12,000
<b>David Sidoo</b> <sup>(3)</sup> Director and Former CEO	Mar 2019	72,000	-	-	-	-	72,000
	Mar 2018	72,000	-	-	-	-	72,000
	Mar 2017	111,500	-	-	-	-	111,500
<b>Dylan Sidoo</b> <sup>(4)</sup> Former Director	Mar 2019	6,000	-	-	-	-	6,000
	Mar 2018	30,000	-	-	-	-	30,000
	Mar 2017	7,500	-	-	-	-	7,500
<b>David R. Taylor</b> <sup>(5)</sup> Former Director	Mar 2019	900	-	-	-	-	900
	Mar 2018	15,900	-	-	-	-	15,900
	Mar 2017	n/a	n/a	n/a	n/a	n/a	n/a
<b>Curtis White</b> <sup>(6)</sup> Former Director	Mar 2019	-	-	-	-	-	-
	Mar 2018	n/a	n/a	n/a	n/a	n/a	n/a
	Mar 2017	n/a	n/a	n/a	n/a	n/a	n/a
<b>Hon. Herb Dhaliwal</b> <sup>(5)</sup> Former Director	Mar 2019	n/a	n/a	n/a	n/a	n/a	n/a
	Mar 2018	-	-	-	-	-	-
	Mar 2017	24,000	-	-	-	-	24,000
<b>Dr. Marc Bustin</b> <sup>(2)</sup> Former Director	Mar 2019	n/a	n/a	n/a	n/a	n/a	n/a
	Mar 2018	n/a	n/a	n/a	n/a	n/a	n/a
	Mar 2017	120,000	-	-	-	-	120,000

Notes:

- (1) Paid to Chase Management Ltd. (“Chase”), a company wholly owned by Mr. Demare, for administrative and accounting services provided by Chase personnel, exclusive of Mr. Demare.
- (2) Ross McElroy was appointed director of the Company on November 14, 2016 following the resignation of Dr. Marc Bustin.

- (3) David Sidoo was appointed as President and CEO of the Company on October 1, 2013 and resigned on March 14, 2019. He will not stand for re-election as a director of the Company at the Meeting.
- (4) Dylan Sidoo was appointed as director of the Company on December 30, 2016 and resigned on April 3, 2019.
- (5) David R. Taylor was appointed as director of the Company on October 3, 2017 following the resignation of the Hon. Herb Dhaliwal. Mr. Taylor served as director from October 3, 2017 to June 15, 2018.
- (6) Curtis White was appointed to the Board on June 15, 2018 and resigned on October 15, 2018.

### Stock Options and Other Compensation Securities and Instruments

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 years ended March 31, 2019 and March 31, 2018, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities								
Name	Year	Type of compensation	Number of compensation securities, number of underlying securities, and percentage of class (#)	Date of issue or grant mm/dd/yyyy	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 <sup>(1)</sup> (\$)	Expiry Date mm/dd/yyyy
Nick Demare	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Ross McElroy	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a
David Sidoo	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Dylan Sidoo	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a
David R. Taylor	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	Options	500,000	10/03/2017	0.135	0.135	0.10	10/03/2022
Curtis White	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Hon. Herb Dhaliwal	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Dr. Marc Bustin	2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2018	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Note:

- (1) The TSX-V closing price of the Common Shares was \$0.10 each on March 29, 2018, being the last trading day before the Company's March 31, 2018 year end; and \$0.10 each on March 29, 2019, being the last trading day before the Company's March 31, 2019 year end.

#### *Exercise of Compensation Securities*

There were nil options exercised by the NEOs and directors of the Company during the financial years ended March 31, 2019 and 2018.

#### *Stock Option Plan and Other Incentive Plans*

The Company has no incentive plans other than its current 10% rolling stock option plan (the "2019 Plan") adopted by the Board on February 7, 2019 to replace the Company's fixed maximum number Stock Option Plan (the "Fixed 2013 Plan"). The Fixed 2013 Plan was current through the fiscal year ended March 31, 2018 and through most of the fiscal year ended March 31, 2019, and allowed for reserve of a fixed maximum of 12,408,697 Common Shares, being 15% of the Company's issued and outstanding share capital (on a non-diluted basis) at the date of adoption of the

Fixed 2013 Plan on March 8, 2013. Shareholders approved adoption of the Fixed 2013 Plan at the Company's annual general meeting held on June 26, 2013. Until the Company's new 10% rolling 2019 Plan was adopted the material terms of the Fixed 2013 Plan were as follows:

- (a) the maximum aggregate number of shares available for issue upon exercise of options granted pursuant to the Fixed 2013 Plan was 12,408,697 shares, being 15% of the Company's issued and outstanding share capital (on a non-diluted basis);
- (b) stock options granted under the Fixed 2013 Plan had an expiry date not to exceed ten years from the date of grant;
- (c) any stock options granted that expire or terminate for any reason without having been exercised will again be available under the 2019 Plan;
- (d) stock options vested as required by the Exchange and as determined by the administrator of the Fixed 2013 Plan, or in the absence of an administrator, the Board;
- (e) The minimum exercise price of any stock options issued under the Fixed 2013 Plan were determined by the Board at the time of grant, subject to the requirements of the Exchange;
- (f) stock options granted pursuant to the Fixed 2013 Plan were set to expire 90 days after an optionee ceased to be involved with the Company, or for any options granted to an individual providing investor relations services, 30 days after the optionee ceased to be involved with the Company;
- (g) the Board was authorized to grant stock options to any one person in any 12 month period, which could, when exercised, result in the issuance of shares exceeding 5% of the issued and outstanding Common Shares of the Company;
- (h) the Board was authorized to grant to insiders, within a 12 month period, that number of stock options under the Fixed 2013 Plan exceeding 10% of the Company's then issued and outstanding share capital;
- (i) the Company cannot grant options to any one consultant in any 12 month period, which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding shares of the Company;
- (j) the Company could not grant options in any 12 month period to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Company and options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three month period;
- (k) in connection with the exercise of an Option, as a condition to such exercise the Company required the optionee to pay to the Company an amount as necessary so as to ensure that the Company would be in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such Option; and
- (l) upon a change of control, as described in the Fixed 2013 Plan, all unvested options would immediately become vested and could be exercised in whole or in part by the option holder, subject to any required approval by the Exchange.

As of the date of this Circular, the Fixed 2013 Plan has been superseded by the 2019 Plan, and the outstanding options pursuant to the Fixed 2013 Plan were rolled into and became current under the 2019 Plan. There are currently 6,115,000 stock options outstanding under the 10% rolling 2019 Plan leaving 6,293,697 Common Shares available for grant of further options pursuant to the 2019 Plan.

### **Employment, Consulting and Management Agreements**

No management functions of the Company are, to any substantial degree, performed by a person or company other than the directors or NEOs of the Company.

### **Oversight and Description of Director and NEO Compensation**

#### *Compensation Discussion and Analysis*

The Board compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and

experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, a NEO's compensation is comprised of contractor payments and stock option grants.

The objectives and reasons for this system of compensation are generally to allow the Company to remain competitive compared to its peers in attracting and retaining experienced personnel. The Board determines and fixes compensation for its directors and officers. All salaries and/or consulting fees are to be set on a basis of a review and comparison of compensation paid to executives at similar companies.

Although the Board has not made a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices, risk management is a consideration of the Board when implementing its compensation program. The Board believes the Company's compensation program does not result in unnecessary or inappropriate risk taking; nor are there any risks taken that are likely to have a material adverse effect on the Company.

#### *Share-Based and Option-Based Awards*

The Company does not grant share-based awards. The Board is responsible for granting options to the NEOs. Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs. When new options are granted, the Board takes previous option grants into account as well as the number of stock options currently held, the individual's position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the Company's officers, directors and employees and to align the personal interests of such persons with the interests of the shareholders.

The exercise price of the stock options granted is generally determined by the market price at the time of grant, less any allowable discount.

#### *Compensation Governance*

The Board monitors remuneration of the executive officers of the Company and meets as often as it deems necessary, but no less than two times per year. The CEO may not be present during the deliberations or voting on CEO compensation.

The following is a summary description of the Board responsibilities concerning NEO compensation:

- (a) to review and approve corporate goals and objectives relevant to NEO compensation, including the evaluation and performance of the CEO in light of those corporate goals and objectives, and to make recommendations to the Board with respect to NEO compensation levels (including the award of any cash bonuses or share ownership opportunities) based on various factors as the Board deems relevant, such as the Company's performance and the value of similar awards given to NEOs at comparable companies in past years;
- (b) to consider the implementation of short and long-term incentive plans, including equity-based plans, proposed by management, to make recommendations to the Board with respect to these plans and to annually review such plans after their implementation; and
- (c) to review annually any other benefit plans proposed by management and make recommendations to the Board with respect to their implementation.

All Board members have direct experience relevant to their responsibilities relating to director and NEO compensation. All members are or have held senior executive roles within public companies, and therefore have a good understanding of compensation programs. They also have good financial understanding, which allows them to assess the costs versus benefits of compensation plans. The Board members' combined experience in the resource sector provides them with an understanding of the Company's success and risk factors, which is very important when determining metrics for measuring success.

### *Company Prohibits Hedging*

The Company's NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a NEO or a director of the Company.

### *Actions, Policies and Decisions of the Company following March 31, 2018 financial year end:*

- June 15, 2018 Appointment of Curtis White to the Board.
- July 17, 2018 Agreement to implement restructuring and agreement to purchase all of the issued and outstanding common shares of Juva Life Inc.

### *Actions, Policies and Decisions of the Company following March 31, 2019 financial year end*

- David Sidoo resigned as CEO on March 14, 2019 and will not stand for re-election as director of the Company at the Meeting.
- Dylan Sidoo resigned as director of the Company on April 3, 2019.
- Since his appointment to the Board on April 2, 2019, the Company made payment of \$1,000 per month for Mark Brown's services to his company, Pacific Opportunity Capital Ltd.
- Ross McElroy and Mark Brown were each granted 400,000 Options to purchase Common Shares on April 24, 2019 at an exercise price of \$0.10 each, expiring April 24, 2024.

### **Termination and Change of Control Benefits**

During the financial years ended March 31, 2018 and March 31, 2019, the Company did not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination, resignation, retirement, a change of control of the Company or a change in a NEO's responsibilities.

### **Pension**

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

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

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company to the date hereof.

### **MANAGEMENT CONTRACTS**

Other than as disclosed herein, no management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company. The services of David Sidoo, Former CEO were provided through his company, Siden Investments Ltd. and the services of Nick Demare, interim CEO, CFO and corporate secretary were and continue to be provided through his company, Chase Management Ltd. The services of Ross McElroy are provided through his company, Edge Geological Consulting Inc. and the services of Mark Brown are provided through his company, Pacific Opportunity Capital Ltd.

### **EQUITY COMPENSATION PLAN INFORMATION**

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the March 31, 2018 financial year end, and as at the March 31, 2019 financial year end when, in both instances, there were 89,585,665 Common Shares issued and outstanding. Until February 7, 2019, the Company did not have any equity compensation plans that were not shareholder approved. The fixed share option plan of the Company dated for reference March 8, 2013 (the "**Fixed 2013 Plan**") approved a maximum reserve of

12,408,697 Common Shares for exercise of Options pursuant to the Fixed 2013 Plan until the Board adopted the new 10% rolling option plan (the “2019 Plan”). At the Meeting shareholders will be asked to approve the 2019 Option described above, and all options outstanding pursuant to the Fixed 2013 Plan are to be rolled into and effective under the 2019 Plan. As of the date of this Circular, there are 6,115,000 stock options outstanding under the 2019 Plan leaving 6,293,697 Common Shares available for grant of further options under the 2019 Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted- average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
<b>March 31, 2018 Year End</b>			
Equity compensation plans approved by the securityholders	6,315,000	0.13	4,222,974
<b>March 31, 2019 Year End</b>			
Equity compensation plans approved by the securityholders	5,815,000	0.13	4,722,974

#### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during either of the Company’s financial years ended March 31, 2019 and 2018, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding Common Shares, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction, which has materially affected or would materially affect the Company.

#### AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 – *Audit Committees* (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below.

##### The Audit Committee’s Charter

The Audit Committee has a charter, a copy of which is attached as Schedule “A” to the information circular prepared for the Company’s 2017 annual general meeting, which was filed under the Company’s SEDAR profile on October 23, 2017 at [www.sedar.com](http://www.sedar.com).

##### Composition of Audit Committee and Independence

The Company’s Audit Committee currently consists of Messrs. Nick Demare (chairperson) and Ross McElroy.

NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. Of the Company’s current Audit Committee members, Mr. McElroy is “independent” within the meaning of NI 52-110. Nick Demare is not “independent” as he is also the interim CEO and he is the CFO of the Company.

NI 52-110 provides that 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. All of the members of the Audit Committee are "financially literate" as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

### **Relevant Education and Experience**

Nick Demare is a Chartered Professional Accountant and has been the President of Chase Management Ltd. since 1991, providing accounting, management, securities regulatory compliance and corporate secretarial services to companies listed on the Exchange and the TSX and has served on the audit committee of many of these companies. He also serves as a director and officer of a number of public companies listed on the Exchange and the TSX. Mr. Demare holds a Bachelor of Commerce degree from the University of British Columbia and is a member in good standing of the Institute of Chartered Accountants in British Columbia.

Ross McElroy is a professional geologist with nearly 30 years' experience in the mining industry. He has experience working with and managing many types of mineral projects from grass roots exploration to feasibility and production. Mr. McElroy has held positions with both major and junior mining companies, which include BHP Billiton, Cogema Canada (now AREVA), and Cameco, and he is a director and/or officer of several publicly traded companies including Fission 3.0 Corp., Rockwealth Resources Inc. and Eros Resources Corp. He was a member of the early stage discovery team of the MacArthur River uranium deposit. Mr. McElroy received a Bachelor's Degree in Science, with a Specialization in Geology from the University of Alberta in 1987. Mr. McElroy is a registered professional geologist in Alberta, Saskatchewan, Nunavut and Northwest Territories.

Mr. Mark T. Brown B. Comm. CPA, CA, is the President of Pacific Opportunity Capital Ltd., in Vancouver B.C. Mr. Brown has assisted in the successful establishment of several private and public companies. In the public company sector, Mr. Brown has played key roles in the success of several companies, which his team at Pacific Opportunity have listed on the TSXV, the TSX and the NYSE Mkt Exchanges. His corporate focus is on merger and acquisition transactions, financing, strategic corporate planning, and corporate development. One of the companies founded and run by the team at Pacific Opportunity was built into a plus \$500 million market capitalization entity and they have had many other successes over the past 20 years.

As a result of their respective business experience and educational background, each member of the audit committee (i) has an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (iii) has experience in analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to issues that can reasonably be expected to be raised by the Company's financial statements, and (iv) has an understanding of internal controls and procedures for financial reporting.

### **Audit Committee Oversight**

Since the commencement of the Company's financial year ended March 31, 2018 and its most recently completed financial year ended March 31, 2019, the Audit Committee has not made any recommendations to nominate or compensate an external auditor, which were not adopted by the Board.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's financial year ended March 31, 2018, and since the commencement of the Company's most recently completed financial year ended March 31, 2019 the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis* Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

## Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Committee. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Committee, on a case-by-case basis.

## Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to its external auditors for services rendered in the three most recent fiscal years:

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
March 31, 2019	\$36,500	Nil	Nil	Nil
March 31, 2018	\$45,000	Nil	Nil	Nil
March 31, 2017	\$68,850	Nil	\$4,327	Nil

Notes:

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audit related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

## Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and, as such, relies on the exemption set out in section 6.1 of NI 52-110 with respect to Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

## CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "**Guidelines**") adopted in National Policy 58-201 – *Corporate Governance Guidelines*. The Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company's approach to corporate governance is set out below.

## Board of Directors

Management is nominating four individuals to the Board, three of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. A "material relationship" is defined as a relationship, which could, in the view of the Company's Board, reasonably interfere with the exercise of a director's independent judgment. The current members of the Board are considered "independent" within the meaning of NI 52-110, except for Nick Demare, who is the current interim CEO and the CFO of the Company.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO. The Board gives direction and guidance through the CEO to Management and keeps Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors, and immediately following each annual general meeting appoints an Audit Committee. The Board establishes and periodically reviews and updates the Audit Committee mandate, duties and responsibilities, elects a chairperson of the Board and establishes his or her duties and responsibilities, appoints the CEO and CFO of the Company and establishes the duties and responsibilities of those positions, and on the recommendation of the CEO, appoints the senior officers of the Company and approves the senior management structure of the Company.

The Board exercises its independent supervision over management through its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. The Board endeavours to call and hold regularly scheduled meetings, and endeavours to hold at least one meeting in each fiscal quarter. The Board will also meet at any other time at the call of the CEO, or subject to the Articles of the Company, of any director.

The mandate of the Board, as prescribed by the Act, is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees management of the Company's affairs directly and through its Audit Committee.

### **Directorships**

As of the date of this information circular, certain directors of the Company are also serving as directors of other reporting issuers, details of which are as follows:

Nick Demare: Aguila American Resources Limited, Cliffmont Resources Ltd., GGL Resources Corp., Hannan Metals Ltd., Hansa Resources Limited, Kingsmen Resources Ltd., Mawson Resources Limited, Mirasol Resources Ltd., Rochester Resources Ltd., Rockshield Capital Corp., Salazar Resources Limited, and Tinka Resources Limited.

Ross McElroy: Canex Energy Corp., Eros Resources Corp., Fission Uranium Corp., Fission 3.0 Corp., Northbridge Resources Corp. (formerly Pioneer Pacific Finance Corp.), Rockwealth Resources Corp. (formerly Crazy Horse Resources Inc.), and Shine Minerals Corp.

Mark T. Brown: Almaden Minerals Ltd., Almadex Minerals Limited, Alianza Minerals Ltd., Avrupa Minerals Ltd., Azucar Minerals Ltd., Michelin Mining Corp., Mountain Boy Minerals Ltd., and Strategem Capital Corporation.

Kevin William Haney: KFG Resources and Spectra Inc.

### **Orientation and Continuing Education**

The Board's practice is to recruit for the Board only persons with extensive experience in the oil and gas business and in public company matters. Prospective new board members are provided with a reasonably detailed level of background information, verbal and documentary, on the Company's affairs and plans prior to obtaining their consent to act as a director.

The Board provides training courses to the directors as needed, to ensure that the Board is complying with current legislative and business requirements.

## **Ethical Business Conduct**

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

## **Nomination of Directors**

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects, and timing. Prospective directors are not approached until consensus is reached. This process takes place among the Chairman and a majority of the non-executive directors.

## **Compensation**

The Board does not currently have a compensation committee. Instead, it is the plenary Board that oversees executive compensation to enable the Company to ensure conformity between compensation and other corporate objectives and to consider, all compensation packages, both present and future, for the Company's management and directors (including annual retainer, meeting fees, bonuses and option grants) and any severance packages.

The Board oversees the proper functioning of the Board and management of the Company to ensure the proper discharge of duties, to schedule meetings and to ensure timely reporting to the shareholders. The Board meets as often as may be necessary or appropriate in its members' discretion and judgment, and not less than four times each year.

The Board sets the standards for compensation of directors and officers based on industry data and with the goal to attract, retain and motivate key persons to ensure the long-term success of the Company. Compensation generally includes the three following components: base salary, annual bonus based on performance and grant of stock options. The Board takes into account the North American context of the activities of the Company and increased competition in the market for its key personnel while also taking into account the performance and objectives set forth for the Company.

## **Other Board Committees**

There is currently one committee of the Board: the Audit Committee.

## **Assessments**

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of the Audit Committee. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of each individual and the purpose of originally nominating the individual to the Board. The Board monitors the adequacy of information given to directors, communication between Board and Management and the strategic direction and processes of the Board and the Audit Committee.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without an excessive administration burden.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company's comparative annual financial statements to March 31, 2018, and to March 31, 2019, copies of which, together with the related Management's Discussion and Analysis for each financial year, can be found under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at 604-685-9316.

## **OTHER MATTERS**

As of the date of this Circular, management of the Company is not aware of any other matters which may come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Common Shares represented thereby in accordance with their best judgement on such matter.

## **APPROVAL OF MANAGEMENT INFORMATION CIRCULAR**

The contents of this Circular and the distribution to shareholders have been approved by the Board.

**DATED** at Vancouver, British Columbia, November 8, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Nick Demare*"

Nick Demare  
Interim CEO and CFO