

IEMR RESOURCES INC.
1300 – 1500 West Georgia Street
Vancouver, British Columbia V6G 2Z6

**2022
ANNUAL
GENERAL
MEETING**

Notice of Annual General Meeting of Shareholders

Management Information Circular

Place:

Boughton Law Corporation
#700 – 595 Burrard Street
Vancouver, British Columbia V7X 1S8

Date:

Tuesday, June 14, 2022

Time:

11:00 a.m. (Vancouver time)

IEMR RESOURCES INC.

CORPORATE INFORMATION

Head Office

1300 – 1500 West Georgia Street
Vancouver, British Columbia V6G 2Z6

Directors and Officers

Charles Yuen, Chief Executive Officer & Director

Zheng Fu, President, Chief Financial Officer, Corporate Secretary & Director

Natalie Ni Shi, Director

JieLu Yu, Director

Registrar and Transfer Agent

Computershare Investor Services Inc.
3rd Floor, 510 Burrard Street
Vancouver, British Columbia V6C 3B9

Legal Counsel

Boughton Law Corporation
#700 – 595 Burrard Street
Vancouver, British Columbia V7X 1S8

Auditor

Manning Elliott LLP
1100 – 1050 West Pender Street
Vancouver, British Columbia V6E 3S7

Listing

TSX Venture Exchange
Symbol "IRI"

IEMR RESOURCES INC.

1300 – 1500 West Georgia Street, Vancouver, British Columbia V6G 2Z6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, JUNE 14, 2022

NOTICE IS GIVEN that IEMR Resources Inc. (the "**Company**" or "**we**") will be holding its Annual General Meeting of shareholders (the "**Meeting**") on **Tuesday, June 14, 2022 ("Meeting Date") at 11:00 a.m. (Vancouver time)** at Boughton Law Corporation, #700 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8 for the following purposes:

1. To receive the Company's audited financial statements for the financial year ended October 31, 2021 (with comparative statements for the 2020 financial year) together with the auditor's report on the financial statements and the related management's discussion and analysis. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "ADDITIONAL INFORMATION".**
2. To fix the number of directors at four (4). **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "NUMBER OF DIRECTORS".**
3. To elect directors. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "ELECTION OF DIRECTORS".**
4. To re-appoint the Company's auditor and to authorize the Board of Directors to fix the auditor's remuneration. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "APPOINTMENT OF AUDITOR".**
5. to approve by ordinary resolution, the replacement of the Company's current stock option plan with a new plan that complies with the policies of the TSX Venture Exchange. **For detailed information regarding this matter, please refer to the section in the Information Circular under the heading "PARTICULARS OF MATTERS TO BE ACTED UPON - Approval of New Stock Option Plan".**
6. To transact additional or other business that may properly come before the Meeting or any adjournment of the Meeting.

We urge shareholders to review the Information Circular before voting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your common shares you must vote online, by telephone or by mailing the enclosed proxy or other suitable form of proxy or a Voting Instruction Form, which we must receive by 11:00 a.m. (Toronto time) on Friday, June 11, 2022 or not later than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is postponed or adjourned.

Accessing the Information Circular Online

The Information Circular (and the financial statement request card) can be viewed online under the Company's SEDAR profile at www.sedar.com.

IMPACT OF COVID-19

- This year, to proactively deal with the unprecedented public health impact of the ongoing novel coronavirus disease outbreak ("**COVID-19**"), to mitigate risks to the health and safety of our communities, our shareholders, employees and other stakeholders, and to comply with the measures imposed by federal, provincial and municipal governments, **we respectfully ask that shareholders of the Company not attend in person at the Meeting.** All Shareholders of the Company are strongly encouraged to vote their common shares by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the methods described in the Information Circular accompanying this Notice.

Registered Shareholders

Every registered shareholder at the close of business on Monday, May 9, 2022, is entitled to receive notice of, and to vote their common shares at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting must complete, sign and deliver the enclosed form of proxy c/o Proxy Dept., Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1. In order to be valid and acted upon at the Meeting, forms of proxy must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or postponement of the Meeting. More detailed instructions regarding voting by proxy are provided in the accompanying form of proxy and in the Information Circular.

Beneficial Shareholders

Shareholders may beneficially own their common shares through a broker, another intermediary or an agent of that broker or intermediary ("**Beneficial Shareholders**"). Unless they receive specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Beneficial Shareholder, it is vital that you return the Voting Instruction Form provided to you by your broker, intermediary or its agent according to their instructions, well before the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.**

Dated at Vancouver, British Columbia this 12th day of May, 2022.

By Order of the Board of Directors

(signed) "Charles Yuen"

Charles Yuen

Chief Executive Officer and Director

INVITATION TO SHAREHOLDERS

May 12, 2022

Dear Shareholder:

On behalf of the board of directors (the "**Board**") of IEMR Resources Inc. (the "**Company**"), we are notifying you of our annual general meeting (the "**Meeting**") of shareholders ("**Shareholders**") holding common shares of the Company to be held on Tuesday, June 14, 2022 at 11:00 a.m. (Vancouver time) or any adjournment or postponement thereof, at the office of the Company's solicitors at 700 – 595 Burrard Street, Vancouver, B.C. V7X 1S8,.

In light of ongoing concerns regarding the spread of COVID-19, one of our primary considerations is to protect the health of our Shareholders. **Instead of attending the Meeting in person, we strongly urge all Shareholders to vote their common shares by submitting their completed form of proxy or voting instruction form by one of the methods described in the Information Circular.** We feel this is the most prudent step to take in the current and rapidly changing COVID-19 circumstances.

The items of business to be considered at the Meeting are described in the accompanying Notice of Meeting and Information Circular. The contents and the sending of the Information Circular have been approved by the Board.

Our public documents are available on SEDAR at www.sedar.com. We encourage you to visit our profile on SEDAR for information about the Company, including news releases and other continuous disclosure documents.

We look forward to receiving your vote on the business to be considered at the Meeting.

Yours sincerely,

(signed) "Charles Yuen"

Charles Yuen

Chief Executive Officer and Director

IEMR RESOURCES INC.

1300 – 1500 West Georgia Street, Vancouver, British Columbia V6G 2Z6

INFORMATION CIRCULAR

(Containing information as at May 12, 2022 unless indicated otherwise)

This Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of IEMR Resources Inc. for use at the annual general meeting of our shareholders (the "Meeting") to be held on Tuesday, June 14, 2022 at the time and place and for the purposes described in the Notice of the Meeting.

In this Information Circular, references to **"the Company"**, **"we"**, **"us"** and **"our"** refer to IEMR Resources Inc. **"Common Shares"** means common shares without par value in the capital of the Company. **"Registered Shareholders"** means shareholders whose names appear on the Company's records as the registered holders of Common Shares. **"Beneficial Shareholders"** means shareholders who do not hold Common Shares in their own name and instead hold their Common Shares through an Intermediary. **"Intermediaries"** refers to brokers, investment firms, clearing houses and similar entities that hold Common Shares on behalf of Beneficial Shareholders.

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 our directors, officers and regular employees at nominal cost. We will bear all costs of this solicitation. We have arranged for Intermediaries to forward the proxy-related materials to our Beneficial Shareholders 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 our officers and/or directors. **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.** If your Common Shares are held in physical form (i.e. paper form) and are registered in your name, then you are a Registered Shareholder. However, if, like most shareholders, you keep your Common Shares in a brokerage account or through another Intermediary, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all shareholders.

Voting by Proxyholder

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

- (a) each matter identified in the Proxy 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 in the Proxy, and
- (c) any other matter that properly comes before the Meeting.

If a choice is not specified or where both choices have been specified in respect of a matter in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy in favour 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 electing to submit a proxy may do so by:

- (a) **completing, dating and signing the Proxy that accompanies this Information Circular or another suitable form of Proxy and returning it to our transfer agent, Computershare Investor Services Inc. ("Computershare") by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;**
- (b) **using a touch-tone phone to transmit voting choices to the following toll-free number 1-866-732-8683. Registered Shareholders must follow the instructions of the voice response system and refer to the form of Proxy for the holder's account number and the proxy control number; or**
- (c) **using the Internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the form of Proxy for the holder's account number and the proxy control number.**

It is critical that we receive your proxy or your telephone or Internet votes at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment or postponement of the Meeting.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. If your Common Shares are listed in an account statement provided to you by an Intermediary, then in almost all cases your Common Shares will not be registered in your name on the records of the Company. Your Common Shares will more likely be registered under the name of your Intermediary. 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, 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 before shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders. In order to vote their Common Shares, Beneficial Shareholders must follow the procedures provided by the Intermediaries.

There are two kinds of Beneficial Shareholders – those who object to their name being made known to us (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to us knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

These proxy-related materials are being sent to both Registered Shareholders and Beneficial Shareholders of the Company. If you are a NOBO, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Common Shares on your behalf.

Beneficial Shareholders who are NOBOs and OBOs should carefully follow the instructions of your Intermediary to ensure that your Common Shares are voted at the Meeting. The form of VIF supplied to you by your Intermediary 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 on your behalf. Most Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and the United States. Broadridge mails a similar VIF (the "**Broadridge VIF**") instead of the Proxy provided by the Company. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge 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 for the voting of Common Shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote Common Shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well before the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you, may attend the Meeting and vote your Common Shares as proxyholder for your Intermediary. **If you wish to attend the Meeting and indirectly vote your Common Shares as proxyholder for your Intermediary, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the VIF provided to you and return it to your Intermediary in accordance with their instructions, well in advance of the Meeting.**

Alternatively, you can request in writing that your Intermediary send you a legal proxy that would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revoking your proxy in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by signing a proxy bearing a later date or by signing a valid notice of revocation. Either a proxy with a later date or another valid notice of revocation must be signed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Registered Shareholder is a corporation, by an authorized officer or attorney, and by delivering the proxy with the later date to Computershare or at the address of our legal counsel at Suite 700, 595 Burrard Street, Vancouver, British Columbia, V7X 1S8, at any time up to and including the last business day before the day of the Meeting or, if the Meeting is adjourned or postponed, the last business day before the day the Meeting is reconvened, or to the chairman of the Meeting on the day

of the Meeting or any date on which the Meeting is reconvened. 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

None of our directors or executive officers, nor any person who has held such a position since the beginning of our last completed financial year end, 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 in this Information Circular. Directors and executive officers may, however, be interested in an annual shareholder approval of our stock option plan. See "PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of New Stock Option Plan".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Our board of directors (the "**Board**") has set Monday, May 9, 2022 as the record date (the "**Record Date**") for determining the shareholders who are 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 described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of May 9, 2022, there were 94,807,141 Common Shares issued and outstanding, each carrying the right to one vote.

On a show of hands, every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders who is present at the Meeting and is entitled to vote will have one vote for each Common Share held. If a poll is requested, every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share held by such shareholder.

To the knowledge of our directors and executive officers, the following persons or corporations beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying 10% or more of the issued and outstanding Common Shares as at May 12, 2022:

Name of Shareholder	Number of Common Shares Held⁽¹⁾	Percentage of Total Outstanding Common Shares
Zheng Fu	72,040,857 ⁽¹⁾	75.96%

Note:

(1) 64,302,857 of these Common Shares are beneficially owned and controlled by Zheng Fu through IEMR Group Limited, a private company of which he owns 100% of the outstanding shares.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority (more than 50%) of affirmative votes cast at the Meeting is required to pass the resolutions described in this Information Circular. If there are more nominees for election as directors or appointment of our 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 by acclamation.

NUMBER OF DIRECTORS

The Board proposes that the number of directors to be elected at the Meeting be set at four (4). Shareholders will therefore be asked to approve an ordinary resolution that the number of directors be set at four (4).

ELECTION OF DIRECTORS

The term of office of directors elected by shareholders at an annual general meeting ends at the close of the next annual general meeting of the shareholders, unless the director resigns or retires or is removed from office earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) ("**BCBCA**"). The term of office of an individual appointed as a director by the Board between annual general meetings also ends at the close of the next annual general meeting, unless such director resigns or retires or is removed from office earlier. If less than the number of directors set by shareholders is elected at an annual general meeting, the Board is not permitted under the BCBCA to appoint an individual to fill that vacancy before the next annual general meeting, unless the Board approves an increase in the number of directors subject to the restrictions in the BCBCA. If, however, a current director resigns or retires or is removed in accordance with the BCBCA before the next annual general meeting, the Board is permitted under the BCBCA to appoint a new director to fill the vacancy.

The following table sets out the names of management's nominees for election as a director (a "**proposed director**"), the province or state and country in which he or she is an ordinarily resident, all major offices and positions held with the Company, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Company, and the number of Common Shares beneficially owned by each, directly or indirectly, or over which each nominee exercises control or direction, as of the date of this Information Circular.

Name of Nominee Current Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled, or Directed, Directly or Indirectly
CHARLES YUEN ⁽²⁾ Chief Executive Officer and Director Vancouver, BC	Chief Executive Officer and a director of the Company; former Executive Vice President and Director of American CuMo Mining Corporation, a mineral exploration company; involved with developing international trade, distribution, manufacturing, marketing, financial and organizational strategies for Canadian business.	Since July 14, 2010	0
ZHENG FU President, Chief Financial Officer, Corporate Secretary and Director Vancouver, BC	President, Chief Financial Officer, Corporate Secretary and a director of the Company; President, Chief Executive Officer and the sole shareholder of IEMR Group Limited, a global investment company; formerly employed with ICBC Bank, one of the largest banks in China.	Since May 9, 2016	72,040,857 ⁽³⁾

Name of Nominee Current Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled, or Directed, Directly or Indirectly
NATALIE NI SHI ⁽²⁾ Director Richmond, BC	Accomplished and experienced classical opera singer and musician with several distributed records; film, television and live musical actress; model in both China and the USA; Director of the North American Foundation for Arts & Minorities (NAFAM).	Since June 29, 2015	0
JIELU YU ⁽²⁾ Director Burnaby, BC	Manager at Yukunlun Property Management Company; Financial Consultant at Shanghai Zhongjing International Trade Co., Ltd. a business of titanium and titanium dioxide import and export and domestic trade	Since February 1, 2021	0

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of our management and has been furnished by the nominees themselves.
- (2) Denotes member of audit committee.
- (3) 64,302,857 of these Common Shares are beneficially owned and controlled by Zheng Fu through IEMR Group Limited, a private company of which he owns 100% of the outstanding shares.

None of the proposed directors of the Company is to be elected under any arrangement or understanding between the proposed director and any other person or company, except our directors and officers acting solely in such capacity.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

No proposed director (or any of their personal holding companies) is, as at the date of this Information Circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was the subject of a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation for more than 30 consecutive days while that proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation for more than 30 consecutive days after that proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (c) no proposed director (or any of their personal holding companies) is, as at the date of this Information Circular, or has been, within the preceding 10 years, 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.

No proposed director (or any of their personal holding companies) has, within the preceding 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver -manager or trustee appointed to hold the assets of that proposed director.

No proposed director (or any of their personal holding companies) has been subject to:

- (a) 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
- (b) 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.

EXECUTIVE COMPENSATION

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

The following individuals are considered the "**Named Executive Officers**" or "**NEOs**" for the purposes of the disclosure:

- (a) our Chief Executive Officer or CEO, including an individual performing functions similar to a CEO;
- (b) our Chief Financial Officer or CFO, including an individual performing functions similar to a CFO;
- (c) the most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was not an executive officer of the Company and was not acting in a similar capacity as of October 31, 2021.

For the purposes of the disclosure under *Statement of Executive Compensation*:

"**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;

"**executive officer**" of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, or any other individual who is performing a policy-making function in respect of the Company;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**plan**" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

At the end of our most recently completed financial year ended October 31, 2021, we had two Named Executive Officers, Charles Yuen, the Company's CEO, and Zheng Fu, the Company's CFO, President and Corporate Secretary. There were no other executive officers of the Company, or other individuals acting in a similar capacity, whose total compensation was, individually, more than \$150,000 during the financial years ended October 31, 2021 and 2020.

Named Executive Officer and Director Compensation, Excluding Compensation Securities

The following table is a summary of compensation (excluding compensation securities) paid to the Named Executive Officers and any director who is not a NEO for the financial years ending October 31, 2020 and 2019

Name and Position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Charles Yuen CEO & Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Zheng Fu President, CFO, Corporate Secretary & Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Natalie Ni Shi Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
JieLu Yu ⁽²⁾	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

(1) Financial years ended October 31, 2021 and 2020.

(2) Ms. Yu was appointed as a director of the Company on February 1, 2021.

Stock Options and Other Compensation Securities

No stock options or other compensation securities were granted or issued to NEOs or directors during the most recently completed financial year ended October 31, 2021 for services provided or to be provided, directly or indirectly, to the Company or any of our subsidiaries.

During the financial year ended October 31, 2021, no stock options or other compensation securities were exercised by any NEO or director.

Stock Option Plan

We adopted a stock option plan (the "**Current Plan**") in 2015 for the granting of incentive stock options to our directors, officers, employees, consultants and other eligible persons, which was re-approved by our shareholders at the last annual general meeting held on July 8, 2020, and by the TSX Venture Exchange (the "**Exchange**"). The purpose of granting such options is to assist us in compensating, attracting, retaining and motivating our directors and to closely align the personal interests of those individuals to those of our shareholders.

We grant options according to the level of responsibility of the executive officer as well as his or her impact or contribution to our longer-term operating performance. In setting the number of options to be granted to our executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants comply with the policies of the Exchange, and closely align the interests of our executive officers with the interests of our shareholders.

The Board has the responsibility to administer the compensation policies related to our executive management, including incentive stock options. A description of the significant terms of the Current Plan is found under the heading "PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of New Stock Option Plan".

Employment, Consulting and Management Agreements

The Company has no employment or consulting agreements with any of its NEOs or directors. Other than as disclosed elsewhere in this Information Circular, no management functions are to any substantial degree performed by a person or company other than our NEOs and directors.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

The Company has no standard arrangements pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the policies of the Exchange. The granting of incentive stock options provides a link between director compensation and the Company's share price. It also rewards directors for achieving results that improve the Company's performance and thereby increase shareholder value. In making a determination as to whether a grant of long-term incentive stock options is appropriate, and if so, the number of options that should be granted, the Board will consider: the number and terms of outstanding incentive stock options held by each director; the value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders and the cost to the Company; general industry standards; and the limits imposed by the terms of our stock option plan and the Exchange. The granting of incentive stock options allows the Company to reward the directors' efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Current Plan, which are described in more detail under "PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of New Stock Option Plan". The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

Executive Officer Compensation

The Board as a whole determines executive compensation from time to time. We do not have a formal compensation policy. When setting the compensation of our executive officers, the Board considers: i)

recruiting, motivating and retaining executives critical to our success and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and our shareholders; and iv) rewarding performance, both on an individual basis and in the context of our operations in general. We do not have a formal compensation program. However, the Board meets from time to time to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Board's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of our shareholders; (c) provide a compensation package that enables us to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that we are under by virtue of the fact that we are a mineral exploration company without a history of revenue.

The Board generally considers three elements of compensation – cash salary, cash consulting fees, and incentive stock options.

Cash salary or consulting fees is used to provide the executive officer with a set amount of money during the year with the expectation that he or she will perform his or her responsibilities to the best of his or her ability and in our best interests. The Board determines what the executive officer's salary or consulting fee compensation will be, based on the overall performance of the Company, the performance of the executive officer and general trends in the industry. We do not expect to use any formally defined objectives, benchmarks criteria and analysis in all cases.

The granting of incentive stock options provides a link between management compensation and our share price. It also rewards management for achieving results that improve our performance and thereby increase shareholder value. In making a determination as to whether a grant of long-term incentive stock options is appropriate, and if so, the number of options that should be granted, the Board will consider: the level of responsibility of the executive officer; the number of options, if any, previously granted to each executive officer; the exercise price of any outstanding options; the potential dilution to shareholders and the cost to the Company; general industry standards; and the limits imposed by the terms of the Company's stock option plan and the Exchange. We consider the granting of incentive stock options to be a particularly important element of compensation as it allows us to reward the executive officer's efforts to increase value for shareholders without requiring us to use cash from its treasury. The terms and conditions of stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Current Plan, which are described under the heading "PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of New Stock Option Plan".

The Board have the discretion to pay cash bonuses to our executive officers, however, we have no formal bonus plan or any other formal arrangements under which bonuses may be earned and we do not expect to pay any bonuses to our executive officers in the current financial year.

Other than as described above there are no other perquisites provided to the Named Executive Officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which we have in place is the Plan, which is administered by the Board. The Plan has been established to provide incentive to qualified individuals to increase their proprietary interest in the Company and thereby encourage their continuing association with us. Under the Plan the Board may grant options to our directors, officers, employees or consultants. The Plan provides that the number of Common Shares issuable under the Plan, together with all of our other outstanding stock options, may not exceed 10% of the total number of issued and outstanding Common Shares. All options expire on a date not later than five years after the date of grant of such option. A

description of the significant terms of the Plan is found under the heading "PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of New Stock Option Plan".

The following table sets out information regarding our equity compensation plan as at the end of the financial year ended October 31, 2021.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Plan)	5,740,000	\$0.05	3,740,714
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	5,740,000		3,740,714

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during our last completed financial year or as of May 9, 2022, was any director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of our subsidiaries indebted to the Company or any of our subsidiaries or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of our subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of our management, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of our subsidiaries since November 1, 2019, or has any interest in any material transaction in the current year.

APPOINTMENT OF AUDITOR

At the Meeting, shareholders will be asked to approve the appointment of Manning Elliott LLP, Chartered Accountants, as our auditor to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the directors. Manning Elliott LLP was first appointed on June 29, 2015.

Management recommends that shareholders vote for the appointment of Manning Elliott LLP as our auditor for the Company's financial year ending October 31, 2021 at a remuneration to be fixed by the Board

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 our Information Circular certain information concerning our audit committee and our relationship with our independent auditors, as described below.

The Audit Committee's Charter

Our audit committee has a charter. A copy of the audit committee charter is attached as Schedule "A" hereto.

Composition of the Audit Committee

The members of our audit committee are Charles Yuen, Natalie Ni Shi and JieLu Yu. Ms. Shi and Ms. Yu are the independent members of our audit committee. All members of the audit committee are considered to be financially literate.

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

A member of the audit committee is considered financially literate if he 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.

Relevant Education and Experience

Charles Yuen - Mr. Yuen has over twenty years of experience in developing international trade, distribution, manufacturing, marketing, financial, and organizational strategies for several Canadian businesses. He served as executive director and V.P. at several import and export corporations, and served as the chairman of the Canadian Asian Food Suppliers Association and three other non-profit organizations. He has also worked with the various levels of government on natural resources, environmental and safety issues.

Natalie Ni Shi – Ms. Shi is an accomplished classical opera singer and musician with several distributed records. She is also a film, television and live musical actress and a model in both China and the USA. She is also a co-founder and a director of the North American Foundation for Arts & Minorities (NAFAM). Ms. Shi obtained a B. M. Major in Opera and a B. M. Minor in Commerce (Sauder School of Business) at the University of British Columbia. She furthered her studies in gemmology in Hong Kong and opera in Italy and Beijing.

JieLu Yu – Ms. Yu is a financial consultant at Shanghai Zhongjing International Trade Co., Ltd., a business mainly engaged in titanium and titanium dioxide import and export and domestic trade. She is also a manager at Yukunlun Property Management Company. Ms. Yu holds a degree in Nutritional Sciences.

Each member of our audit committee has adequate education and experience that would provide the member with:

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

Audit Committee Oversight

At no time since the commencement of our most recently completed financial year has the audit committee made any recommendations to the Board to nominate or compensate our auditor, which were not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year have we relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

Our audit committee is authorized by the Board to review the performance of our external auditors and approve in advance provision of services other than auditing and to consider the independence of our external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The chairman of our audit committee is authorized to approve any non-audit services or additional work which the chairman deems as necessary and is required to notify the other members of the audit committee of such non-audit or additional work.

External Auditor Service Fees

Our audit committee has reviewed the nature and amount of the non-audited services provided to us by Manning Elliott LLP, Chartered Professional Accountants, to ensure auditor independence. Fees incurred with Manning Elliott LLP for audit and non-audit services in the last two financial years are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended October 31, 2021	Fees Paid to Auditor in Year Ended October 31, 2020
Audit Fees ⁽¹⁾	\$15,500	\$15,500
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$4,150	\$1,650
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$19,650	\$17,150

Notes:

- (1) "**Audit Fees**" include fees necessary to perform the annual audit and quarterly reviews of our financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the

financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

- (2) **"Audit-Related Fees"** include services that are traditionally performed by our auditor. These audit-related services 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 fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. 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 all other non-audit services.

Exemption

We are relying upon the exemption in section 6.1 of NI 52-110.

CORPORATE GOVERNANCE

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

Independence of Board Members

The Board is currently composed of four directors, namely Charles Yuen, Zheng Fu, Natalie Ni Shi and JieLu Yu. Each of the four current directors are expected to continue as directors following the Meeting. Of the four individuals to be nominated by management for election as directors, Natalie Ni Shi and JieLu Yu are independent based upon the tests for independence set out in section 1.4 of NI 52-110. Charles Yuen is not considered independent because he is our Chief Executive Officer. Zheng Fu is not independent because he is our President, Chief Financial Officer and Corporate Secretary.

Management Supervision by Board

Our current operations do not support a large board of directors and the Board has determined that the current constitution of the Board is appropriate for our current stage of development.

Independent supervision of management is accomplished by choosing management who demonstrate a high level of integrity and ability and by having strong independent Board members. Our independent directors, however, are able to meet at any time without any members of management, including the non-independent directors being present. In addition, our audit committee is required to be comprised of a majority of independent directors. We will need to appoint one more independent director to become a member of our audit committee as soon as possible after the Meeting has taken place. We are seeking suitable candidates for this position.

Participation of Directors in Other Reporting Issuers

None of our current or nominee directors are also directors or officers of other reporting issuers.

Orientation and Continuing Education

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

1. access to our recent, publicly filed documents; and

2. access to management, the auditor and our consultants.

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

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

Ethical Business Conduct

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

Nomination of Directors

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

Compensation of Directors and the CEO

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

Board Committees

The Board has determined that additional committees are not necessary at this stage of our development.

Assessments

The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider establishing one in the future if circumstances warrant. Based on our size, our stage of development and the limited number of Board members, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness

on an ad hoc basis. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing our current directors. One or more members of the Board review a proposed directors' credentials before a Board Meeting at which the proposed director may be appointed or nominated for election by the shareholders.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of New Stock Option Plan

Description of the Current Plan

In 2015 we adopted the Current Plan, which is a "rolling" 10% stock option plan and was re-approved by the shareholders at the last annual general meeting on May 31, 2021.

We established the Current Plan to aid in attracting, retaining and motivating directors, executive officers, employees, consultants and management company employees, and to closely align the personal interests of those people with those of the Shareholders. The Current Plan is administered by the Board and options may be granted at the discretion of the Board in accordance with the policies of the Exchange to persons eligible under the Current Plan ("**Optionees**").

Eligible Optionees

Under the Exchange's policies, to be eligible for the grant of a stock option under the Current Plan, an Optionee must either be a director, officer, consultant or an employee of the Company or a company providing management or other services to the Company or a subsidiary at the time the option is granted.

The Board may grant options only to an individual eligible under the Current Plan or to a non-individual (such as a company that is wholly-owned by an individual eligible under the Current Plan). If the option is granted to a non-individual such as a company, the individual that owns the company must provide the Exchange with an undertaking that he or she will not permit any transfer of the securities of that non-individual, nor issue more securities, to any other individual or other entity as long as the option remains in effect, without the consent of the Exchange.

Material Terms of the Current Plan

The following is a summary of the material terms of the Current Plan:

- (a) the Board may from time to time, in its discretion, and in accordance with the Exchange's policies and the terms of the Current Plan, grant options to Optionees;
- (b) the number of Common Shares reserved for issuance on the exercise of options granted under the Current Plan must not exceed 10% of the issued and outstanding Common Shares;
- (c) unless sooner terminated, options will expire on a date to be determined by the Board and will not exceed 10 years from the date the option is granted ;
- (d) subject to a minimum exercise price of \$0.05 required by the Exchange, the exercise price of an option granted under the Current Plan must not be less than the last closing price of the Common Shares before the issuance of the news release disclosing the grant of options (but, if a news release is not required by the Exchange's policies, then the exercise price would be the last closing price of the Common Shares before the date of grant of the option);
- (e) as required by the Exchange, options granted to consultants performing investor relations activities must vest in stages over a minimum of 12 months with no more than $\frac{1}{4}$ of the options

vesting in any 3-month period. Otherwise, the Board may apply vesting to any option, at its discretion;

- (f) the number of Common Shares reserved for issuance under options granted to Insiders (as defined in the Current Plan) may not exceed 10% of the issued Common Shares at the time of granting the Options;
- (g) the number of options granted to Insiders, within a 12-month period, may not exceed 10% of the outstanding Common Shares at the time of granting the Options;
- (h) the number of Common Shares reserved for issuance under options to any one Optionee, within a 12-month period, must not exceed 5% of the issued and outstanding Shares at the time of granting of the Options;
- (i) the number of Common Shares that may be issued to any one consultant on exercise of options may not exceed 2% of the issued Common Shares in any 12-month period;
- (j) the number of Common Shares that may be issued, in total, to a person conducting investor relations activities may not exceed 2% of the issued Common Shares in any 12-month period;
- (k) if an Optionee ceases to be an eligible Optionee for any reason other than death, the Optionee's vested option will terminate within a reasonable period to be determined by the Administrator starting on the effective date the Optionee ceases to be employed by or provide services to the Company, but not more than six months, unless the Optionee has signed an employment or consulting agreement that provides for a longer exercise period, but in no case will the exercise period be more than one year unless prior Exchange approval has been given; and
- (l) despite (k) above, if an Optionee is an employee or consultant and is neither a director nor an officer and ceases to be an employee or consultant by reason of termination of employment for cause or termination of the consultant's engagement for breach of the consulting agreement, the option will terminate on the effective date of the Optionee ceasing to be an employee or consultant for that reason.

The policies of the Exchange require that a listed company obtain shareholder approval every year of its stock option plan by way of an ordinary resolution.

New Exchange Policy 4.4 – Securities Based Compensation

Effective November 24, 2021, the Exchange adopted the new Policy 4.4 – Security Based Compensation (the "**New Policy 4.4**") in place of its former Policy 4.4 – Incentive Stock Options. All stock options plans approved by the Exchange before November 24, 2021 must now comply with the New Policy 4.4. In order to meet the requirements of the New Policy 4.4, subject to shareholder approval, the Board approved and adopted a new stock option plan (the "**New Plan**") to replace the Current Plan. The terms and conditions of the New Plan are substantially similar to the Current Plan, except for terms and conditions that are required under New Policy 4.4 to be included in Security Based Compensation Plans (as defined in the New Policy 4.4).

Accordingly, at the Meeting, the shareholders of the Company will be asked to approve the following ordinary resolution:

RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Company's current stock option plan be replaced with a new stock option plan (the "**New Plan**") in the form attached to the Company's Information Circular dated May 12, 2022 and

available for review at the Company's annual general meeting, and that the New Plan be ratified, confirmed, authorized and approved;

2. the reservation under the New Plan of up to a maximum of 10% of the issued common shares of the Company, on a rolling basis, as at the time of granting of any stock options pursuant to the New Plan, be authorized and approved; and
3. the Company's Board of Directors be authorized to make any changes to the New Plan, if required by the Exchange."

Unless the shareholder has specified in the enclosed form of Proxy or other form of proxy that the Common Shares represented by such proxy are to be voted against the resolution to approve the New Plan, the persons named in the enclosed Proxy intend to vote in favour the resolution.

The New Plan is attached hereto as Schedule "B" and will be made available to shareholders at the Meeting and prior to the Meeting by contacting the Company directly to obtain a copy.

ADDITIONAL INFORMATION

Financial information is provided in our audited financial statements for the financial years ended October 31, 2021 and 2020 together with the corresponding management discussion and analysis as well as in our unaudited interim financial statements for the three-month period ended January 31, 2022 together with the corresponding management discussion and analysis, as filed on www.sedar.com.

Additional information relating to the Company is filed on www.sedar.com. Shareholders may request copies of our financial statements and related management's discussion and analysis by contacting our Corporate Secretary at 1300 – 1500 West Georgia Street, Vancouver, BC V6G 2Z6, Toll-Free 1-800 667-0873 within Canada and USA, or (778) 375-3223 outside Canada and USA. Copies of documents will be provided free of charge to shareholders. We may require the payment of a reasonable charge from any person or company who is not a shareholder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of this Information Circular.

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

Dated at Vancouver, British Columbia this 12th day of May, 2022.

By Order of the Board of Directors

(signed) "Charles Yuen"

Charles Yuen

Chief Executive Officer and Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

The following is the text of the audit committee's charter:

Overall Purpose / Objectives

The Audit Committee will assist the board of directors (the "Board") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the committee will maintain effective working relationships with the Board of Directors, management, and the external auditor and monitor the independence of the auditor. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

Authority

The Board authorizes the audit committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.

Organization

Membership

The Audit Committee will be comprised of at least three members who are directors, a majority of which are not officers or employees of the Company.

The chairman of the Audit Committee will be nominated by the committee from time to time.

A quorum for any meeting will be two members.

The secretary of the Audit Committee will be the Company secretary, or such person as nominated by the Chairman.

Attendance at Meetings

The Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate.

Meetings shall be held not less than four times a year. Special meetings shall be convened as required. The external auditor may convene a meeting if they consider that it is necessary.

The proceedings of all meetings will be minuted.

Roles and Responsibilities

The Audit Committee will:

- Gain an understanding of whether internal control recommendations made by the external auditor has been implemented by management.
- Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.
- Review the annual and quarterly financial statements including Management's Discussion and Analysis and annual and interim earnings press releases prior to public dissemination, including any certification, report, opinion, or review rendered by the external auditor and determine whether they are complete and consistent with the information known to committee members; determine that the auditor is satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.
- Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
- Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
- Meet with management and the external auditor to review the annual financial statements and the results of the audit.
- Evaluate the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
 - (a) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (b) generally accepted accounting principles have been consistently applied;
 - (c) there are any actual or proposed changes in accounting or financial reporting practices;
 - (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
- Review the external auditor's proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.

- Review the performance of the external auditor and approve in advance provision of services other than auditing. Consider the independence of the external auditor, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Board authorizes the Chairman of the Audit Committee to approve any non audit or additional audit work which the Chairman deems as necessary and to notify the other members of the Audit Committee of such non audit or additional work.
- Make recommendations to the Board regarding the reappointment of the external auditor and the compensation to be paid to the external auditor.
- Review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements.
- Review and approve the Company's hiring policies regarding partners, employers and former partners and employees of the present and former external auditors of the Company.
- Establish a procedure for:
 - (a) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
 - (b) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.
- Meet separately with the external auditor to discuss any matters that the committee or auditor believe should be discussed privately.
- Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditor.
- Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- Perform other functions as requested by the full Board.
- If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.
- Review and recommend updates to the charter; receive approval of changes from the Board.

SCHEDULE "B"
STOCK OPTION PLAN

See attached on the next page.

STOCK OPTION PLAN
IEMR RESOURCES INC.
(the "**Company**")

1. PURPOSE

The purpose of this Stock Option Incentive Plan is to provide an incentive to Eligible Persons to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

2. DEFINITIONS

In this Plan, the following words have the following meanings:

- (a) "**Board**" means the Board of Directors of the Company;
- (b) "**Common Shares**" means the common shares of the Company as constituted on the Grant Date;
- (c) "**Company**" means **IEMR RESOURCES INC.** and includes all of its subsidiaries or affiliates and successors according to law;
- (d) "**Consultant**" has the meaning set out in the policies of the TSX Venture Exchange;
- (e) "**Consultant Company**" has the meaning set out in the policies of the TSX Venture Exchange;
- (f) "**Director**" has the meaning set out in the policies of the TSX Venture Exchange;
- (g) "**Effective Date**" means the day following the date upon which the Plan has been approved by the last to approve of the shareholders of the Company, the Board, the Exchange and any other regulatory authority having jurisdiction over the Company's securities;
- (h) "**Eligible Person**" means any Director, Officer, Employee or Management Company Employee of the Company or any affiliate of the Company, or company that is wholly owned by one of them, or any Consultant or Consultant Company of the Company or any affiliate of the Company, that is eligible to receive Options or in the instance the Company is considered a "Tier 1" or "Tier 2" issuer, Security Based Compensation, as pursuant to the policies of the Exchange;
- (i) "**Exchange**" means the TSX Venture Exchange and any other stock exchange or stock quotation system on which the Common Shares trade;
- (j) "**Insider**" has the meaning set out in the policies of the TSX Venture Exchange;
- (k) "**Investor Relations Activities**" has the meaning set out in the policies of the TSX Venture Exchange;
- (l) "**Investor Relations Service Provider**" includes any Consultant that performs Investor Relations Activities and any Director, Officer, Employee or Management Company Employee whose role and duties primarily consist of Investor Relations Activities;
- (m) "**Management Company Employee**" has the meaning set out in the policies of the TSX Venture Exchange;
- (n) "**Market Price**" means: as of any date, the price of the Common Shares, determined as follows:

- (i) ; and
- (ii) if the Common Shares are not listed on an Exchange, the market price of the Common Shares will be determined in good faith by the Board;
- (o) "**NEX Policy**" means the policy of the NEX Board of the Exchange;
- (p) "**Option**" means the option granted to an Optionee under this Plan and the Option Agreement;
- (q) "**Option Agreement**" means such option agreement or agreements as is approved from time to time by the Board and as is not inconsistent with the terms of this Plan;
- (r) "**Option Date**" means the date of grant of an Option to an Optionee;
- (s) "**Option Price**" is the price at which the Optionee is entitled pursuant to the Plan and the Option Agreement to acquire Option Shares;
- (t) "**Option Shares**" means, subject to the provisions of Section 8 of this Plan, the Common Shares which the Optionee is entitled to acquire pursuant to this Plan and the applicable Option Agreement;
- (u) "**Optionee**" means a person to whom an Option has been granted;
- (v) "**Plan**" means this Stock Option Plan, as may be amended and/or restated from time to time;
- (w) "**Security Based Compensation**" includes any Deferred Share Unit, Performance Share Unit, Restricted Share Unit, Securities for Services, Stock Appreciation Right, Stock Option, Stock Option Plan, any security purchase from treasury by a Participant which is financially assisted by the Issuer by any means whatsoever, and any other compensation or incentive mechanism involving the issuance or potential issuance of securities of the Issuer from treasury to a Participant, including securities issued under Part 6 of Policy 4.4 – *Security Based Compensation*, and for greater certainty, does not include:
 - (i) arrangements which do not involve the issuance from treasury or potential issuance from treasury of securities of the Issuer;
 - (ii) arrangements under which Security Based Compensation is settled solely in cash and/or securities purchased on the secondary market; and
 - (iii) Shares for Services and Shares for Debt arrangements under Policy 4.3 – *Shares for Debt* that have been conditionally accepted by has the meaning set out in the policies of the TSX Venture Exchange; the Exchange prior to November 24, 2021,

and all capitalized terms used in the foregoing definition of "Security Based Compensation" have the meanings set out in the policies of the TSX Venture Exchange.

3. ADMINISTRATION

The Plan shall be administered by the Board, and subject to the policies of the Exchange from time to time and except as provided for herein, the Board shall have full authority to:

- (a) determine and designate from time to time those Eligible Persons to whom Options are to be granted and the number of Option Shares to be optioned to each such Eligible Person;
- (b) determine the time or times when, and the manner in which, each Option shall be exercisable and the duration of the exercise period;

- (c) determine from time to time the Option Price, provided such determination is not inconsistent with this Plan; and
- (d) interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management.

4. OPTIONEES

Optionees must be Eligible Persons who, by the nature of their jobs or their participation in the affairs of the Company, in the opinion of the Board, are in a position to contribute to the success of the Company.

5. EFFECTIVENESS AND TERMINATION OF PLAN

The Plan shall be effective as of the Effective Date and shall terminate on the earlier of:

- (a) the date which is ten years from the Effective Date; and
- (b) such earlier date as the Board may determine.

Any Option outstanding under the Plan at the time of termination of the Plan shall remain in effect in accordance with the terms and conditions of the Plan and the Option Agreement.

6. THE OPTION SHARES

The aggregate number of Option Shares reserved for issuance under the Plan and Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Company, provided that so long as the Company is classified as a "NEX" issuer, in any 12 month period, may not exceed in aggregate 10% of the Company's Common Shares issued and outstanding as at the date of grant or issuance of Options under this Plan pursuant to NEX Policy. Should the Company be classified as a "Tier 1" or "Tier 2" issuer by the TSX Venture Exchange, the aggregate number of Option Shares reserved for issuance under the Plan and Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time may not exceed in aggregate 10% of the Company's Common Shares issued and outstanding as at the date of grant or issuance of Options under this Plan.

7. GRANTS, TERMS AND CONDITIONS OF OPTIONS

may be granted by the Board at any time and from time to time prior to the termination of the Plan. Options granted pursuant to the Plan shall be contained in an Option Agreement and, except as hereinafter provided, shall be subject to the following terms and conditions:

(a) Option Price

The Option Price shall be determined by the Board, provided that such price shall not be lower than the Market Price of the Option Shares, less any discount permitted by the Exchange, on the date of grant of the Option with a minimum Option Price of \$0.05 provided the Company is classified as a "NEX" issuer as pursuant to the NEX Policy.

(b) Duration and Exercise of Options

Except as otherwise provided elsewhere in this Plan, the Options shall be exercisable for a period, or in percentage installments over a period, to be determined in each instance by the Board, not exceeding ten years from the Option Date. A four-month hold period (commencing on the Option Date) is required for Options granted to any Insider of the Company or granted at any discount to the Market Price. The Options must be exercised in accordance with this Plan and the Option Agreement. Except as

contemplated in (c) below, no Option may be exercised by an Optionee who was an Eligible Person at the time of grant of such Option unless the Optionee shall have been an Eligible Person continuously since the Option Date. Absence on leave, with the approval of the Company, shall not be considered an interruption of employment for the purposes of the Plan.

(c) Termination

All rights to exercise Options shall terminate upon the earliest of:

- (i) the expiration date of the Option;
- (ii) the 90th day after the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause or such other reasonable expiration date as the Board may determine, provided that such expiration date does not exceed 12 months following the date the Optionee ceases to be an Eligible Person;
- (iii) the 30th day after the Optionee who is engaged in Investor Relations Activities for the Company ceases to be employed to provide Investor Relations Activities provided that the Company is classified as a "Tier 1" or "Tier 2" issuer by the TSX Venture Exchange;
- (iv) the date on which the Optionee ceases to be an Eligible Person by reason or termination of the Optionee as an Employee, Consultant or Management Company Employee of the Company for cause (which, in the case of a Consultant, includes any breach of an agreement between the Company and the Consultant);
- (v) the first anniversary of the date on which the Optionee ceases to be an Eligible Person by reason of termination of the Optionee on account of disability; or
- (vi) the first anniversary of the date of death of the Optionee.

(d) Re-issuance of Options

Options which are settled in cash, cancelled, terminated, surrendered, forfeited or expired without being exercised, and pursuant to which no Common Shares have been issued prior to exercise may be re-issued under the Plan.

(e) Transferability of Security Based Compensation

All Securities Based Compensation is non-transferable and non-assignable.

(f) Vesting of Securities Based Compensation

No Security Based Compensation granted pursuant to this Plan, other than Options and securities issued pursuant to a Stock Purchase Plan (within the meaning of the policies of the Exchange), may vest before the date that is one year following the date of grant of the Securities Based Compensation, provided however that vesting may to be accelerated for an Eligible who dies or who ceases to be an Eligible Person under the Plan in connection with a change of control, take-over bid, reverse takeover or other similar transaction.

Subject to the foregoing and Section 7(g)(vi) hereof, the Board may determine and impose terms upon which Securities Based Compensation shall become vested, with the exception that provided the Company is classified as a "Tier 1" or "Tier 2" issuer by the TSX Venture Exchange, vesting provisions

on Options granted to Investor Relations Service Providers shall not be accelerated without prior Exchange acceptance.

(g) Other Terms and Conditions

The Option Agreement may contain such other provisions as the Board deems appropriate, provided such provisions are not inconsistent with the Plan and the requirements of the Exchange.

In addition, for as long as the Common Shares of the Company are listed on the Exchange and the Company is classified as either a "NEX", "Tier 1", or "Tier 2" issuer by the Exchange, any grant or issuance by the Company of Security Based Compensation to acquire Common Shares of the Company shall be subject to the following restrictions:

- (i) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued to Insiders (as a group) must not exceed 10% of the Common Shares of the Company at any point in time, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;
- (ii) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued in any 12 month period to Insiders (as a group) must not exceed 10% of the Common Shares of the Company, calculated as at the date any Securities Based Compensation is granted or issued to any Insider, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;
- (iii) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued in any 12 month period to any one Eligible Person must not exceed 5% of the Common Shares of the Company, calculated as at the date any Securities Based Compensation is granted or issued to the Eligible Person, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;
- (iv) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued in any 12 month period to any one Consultant must not exceed 2% of the Common Shares of the Company, calculated as at the date any Securities Based Compensation is granted or issued to the Consultant, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;
- (v) provided that the Company be classified as a "Tier 1" or "Tier 2" issuer by the TSX Venture Exchange, the maximum number of Common Shares of the Company that are issuable pursuant to all Options granted or issued in any 12 month period to all Investor Relations Service Providers in aggregate must not exceed 2% of the Common Shares of the Company, calculated as at the date any Option is granted or issued to any such Investor Relations Service Provider;
- (vi) provided that the Company be classified as a "Tier 1" or "Tier 2" issuer by the TSX Venture Exchange, Options issued to any Investor Relations Service Provider must vest in stages over no less than 12 months with no more than one-quarter of the Options vesting in any three month period, and both the Company and the Optionee represent that the Optionee is a *bona fide* Employee, Consultant or Management Company Employee, as the case may be;
- (vii) the approval of the disinterested shareholders of the Company shall be obtained for any amendment to or reduction in the exercise price of the Option or extension of the term of the Option if the Optionee is an Insider of the Company at the time of the proposed amendment;
- (viii) for Security Based Compensation granted to the Employees, Consultants or Management Company Employees of the Company, both the Company and the Optionee represents that the

Optionee is a *bona fide* Employee, Consultant or Management Company Employee, as the case may be; and

- (ix) an automatic extension to the expiry date, redemption date or settlement date of Security Based Compensation shall apply if such expiry/redemption/settlement date falls within a period (a "**Blackout Period**") during which the Company prohibits Optionees from exercising, redeeming or settling their Securities Based Compensation, provided that the following requirements have been satisfied:
- a. the Blackout Period has been formally imposed by the Company pursuant to its internal trading policies as a result of the *bona fide* existence of undisclosed Material Information (as defined by Securities Law and the policies of the Exchange). In the absence of the Company formally imposing a Blackout Period, the expiry date, redemption date or settlement date, as applicable, of any Security Based Compensation will not be automatically extended;
 - b. the Blackout Period shall expire following the general disclosure of the undisclosed Material Information. The expiry date, redemption date or settlement date, as applicable, of the affected Security Based Compensation can be extended to no later than ten business days after the expiry of the Blackout Period;
 - c. the automatic extension of an Eligible Person's Security Based Compensation will not be permitted where the Eligible Person or the Company is subject to a cease trade order (or similar order under Securities Laws) in respect of the Company's securities; and
 - d. the automatic extension shall be available to all Eligible Persons under the Plan under the same terms and conditions.

8. ADJUSTMENT OF AND CHANGES IN THE OPTION SHARES

- (a) If the Common Shares are at any time to be listed or quoted on any stock exchange or stock quotation system other than the Exchange, to the extent that there are any Options which are outstanding and unexercised at the time of such application for listing, the Option Price, the aggregate number of Option Shares, the exercise period, and any other relevant terms of such Options, and the Option Agreements in relation thereto, shall be amended in accordance with the requirements of any applicable securities regulation or law or any applicable governmental or regulatory body (including the Exchange). Subject to the requirements of the Exchange, any such amendment shall be effective upon receipt of Board approval of it, subject to approval of disinterested shareholders of the Company, and approval of any of the Optionees is not required to give effect to such amendment.
- (b) If the Common Shares, as presently constituted, are changed into or exchanged for a different number or kind of shares or other securities of the Company or of another Company (whether by reason of merger, consolidation, amalgamation, recapitalization, reclassification, split, reverse split, combination of shares, or otherwise), then there shall be substituted for or added to each Option Share subject to or which may become subject to an Option under this Plan, the number and kind of shares or other securities into which each outstanding Option Share is so changed, or for which each such Option Share is exchanged, or to which each such Option Share is entitled, as the case may be. Outstanding Options under the Option Agreements shall also be appropriately amended as to price and other terms as may be necessary to reflect the foregoing events. In the event that there is any other change in the number or kind of the outstanding Common Shares or of any shares or other securities into which such Option Shares are changed, or for which they have been exchanged, then, if the Board shall, in its sole discretion, determine that such change equitably requires an adjustment in any Option theretofore granted or which may be granted under the Plan, such adjustment shall be made in accordance with such determination. If the Company does not have sufficient number of Common Shares available under the Plan the Board shall, in its sole discretion, determine the amount to be paid by the Company in cash to

satisfy its obligations in respect of such foregoing event. Notwithstanding the foregoing, any adjustment or amendment to an Option Agreement outstanding Options under this Plan other than as a consequence of a consolidation or split of Common Shares shall be subject to prior acceptance of the Exchange.

- (c) Fractional shares resulting from any adjustment in Options pursuant to this Section 8 will be cancelled. Notice of any adjustment shall be given by the Company to each holder of an Option which has been so adjusted and such adjustment (whether or not such notice is given) shall be effective and binding for all purposes of the Plan.

9. PAYMENT

Subject as hereinafter provided, the full purchase price for each of the Option Shares shall be paid by certified cheque or bank draft in favour of the Company upon exercise thereof. An Optionee shall have none of the rights of a shareholder in respect of the Option Shares until the Common Shares are issued to such Optionee.

10. SECURITIES LAW REQUIREMENTS

No Option shall be exercisable in whole or in part, nor shall the Company be obligated to issue any Option Shares pursuant to the exercise of any such Option, if such exercise and issuance would, in the opinion of counsel for the Company, constitute a breach of any applicable laws from time to time, or the rules from time to time of the Exchange. Each Option shall be subject to the further requirement that if at any time the Board determines that the listing or qualification of the Option Shares under any securities legislation or other applicable law, or the consent or approval of any governmental or other regulatory body (including the Exchange), is necessary as a condition of, or in connection with, the issue of the Option Shares hereunder, such Option may not be exercised in whole or in part unless such listing, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Board.

11. AMENDMENT OF THE PLAN

The Board may amend, suspend or terminate the Plan or any portion thereof at any time, but an amendment may not be made without the approval of the shareholders of the Company unless such amendment is a correction of a typographical error or clarifies existing provisions of this Plan that do not have the effect of altering the scope, nature and intent of such provisions.

12. POWER TO TERMINATE OR AMEND PLAN

Subject to the approval of any stock exchange on which the Company's securities are listed, the Board may terminate, suspend or amend the terms of the Plan; provided, that any such amendment is subject to shareholder approval or disinterested shareholder approval of the Company, as the case may be, pursuant to the policies of the Exchange.

13. SHAREHOLDER APPROVAL

For greater certainty, without limitation, amendments to any of the following provisions of this Plan are subject to approval of the shareholders of the Company:

- (a) persons eligible to be granted or issued Security Based Compensation under this Plan;
- (b) the maximum percentage of Common Shares that are issuable under this Plan;
- (c) the limits under this Plan on the amount of Security Based Compensation that may be granted or issued to any one person or any category of persons;
- (d) the method for determining the exercise price of Options;
- (e) the maximum term of Security Based Compensation;

- (f) the expiry and termination provisions applicable to Security Based Compensation, including the addition of a Blackout Period;
- (g) the addition of a Net Exercise (as defined under the policies of the Exchange); and
- (h) any method or formula for calculating prices, values or amounts under this Plan that may result in a benefit to an Optionee.

Notwithstanding the foregoing, the following amendments to this Plan will not be subject to approval of the shareholders of the Company: (i) amendments to fix typographical errors; and (ii) amendment to clarify existing provisions of this Plan that do not have the effect of altering the scope, nature and intent of such provisions.

Subject to the policies of the Exchange, without limitation, the following will require approval of disinterested shareholders of the Company:

- (a) any amendments to this Plan that could result in exceeding any of the limits set forth in Section 7(g) of this Plan;
- (b) any amendment to an Option held by an Insider of the Company that would have the effect of decreasing the exercise price of the Option;
- (c) any grant of Security Based Compensation prior to shareholder approval of this Plan; and
- (d) any amendment to the Plan or an Option that results in a benefit to an Insider of the Company, which includes the cancellation of an Option and grant of a new Option to the same person within one year.

IEMR RESOURCES INC.
STOCK OPTION PLAN
OPTION AGREEMENT

This Option Agreement is entered into between **IEMR RESOURCES INC.** (the "**Corporation**") and the Optionholder named below pursuant to the Corporation's Option Plan (the "**Plan**"), a copy of which is attached hereto, and confirms that:

1. On _____ (the "**Grant Date**");
2. _____ (the "**Optionholder**");
3. Was granted a non-assignable option to purchase _____ Common Shares (the "**Optioned Shares**") of the Corporation;
4. At a price (the "**Exercise Price**") of \$_____ per Optioned Shares; and
5. For a term expiring at 5:00 p.m., Vancouver time, on _____ (the "**Expiry Date**").

All on the terms and subject to the conditions set out in the Plan. By signing this agreement, the Optionholder acknowledges that the Optionholder has read and understands the Plan.

UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE _____.

Without prior written approval of the TSX Venture Exchange and in compliance with all applicable securities legislation, the Option Shares represented by this Option Agreement may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until _____.

IN WITNESS WHEREOF the Corporation and the Optionholder have executed this Option Agreement as of _____, 20_____.

IEMR RESOURCES INC.

By: _____

By: _____

Name of Optionholder

Signature of Optionholder

IEMR RESOURCES INC.

STOCK OPTION PLAN

NOTICE OF EXERCISE

IEMR RESOURCES INC.
c/o Suite 700, 595 Burrard Street
Vancouver, British Columbia, V7X 1S8

Attention: Corporate Secretary

Reference is made to the Option Agreement made as of _____, 20____, between IEMR Resources Inc. (the "**Corporation**") and the Optionholder. The Optionholder hereby exercises the Option to purchase Common Shares (the "**Optioned Shares**") of the Corporation as follows:

Number of Optioned Shares for which Option being exercised: _____

Exercise Price per Optioned Share: \$ _____

Total Exercise Price (in the form of a certified cheque or bank draft tendered with this Notice of Exercise): \$ _____

Name of Optionholder as it is to appear on share certificate: _____

Address of Optionholder as it is to appear on the register of Common Shares of the Corporation and to which a certificate representing the Common Shares being purchased is to be delivered: _____

Date _____, 20____.

Print Name of Optionholder

Signature of Optionholder