

**NOTICE OF ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF TIMIA CAPITAL CORP.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of TIMIA Capital Corp. (the "Company"), will be held at Room C300, 800 Robson Street, in the City of Vancouver, Province of British Columbia, on the 10th day of May, 2018 (the "Meeting"), at the hour of 10:00 a.m. (local time) for the purpose of:

1. Receiving and considering the financial statements of the Company.
2. Setting the number of directors at six.
3. Electing directors for the ensuing year.
4. Appointing auditors for the ensuing year.
5. Approving an Amended and Restated Stock Option Plan.
6. Approving by ordinary resolution of disinterested shareholders, providing authorization to the Company to grant options of up to 15.95% of the Company's issued and outstanding common shares to Insiders (as defined in the policies of the TSXV), as a group, with such grants representing more than 10% of the total issued and outstanding common shares of the Company, as more particularly described in the Company's management information circular of the Meeting.
7. Transacting such other business as may properly come before the meeting or any adjournment thereof.

All registered shareholders are entitled to attend and vote at the meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of instruction of proxy and to return it to Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (exclusive of Saturdays, Sundays and Holidays) before the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the general meeting, then the shareholder will not be entitled to vote at the meeting by proxy.

Non-registered shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered shareholders not being eligible to be voted at the annual general meeting. An information circular, a form of proxy, voting instruction form and financial statements request form accompany this notice.

DATED at Vancouver, British Columbia, this 5th day of April, 2018.

BY ORDER OF THE BOARD

"Michael Volker"

Michael Volker
Executive Director

TIMIA CAPITAL CORP.

INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF THE HOLDERS OF COMMON SHARES TO BE HELD ON MAY 10, 2018

(As at April 5, 2018, unless indicated otherwise)

SOLICITATION OF PROXIES

This Information Circular is provided in connection with the solicitation of proxies by the management of TIMIA Capital Corp. (the "Company") for use at the annual general meeting of the shareholders of the Company to be held at Room C300, 800 Robson Street, Vancouver, British Columbia, at 10:00 am on May 10, 2018 (the "Meeting"), for the purposes set out in the accompanying notice of meeting and at any adjournment thereof. The solicitation will be made by mail and may also be supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company will bear the cost of this solicitation. The Company will not reimburse shareholders, nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy.

APPOINTMENT AND REVOCATION OF PROXY

Registered Shareholders

Registered shareholders may vote their common shares by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 (by mail, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy.

The persons named in the proxy are directors and officers of the Company and are proxy holders nominated by management. **A shareholder has the right to appoint a person other than the nominees of management named in the enclosed instrument of proxy to represent the shareholder at the Meeting. To exercise this right, a shareholder must insert the name of its nominee in the blank space provided. A person appointed as a proxy holder need not be a shareholder of the Company.**

A registered shareholder may revoke a proxy by:

- (a) signing a proxy with a later date and delivering it at the place and within the time noted above;
- (b) signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed, as set out in the notes to the proxy) and delivering it to the registered office of the Company, care of Miller Thomson, Suite 400, 725 Granville Street, Vancouver, BC, V7Y 1G53, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof,

- (c) attending the Meeting or any adjournment thereof and registering with the scrutineer as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked; or
- (d) in any other manner provided by law.

Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as many shareholders do not hold their shares in the Company in their own name. Shareholders holding their shares through banks, trust companies, securities dealers or brokers, trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans or other persons (any one of which is herein referred to as an “Intermediary”) or otherwise not in their own name (such shareholders herein referred to as “Beneficial Shareholders”) should note that only proxies deposited by shareholders appearing on the records maintained by the Company’s transfer agent as registered shareholders will be recognized and allowed to vote at the Meeting. If a shareholder’s shares are listed in an account statement provided to the shareholder by a broker, in all likelihood those shares are **not** registered in the shareholder’s name and that shareholder is a Beneficial Shareholder. Such shares are most likely registered in the name of the shareholder’s broker or an agent of that broker. In Canada the vast majority of such shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms. Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted at the Meeting at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or “NOBOs”) or objecting to their Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or “OBOs”). The Company does not intend to pay for Intermediaries to forward the Meeting Materials to OBOs. OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the notice of meeting, this Information Circular and a request for voting instructions (a “VIF”), instead of a proxy (the notice of Meeting, Information Circular and VIF or proxy are collectively referred to as the “Meeting Materials”) directly to the NOBOs and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to OBOs.

Meeting Materials sent to Beneficial Shareholders are accompanied by a VIF, instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder’s shares on the Beneficial Shareholder’s behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The majority of Intermediaries now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions (“Broadridge”) in Canada. Broadridge typically prepares a machine-readable VIF, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through an Intermediary, please contact that Intermediary for assistance.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own. **A Beneficial Shareholder receiving a VIF cannot use that form to vote common shares directly at the Meeting – Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.** Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, at least seven days before the Meeting, arrange for its Intermediary to revoke its VIF on its behalf.

All references to shareholders in this Information Circular and the accompanying instrument of proxy and notice of Meeting are to registered shareholders unless specifically stated otherwise.

The Meeting Materials are being sent to both registered and non-registered owners of the Company’s shares. If you are a Beneficial Shareholder and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of the Company’s securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

If a shareholder specifies a choice with respect to any matter to be acted upon, the shares represented by proxy will be voted or withheld from voting by the proxy holder in accordance with those instructions on any ballot that may be called for. In the enclosed form of proxy, in the absence of any instructions in the proxy, it is intended that such shares will be voted by the proxy holder, if a nominee of management, in favour of the motions proposed to be made at the meeting as stated under the headings in the notice of meeting accompanying this Information Circular. If any amendments or variations to such matters, or any other matters, are properly brought before the Meeting, the proxy holder, if a nominee of management, will exercise its discretion and vote on such matters in accordance with its best judgment.

The instrument of proxy enclosed, in the absence of any instructions in the proxy, also confers discretionary authority on any proxy holder other than the nominees of management named in

the instrument of proxy with respect to the matters identified herein, amendments or variations to those matters, or any other matters which may properly be brought before the Meeting. To enable a proxy holder to exercise its discretionary authority a shareholder must strike out the names of the nominees of management in the enclosed instrument of proxy and insert the name of its nominee in the space provided, and not specify a choice with respect to the matters to be acted upon. This will enable the proxy holder to exercise its discretion and vote on such matters in accordance with its best judgment.

At the time of printing this Information Circular, management of the Company is not aware that any amendments or variations to existing matters or new matters are to be presented for action at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of common shares. On April 5, 2018 (the “Record Date”), the Company had 34,477,461 common shares outstanding. All common shares in the capital of the Company are of the same class and each carries the right to one vote. Only those shareholders of record on the Record Date are entitled to attend and vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, there are no persons that beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the common shares of the Company, other than:

| <u>Name of Shareholder</u> | <u>Number of Common Shares Owned</u> |
|-----------------------------------|---|
| Michael Volker | 4,516,750 (13.10%) |

As at the Record Date, the directors and officers of the Company beneficially own, directly or indirectly, 16,385,060 common shares, being 47.52% of the issued and outstanding common shares of the Company.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Interpretation

“Named executive officer” (“NEO”) means:

- (a) a Chief Executive Officer (“CEO”);
- (b) a Chief Financial Officer (“CFO”);
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The NEOs who are the subject of this Compensation Discussion and Analysis are Michael Walkinshaw (CEO) and James Pratt (CFO). Michael Volker, who is Chair of the Board is included

as he was the CEO within the past three years. No other individual was compensated with more than \$150,000 for the financial year.

Compensation Program Objectives

The Company operates a sophisticated and highly competitive business in a complex and quickly evolving marketplace. We need very highly skilled individuals with the experience and talent required to successfully assess the risks and opportunities facing the high-growth software companies we invest in, and to create the innovative financial products that serve the needs of those customers while delivering superior returns to our own shareholders. We compete with much larger, established financial institutions for these skilled individuals, and we understand that we cannot pay competitive cash salaries and bonuses compared to those more mature institutions. Therefore, our compensation programs need to be flexible and creative in order to attract and retain the right individuals who can deliver our business plan, and will inevitably be heavily weighted to long-term equity compensation in order to preserve cash resources in the near term.

The primary objectives of the Company's executive compensation program is to provide a compensation framework and policies that will successfully balance the many competing factors inherent to a young but ambitious business plan::

- attract, retain and motivate talented executives who create and sustain the Company's continued success;
- conserve cash resources as much as is reasonably possible in order to maximize internal capital for our financial products;
- provide fair compensation to employees that provide pay for performance and minimize the risk of losing key employees to competition;
- reward significant individual contributions to the Company's success;
- align the interests of the Company's executives with the interests of the Company's shareholders including metrics that balance short term share price gains with long term sustainable value and
- provide total compensation, over the long term, to executives that is competitive with the package that they could expect from competitive career opportunities in our industry in the geographic region where they reside.

Role of the Human Resources Committee of the Board

The Company's executive compensation program is developed and monitored by a Committee of the Board, which was formed in 2017 to focus on these issues. All three members of the Committee have significant experience in recruiting executives, the compensation challenges of high-growth companies, and specifically the type of individuals the Company needs to execute our business plan. The Board believes the Committee collectively has the skills and experience to fulfill its mandate.

Elements of Executive Compensation Program

The executive compensation program consists of fixed cash payments pursuant to the contracts negotiated with individual executives, a variable cash bonus program linked to annual financial performance metrics, and long term equity participation in the form of stock options.

Until the end of 2017, executive contracts were typically in the form of consulting arrangements. Beginning in 2018, the Company is migrating key individuals to employment relationships.

The fixed compensation paid to executives, whether paid as consulting fees or salaries, are negotiated considering the experience and contribution expected of each individual, and is used as a base for the value of other elements such as bonuses and stock option participation.

Cash bonuses were not paid in 2017 in order to preserve cash, but at the discretion of the Board, a program designed to reward extraordinary returns on our portfolio in 2017 will result in bonuses being paid to qualifying individuals in 2018.

The Company, like many other junior companies, relies on stock options as a key tool to align compensation with long term increases in shareholder value.

Determination of the Amount of Each Element of the Executive Compensation Program

Formation of the Human Resources Committee (the “Committee”)

In 2017 the Board formed a committee of three directors to focus on the risks associated with the Company’s compensation policies and practices and to make recommendations to the Board accordingly. The Committee operates under a Charter and intends to execute its mandate to review and oversee all policies and practices respecting executive compensation consistent with the long term best interests of the Company.

It is anticipated that a significant portion of the Company’s executive compensation will consist of options granted under the stock option plan. Such compensation is both “long term” and “at risk” and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is limited.

The other two elements of compensation, consulting fees and director fees, represent the remaining portion of an executive’s total compensation. While neither salary nor bonus are “long term” or “at risk”, as noted above, these components of compensation represent a relatively small part of total compensation and as a result it is unlikely that an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short term compensation when their long term compensation might be put at risk from their actions.

For the 2017 year, consulting compensation for Mr. Walkinshaw, as CEO of the Company, was tied to the Assets under Management (“AuM”) of the Company, being the \$ value of investments made plus cash available for investments. Based upon the actual AuM of the Company during the year, Mr. Walkinshaw was paid \$83,000. Subsequent to year end, Mr. Walkinshaw entered into an employment contract as CEO of the Company, paying him a base salary of \$135,000 plus cash bonus and options to be determined by the Human Resources Committee from time to time,

at least annually, based upon the progress of the Company. The base compensation will also be reviewed on an annual basis.

Due to the small size of the Company, and the current level of the Company’s activity, the Board is able to closely monitor and consider any risks which may be associated with the Company’s compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board and Committee meetings during which, financial and other information of the Company are reviewed, and which includes executive compensation. No risks have been identified arising from the Company’s compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Stock Options

The Company has established a formal plan under which stock options are granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board determines which NEOs (and other persons) are entitled to participate in the stock option plan; determines the number of options granted to such individuals; and determines the date on which each option is granted and the corresponding exercise price. For further information regarding the stock option plan refer to “*Particulars of Matters to be Acted On – Stock Option Plan*”.

The Board makes these determinations subject to the provisions of the existing stock option plan and, where applicable, the policies of the TSX Venture Exchange (“TSXV” or the “Exchange”).

Previous grants of option-based awards are taken into account when considering new grants.

Compensation Governance

The Directors and NEO’s compensation is determined and reviewed by the Board and the Human Resources Committee.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to NEOs by the Company and its subsidiaries for services in all capacities to the Company during the Company’s three most recent financial years ended after November 30, 2014:

| Name and principal position | Year | Salary (\$) | Share-based awards (\$) | Option-based awards (\$) ⁽⁴⁾ | Non-equity incentive plan compensation (\$) | | Pension value (\$) | All other comp (\$) | Total comp (\$) |
|-----------------------------------|------|-------------|-------------------------|---|---|---------------------------|--------------------|---------------------|-----------------|
| | | | | | Annual incentive plans | Long-term incentive plans | | | |
| James Pratt ⁽¹⁾ | 2017 | 12,000 | nil | 6,557 | nil | nil | nil | nil | 18,557 |
| | 2016 | 12,000 | nil | 2,500 | nil | nil | nil | nil | 14,500 |
| | 2015 | 12,000 | nil | 5,168 | nil | nil | nil | nil | 17,168 |
| Michael Walkinshaw ⁽²⁾ | 2017 | 83,000 | nil | 12,275 | nil | nil | nil | nil | 95,275 |
| | 2016 | 71,000 | nil | 7,800 | N/A | N/A | nil | nil | 78,800 |
| | 2015 | 24,000 | nil | 14,970 | N/A | N/A | nil | nil | 38,970 |
| | 2017 | 12,000 | nil | 6,557 | nil | nil | nil | nil | 18,557 |

| | | | | | | | | | |
|-------------------------------|------|--------|-----|-------|-----|-----|-----|-----|--------|
| Michael Volker ⁽³⁾ | 2016 | 12,000 | nil | 2,450 | nil | nil | nil | nil | 14,450 |
| | 2015 | 12,000 | nil | 5,022 | nil | nil | nil | nil | 17,022 |

Notes:

(1) Mr. Pratt was appointed as CFO on October 1, 2012.

(2) Mr. Walkinshaw was appointed CEO on August 10, 2015. He was appointed as a Director on April 15, 2014.

(3) Mr. Volker was appointed Executive Chairman on August 10, 2015. He was CEO from November 4, 2013 to August 10, 2015.

(4) Option-based awards, 2017 are calculated as the proportion of the share-based expense for each grant that was allocated to each NEO or director.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the NEOs of the Company:

| Name | Option-based Awards | | | | Share-based Awards | |
|--------------------|---|----------------------------|------------------------|--|--|--|
| | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money vested options ⁽¹⁾ (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) |
| James Pratt | 100,000 | 0.10 | 30-Apr-2018 | 9,101 | N/A | nil |
| | 100,000 | 0.10 | 15-Apr-2019 | | | |
| | 50,000 | 0.05 | 4-Aug-2020 | | | |
| | 100,000 | 0.14 | May 9, 2022 | | | |
| Michael Walkinshaw | 680,000 | 0.05 | 4-Aug-2020 | 42,179 | N/A | nil |
| | 100,000 | 0.14 | May 9, 2022 | | | |
| Michael Volker | 100,000 | 0.10 | 30-Apr-2018 | 8,951 | N/A | nil |
| | 95,000 | 0.10 | 15-Apr-2019 | | | |
| | 50,000 | 0.05 | 4-Aug-2020 | | | |
| | 100,000 | 0.14 | May 9, 2022 | | | |

(1) The value of unexercised in the money options is calculated as the difference between the market price at year end of the underlying common shares of the company and the exercise price of the stated unexercised stock options vested as of year end.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year:

| Name | Option-based awards – Value vested during the year (\$) | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|--------------------|---|--|--|
| James Pratt | 6,557 | n/a | n/a |
| Michael Walkinshaw | 12,275 | n/a | n/a |
| Michael Volker | 6,557 | n/a | n/a |

Pension Plan Benefits – Defined Benefits Plan

The Company does not have a Defined Benefits Pension Plan.

Pension Plan Benefits – Defined Contribution

The Company does not have a Defined Contribution Pension Plan.

Termination and Change of Control Benefits

During the most recently completed financial year there were no employment contracts, agreements, plans or arrangements for payments to an NEO, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

Director Compensation

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the directors of the Company (other than those directors who are also NEOs) for the most recently completed financial year ended.

| Name | Fees earned (\$) | Share-based awards (\$) | Option-based awards ⁽¹⁾ (\$) | Non-equity incentive plan compensation (\$) | Pension value (\$) | All other compensation (\$) | Total (\$) |
|-------------------------------------|------------------|-------------------------|---|---|--------------------|-----------------------------|------------|
| Alan Werenko (up to May 10th, 2017) | 1,500 | Nil | 454 | N/A | N/A | Nil | 1,954 |
| Thealzel Lee | 6,000 | Nil | 6,557 | N/A | N/A | Nil | 12,557 |
| David Demers | 4,500 | Nil | 8,545 | N/A | N/A | Nil | 13,045 |
| Howard Atkinson | 4,500 | Nil | 8,545 | N/A | N/A | Nil | 13,045 |

(1) Option-based awards (2017) are calculated as the proportion of the share-based expense for each grant that was allocated to each NEO or director.

Share-Based Awards, Options-Based Awards and Non-Equity Incentive Plan Compensation

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the directors of the Company (other than the NEOs):

| Name | Option-based Awards | | | | Share-based Awards | |
|--------------|---|----------------------------|--|---|--|--|
| | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options ⁽¹⁾ (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) |
| Alan Werenko | 100,000 50,000 50,000 | 0.10 0.10 0.05 | 30-Apr-2018 15-Apr-2019 4-Aug-2020 | 7,601 | N/A | Nil |

| | | | | | | |
|-----------------|------------------------------|----------------------|--|-------|-----|-----|
| Thealzel Lee | 100,000 50,000 100,000 | 0.10 0.05 0.14 | 15-Apr-2019 4-Aug-2020 May 9, 2022 | 6,101 | N/A | Nil |
| David Demers | 140,000 | 0.14 | May 9, 2022 | 0 | N/A | Nil |
| Howard Atkinson | 140,000 | 0.14 | May 9, 2022 | 0 | N/A | Nil |

(1) The value of unexercised in the money options is calculated as the difference between the market price at year end of the underlying common shares of the company and the exercise price of the stated unexercised stock options vested as of year end.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors of the Company (other than the NEOs) during the most recently completed financial year:

| Name | Option-based awards – Value vested during the year (\$) | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|-----------------|---|--|--|
| Alan Werenko | 454 | N/A | N/A |
| Thealzel Lee | 6,557 | N/A | N/A |
| David Demers | 8,545 | N/A | N/A |
| Howard Atkinson | 8,545 | N/A | N/A |

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets out, as of the end of the most recently completed financial year, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted-average exercise price of outstanding options, warrants and rights (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|---|---|---|---|
| Equity compensation plans approved by security holders ⁽¹⁾ | 3,535,000 | \$0.094 | 12,319 |
| Equity compensation plans not approved by security holders | Nil | N/A | Nil |
| Total | 3,535,000 | \$0.094 | 12,319 |

Notes:

(1) The Company has adopted an incentive share option plan for granting options to directors, employees and consultants, under which the total outstanding options are limited to 3,547,319 common shares, being a number equal to 15% of the outstanding issue as of the date of shareholder approval of the plan. Under the plan, the exercise price of an option shall not be less than the discounted market price at the time of granting, or as permitted by the policies of TSXV. Options granted may not exceed a term of five years from the grant date.

CORPORATE GOVERNANCE

Board of Directors

The Board believes that the principal objective of the Company is to generate economic returns with the goal of maximizing shareholder value, and that this is to be accomplished by the Board through its stewardship of the Company. In fulfilling its stewardship function, the responsibilities of the Board include strategic planning, appointing and overseeing management, succession planning, risk identification and management, environmental oversight, communications with other parties and overseeing financial and corporate issues. The Board believes that good corporate governance practices provide an important framework for timely response by the Board to situations that may directly affect shareholder value. The Board is committed to practicing good corporate governance, and has adopted a corporate governance manual which contains numerous guidelines to help it practice good corporate governance.

Board Independence

The Board must have the capacity, independently of management, to fulfill its responsibilities. Independence is based upon the absence of relationships and interests that could compromise the ability of a director to exercise judgement with a view to the best interests of the Company. To facilitate independence, the Company is committed to the following practices:

1. The recruitment of strong, independent directors.
2. At least two of the directors being independent.
3. All active committees of the Board being constituted of at least two independent directors.

Of the six existing directors of the Company, Howard Atkinson, David Demers and Thealzel Lee are independent. The remaining directors, Michael Walkinshaw, Michael Volker and James Pratt, are not independent because they are deemed to have a material relationship with the Company, by virtue of them being the Chief Executive Officer, Executive Chairman and Chief Financial Officer of the Company, respectively.

Other Directorships

The directors of the Company and the nominee directors are also directors of the following other reporting issuers:

| Name | Reporting Issuer |
|-----------------|---|
| Michael Volker | None |
| James Pratt | None |
| Thealzel Lee | None |
| Mike Walkinshaw | None |
| David Demers | Primero Mining Corp. |
| Howard Atkinson | Yangaroo Inc., Stroud Resources, Hamilton Capital Partners, 3iQ Corp |

Orientation and Continuing Education

New directors of the Company are provided with an orientation and education program which includes written information about the duties and obligations of directors, the business and operations of the Company, documents from recent board meetings and opportunities for meetings and discussion with senior management and other directors. Specific details of the orientation of each new director are tailored to that director's individual needs and areas of interest.

The Company also provides continuing education opportunities to directors so that they may maintain or enhance their skills and abilities as directors and ensure that their knowledge and understanding of the Company's business remains current.

Ethical Business Conduct

The Board follows a general code of business conduct and ethics which are intended to establish the principles of conduct and ethics to be followed by the Company's directors, officers and employees, the purpose of which is to:

1. Promote integrity and deter wrongdoing.
2. Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
3. Promote avoidance or absence of conflicts of interest.
4. Promote full, fair, accurate, timely and understandable disclosure in public communications made by the Company.
5. Promote compliance with applicable governmental laws, rules and regulations.
6. Provide guidance to the Company's directors, officers and employees to help them recognize and deal with ethical issues.
7. To help foster a culture of integrity, honesty and accountability throughout the Company.

Nomination of Directors

The Board Nominating Committee is responsible for identifying and evaluating qualified candidates for nomination to the Board. The Board Nominating Committee recommends appropriate candidates to the Board for approval.

In identifying candidates, the Board Nominating Committee considers the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director.

Human Resources Committee

The Human Resources Committee along with the Board is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling its responsibilities, the Board and the Human Resources Committee evaluate the

performance of the Chief Executive Officer and other senior management in light of corporate goals and objectives, and make recommendations with respect to compensation levels based on such evaluations.

Other Board Committees

The board of directors (the “Board” or “Board of Directors”) has not established any committees other than the Audit Committee, Human Resources Committee and the Board Nominating Committee.

Assessments

The Board as a whole is responsible for carrying out a review and assessment of the overall performance and effectiveness of the Board, its committees and contributions of individual directors on an annual basis. The objective of this annual review will be to facilitate a continuous improvement in the execution of the responsibilities of the Board.

AUDIT COMMITTEE

General

The Audit Committee is a standing committee of the Board, the primary function of which is to assist the Board in fulfilling its financial oversight responsibilities, which will include monitoring the quality and integrity of the Company’s financial statements and the independence and performance of the Company’s external auditor, acting as a liaison between the Board and the Company’s external auditor, reviewing the financial information that will be publicly disclosed and reviewing all audit processes and the systems of internal controls that management and the Board have established.

Audit Committee Charter

The Board of Directors has adopted a Charter for the Audit Committee, which sets out the Audit Committee’s mandate, organization, powers and responsibilities. The Audit Committee Charter is attached as Schedule “A” to this Circular.

Composition

The Audit Committee consists of the following three directors. Also indicated is whether they are ‘independent’ and ‘financially literate’.

| Name of Member | Independent ⁽¹⁾ | Financially Literate ⁽²⁾ |
|-----------------------|-----------------------------------|--|
| Michael Volker | No | Yes |
| Thealzel Lee | Yes | Yes |
| Howard Atkinson | Yes | Yes |

⁽¹⁾ A member of the Audit Committee is independent if he or she has no direct or indirect ‘material relationship’ with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member’s independent judgment. An executive officer of the Company, such as the President, is deemed to have a material relationship with the Company.

⁽²⁾ A member of the Audit Committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that

are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The majority of the Audit Committee is currently independent.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board of Directors.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services; however, as provided for in NI 52-110 the Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries, unless otherwise permitted by NI 52-110.

External Auditor Service Fees (By Category)

| Financial Year Ending | Audit Fees ⁽¹⁾ | Audit Related Fees ⁽²⁾ | Tax Fees⁽³⁾ | All Other Fees ⁽⁴⁾ |
|------------------------------|----------------------------------|--|-------------------------------|--------------------------------------|
| November 30, 2014 | \$21,000 | Nil | \$1,500 | \$2,500 |
| November 30, 2015 | \$35,000 | Nil | \$1,500 | \$2,500 |
| November 30, 2016 | \$45,000 | Nil | \$950 | \$2,500 |
| November 30, 2017 | \$40,000 | Nil | \$2,000 | \$2,500 |

⁽¹⁾ *The aggregate fees billed by the Company's auditor for audit fees.*

⁽²⁾ *The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.*

⁽³⁾ *The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning.*

⁽⁴⁾ *The aggregate fees billed for professional services other than those listed in the other three columns.*

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 which exempts "venture issuers" from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or executive officers of the Company or any subsidiary thereof, has more than "routine indebtedness" to the Company or any subsidiary thereof.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of each of the following persons in any matter to be acted upon at the Meeting other than the election of directors, the approval of the Amended and Restated Stock Option Plan (as defined herein) regarding stock options or the appointment of auditors:

- (a) each person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year;
- (b) each proposed nominee for election as a director of the Company; and
- (c) each associate or affiliate of any of the foregoing.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's most recently completed financial year, which has materially affected or will materially affect the Company or any of its subsidiaries, other than as disclosed by the Company during the course of the year or as disclosed herein.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Board of Directors of the Company currently consists of six (6) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. It is proposed that the number of directors to be elected at the Meeting, for the ensuing year, remain at six (6). At the Meeting, the shareholders will be asked to consider and, if thought fit, approve an ordinary resolution keeping the number of directors to be elected at the Meeting, at six (6).

Each director elected at the Meeting will hold office until the next annual meeting of shareholders or until his or her successor is duly elected or appointed pursuant to the articles of the Company, unless his or her office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Company's articles. **It is the intention of the management designees, if named as proxy, to vote FOR the election of the persons listed in the table below to the Board of Directors.**

Management has no reason to believe that any of such nominees will be unable to serve as directors; however, if, for any reason one or more of the proposed nominees do not stand for election or are unable to serve as directors, the management designees named in the enclosed form of proxy intend to vote for another nominee or nominees, as the case may be, in their discretion, unless the shareholder has specified in his or her proxy that his or her common shares are to be withheld from voting in the election of directors.

The following table sets out information in respect of each of the nominees for director of the Company, and is based on information received by the Company from said nominees.

| Name, Municipality of Residence and Position | Present and Past Principal Occupations | Director Since | Number of Common Shares Owned Directly or Indirectly⁽⁴⁾ |
|--|--|-----------------------|---|
| Michael Volker ^{(1)(2),(3)} West Vancouver, B.C. <i>Director and Executive Chairman</i> | Chief Executive Officer of WUTIF Capital (VCC) Inc. since June 2003. | October 26, 2007 | 4,516,750 (13.10%) |
| James Pratt ⁽³⁾ Langley, B.C. <i>Director and Chief Financial Officer</i> | President, Mazza Innovation Ltd. Aug 2017 to present. Co-Owner PROsnack Natural Foods, Jan 2013 to July 2017; Principal, Aneides & Company Oct 2010 to Dec 2012; CEO, CFO of Sepp's Food Group from 1992 to 2010. | May 10, 2012 | 636,000 (1.84%) |
| Thealzel Lee ⁽¹⁾⁽³⁾ Vancouver, BC <i>Director</i> | Director, President & Co-Founder VANTEC Entrepreneurs Fund (VCC) Inc. [dba E-Fund] since 2011, Director & Co-Founder Nelsa Investment (VCC) Inc since 2009, Senior Partner Rocket Builders since 2001. | April 15, 2014 | 117,000 (0.75%) |
| Mike Walkinshaw ⁽¹⁾⁽²⁾ North Vancouver, BC <i>CEO / Director</i> | Managing Partner, Fronterra Ventures, Managing Director of Chrysalix Energy Venture Capital, Director, Canadian Venture Capital Association | April 15, 2014 | 3,107,300 (9.01%) |
| David Demers ⁽³⁾ Vancouver, BC <i>Director</i> | President -Crocus Advisors Ltd. Board – Primero Mining Corp. CEO, Director – Westport Fuel Systems | May 10, 2017 | 1,000,000 (2.90%) |
| Howard Atkinson ^{(1),(3)} Mississauga, Ont. <i>Director</i> | Director, Yangaroo Inc Director, Stroud Resources Director, Hamilton Capital Partners Director, 3iQ Corp President, TMFD Financial (May 2016 - Nov 2017) President, Horizons ETFs (Oct 2006 - Dec 2015) | May 10, 2017 | 625,000 (1.81%) |

Notes:

- (1) Members of the Audit Committee
- (2) Members of Management's Investment Committee.
- (3) Members of the Human Resources Committee
- (4) In addition, an aggregate of 2,005,000 common shares are issuable to directors upon the exercise of outstanding stock options. See "Executive Compensation" below..

The above information, including information as to common shares beneficially owned, has been provided by the respective directors individually and is as at the Record Date..

No proposed director of the Company;

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, Chief Executive Officer or Chief Financial Officer of any company (including the Company) that,
 - (i) was the subject:

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

while the proposed director was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or

- (ii) was subject to:

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

after the proposed director was acting in the capacity as 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.

- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Appointment of Auditor

The Company recommends that Manning Elliott LLP ("Manning") of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia V6E 3S7, be appointed as auditors of the Company for the ensuing year until the next annual meeting of shareholders. Manning was first appointed auditors of the Company on November 30, 2007.

The management designees, if named as proxy, intend to vote the common shares represented by any such proxy FOR the appointment of Manning as auditors of the Company, at a remuneration to be fixed by the Board, unless a shareholder has specified in his or her proxy that his or her common shares are to be withheld from voting on the appointment of auditors.

Stock Option Plan

On May 10, 2017, the shareholders of the Company approved a 15% fixed stock option plan (the “Existing Plan”). Under the Existing Plan, the Board may from time to time, in its discretion, and in accordance with the requirements of the TSXV, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase common shares.

Pursuant to the Existing Plan, the maximum number of common shares of the Company which may be authorized for reservation for the grant of options from time to time is 15% of the Company’s then issued and outstanding common shares as of the date of the shareholder approval of the Existing Plan.

As of the date of this Information Circular, the total number of options outstanding under the Existing Plan is 3,535,000, representing 10.25% of the issued and outstanding common shares of the Company. Of this total, 94% are granted to directors and officers of the Company.

The Company is seeking shareholder approval to amend the Existing Plan (the “Amended and Restated Stock Option Plan”) by adding a provision stating that: “any common shares issued upon the exercise of options, shall not reduce the aggregate number of options that may be granted under the plan, so long as it does not exceed 5,500,000 or 15.95% of the outstanding issue, as of the date of shareholder approval of the plan, taking into account any common shares reserved for issuance under any other share compensation arrangement”. No other significant changes to the Existing Plan are contemplated at this time other than the separate “Disinterested Shareholder Approval of Option Grants to Insiders” resolution detailed below.

The Board believes it is in the Company’s best interest to approve the Amended and Restated Stock Option Plan, which would potentially increase the number of common shares available under the Existing Plan, so that the Company would be able to continue to provide incentives and to attract, retain, and motivate employees, officers, directors, and consultants. The Company’s employee growth over the past 12 months has been significant and options are a key component of the Compensation Strategy. A copy of the Amended and Restated Stock Option Plan will be available at the Meeting.

Under the Amended and Restated Plan, the Board may from time to time grant to directors, senior officers, employees, and consultants of the Company, options to purchase from the Company such number of its common shares as the Board shall designate. Some of the significant terms of the Amended and Restated Stock Option Plan are as follows:

1. The Company must obtain disinterested shareholder approval if the plan, together with any previous plans, could result at any time in the grant to Insiders (as defined in the Amended and Restated Stock Option Plan), within a 12 month period, a number of options exceeding 10% of the issued shares of the Company. The Company has proposed a separate resolution below to obtain disinterested shareholder approval to amend this threshold.
2. The total number of common shares to be reserved for issuance over the previous one year period for any optionee shall not exceed 5% of the issued common shares of the Company at the time of grant and the total number of common shares that may be reserved for issuance over the previous 12 month period for individuals engaged in an investor relations capacity shall not exceed 2% of the issued common shares of the Company at the time of grant. In addition, the total number of common shares to be reserved for issuance over the previous 12 month period

for any one consultant, shall not exceed 2% of the issued common shares of the Company at the time of grant.

3. While the Company's common shares are listed on the Exchange, the purchase price per common share for any option granted under the Amended and Restated Stock Option Plan shall not be less than the market price of the Company's common shares less any applicable discount in accordance with the policies of the Exchange.
4. Options granted must expire not later than a maximum of five years from the date of the grant.
5. Options will vest at the discretion of the board of directors.
6. All options granted pursuant to the Amended and Restated Stock Option Plan shall be non-assignable.

Management of the Company intends to place before the Meeting, for approval, confirmation and adoption, with or without variation, an ordinary resolution (the "Stock Option Plan Resolution") to approve the Amended and Restated Stock Option Plan. The complete text of the Stock Option Plan Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without variation, is set forth below.

"Be it resolved as an ordinary resolution of the Company that:

1. The Amended and Restated Stock Option Plan as set forth in the Information Circular dated April 5th, 2018 be approved and that the Board of the Company be authorized in their absolute discretion to establish and administer the Amended Plan in accordance with its terms and conditions;
2. The maximum number of common shares of the Company reserved for issuance under the Amended and Restated Stock Option Plan shall be the number equal to 5,500,000 options or 15.95% of issued and outstanding common shares as at April 5th, 2018;
3. The Board be authorized on behalf of the Company to make any amendments to the Amended and Restated Stock Option Plan from time to time as may, in its discretion, be considered appropriate, provided that such amendments be subject to the approval of all applicable regulatory authorities; and
4. any one (or more) director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

Recommendation of Board – Stock Option Plan Resolution

The Board of Directors recommends that the Company's shareholders vote in favour of the Stock Option Plan Resolution to ratify and approve the Policy as set out above. In order for the Stock Option Plan Resolution to be effective it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. **In the absence of contrary directions, the management designees intend to vote proxies in the accompanying form in favour of the Stock Option Plan Resolution.**

Disinterested Shareholder Approval of Option Grants to Insiders

Subject to TSXV and shareholder approval of the Amended and Restated Stock Option Plan, the Company intends to issue to Insiders (as defined by the TSXV), as a group, option grants of greater than 10% and as much as 15.95% of the issued and outstanding common shares of the Company (the "Insider Grants") as of the date of approval of the Amended and Restated Stock Option Plan.

The Insider Grants will, in the aggregate, exceed the 10% of the total issued and outstanding common shares reserved for issuance to Insiders, as permitted by TSXV Policy 4.4 *Incentive Stock Options* ("Policy 4.4"), unless the Company obtains approval by a majority of disinterested shareholders (as defined in Policy 4.4) with respect to such grants.

For the purposes of the Meeting, "disinterested shareholder approval" means that in order for the Board to grant > 10% of the issued and outstanding common shares as proposed Insider Grants, approval must be granted by a majority of the votes cast by all shareholders at the shareholders' meeting of the Company, excluding votes attaching to shares beneficially owned by:

- (i) Insiders (directors, officers and 10% holders of the Company) to whom options may be granted under the stock option plan; and
- (ii) Associates of Insiders.

The Board believes that increasing the Insider Grants from the current amount (approximately 9.8%) to higher than 10% is appropriate, allowing the Company to access significant senior Board and management talent while preserving cash resources via lower than market cash salaries. Options are a key component of the Compensation Strategy.

At the Meeting, the disinterested shareholders will be asked to consider and if thought fit, approve an ordinary resolution authorizing management to exceed 10% threshold (to a maximum of the full plan amount of 15.95%) with respect to the Insider Grants under the Amended and Restated Stock Option Plan.

To be effective, the resolution in respect of the modification of the Insider Grant threshold must be approved by the affirmative vote of a simple majority of the votes cast by the disinterested shareholders present in person or represented by proxy at the Meeting. **In the absence of contrary direction, the management designees intend to vote proxies in the accompanying form in favour of this ordinary resolution by disinterested shareholders.** If passed, the ordinary resolution of disinterested shareholders found below will become effective immediately upon the requisite approval of the TSXV.

Management of the Company intends to place before the Meeting, for approval, confirmation and adoption, with or without variation, an ordinary resolution (the "Insider Grant Resolution") of disinterested shareholders for the approval of the modification of the Insider Grant threshold. The complete text of the Insider Grant Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without variation, is set forth below.

"Be it resolved as an ordinary resolution of disinterested shareholders of the Company (as defined by the TSXV Policy 4.4 – Incentive Stock Options) that:

1. Subject to the approval of the TSXV, the Company be and is hereby authorized to grant options equal to up to 15.95% of the issued and outstanding common shares of the

Company, as of the date of approval of the Amended and Restated Stock Option Plan, under the Amended and Restated Stock Option Plan to Insiders (as such term is defined in the policies of the TSXV) (as a group), with such grants representing more than 10% of the total issued and outstanding common shares;

2. the Board of Directors of the Company is hereby authorized to make any changes, including any reduction in the number of options permitted to be granted thereunder, to the Insider Grant as may be required by the TSXV;
3. notwithstanding approval of the disinterested shareholders of the Company as herein provided, the Board of Directors of the Company may, in its sole discretion, revoke this ordinary resolution of disinterested shareholders before it is acted upon without further approval of the shareholders of the Company; and
4. any one (1) director or officer of the Company is hereby authorized for and on behalf of the Company to execute and deliver all such instruments and documents and to perform and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

ADDITIONAL INFORMATION

Additional information on the Company is available on the internet on SEDAR at www.sedar.com. Financial information is provided in the Company's financial statements and management discussion and analysis which are available on SEDAR. The audited financial statements for the year ending November 30, 2017 together with the auditor's report will be presented at the Meeting. You may request copies of the Company's financial statements and management discussion and analysis by completing the request card included with this Information Circular, in accordance to the instructions therein.

OTHER MATTERS

It is not known whether any other matters will come before the Meeting other than those set forth above and in the notice of meeting, but if any other matters do arise, the persons named in the proxy intend to vote on any poll, in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters ratified in the notice of meeting and other matters which may properly come before the Meeting or any adjournment.

DATED April 5, 2018.

BY THE MANAGEMENT OF
TIMIA CAPITAL CORP.

"Michael Volker"

Michael Volker
Executive Chairman

SCHEDULE A

**CHARTER OF THE AUDIT COMMITTEE OF
TIMIA CAPITAL CORP.
("CHARTER")**

MEMBERSHIP

The audit committee (the "**Committee**") of the board of directors (the "**Board**") of TIMIA Capital Corp. (the "**Company**") shall consist of three directors. The composition of the Committee shall comply with all of the independence requirements applicable pursuant to corporate laws, securities laws, and the policies of the stock exchange upon which shares of the Company are listed.

Each member of the Committee must be financially literate, as this term is defined under National Instrument 52-110 - Audit Committees (the "**Instrument**").

The Board shall appoint members to the Committee. Each Committee member shall be appointed for a one-year term/shall serve until a successor is duly appointed or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member from the Board. If a vacancy on the Committee exists, the remaining members shall exercise all the Committee's powers so long as a quorum exists.

New Committee members shall be provided with an orientation program to educate them on the Company, their roles and responsibilities on the Committee, and the Company's financial reporting and accounting practices. In addition, Committee members shall receive training as necessary to increase their understanding of financial, accounting, auditing and industry issues applicable to the Company.

The Board shall appoint the chairperson of the Committee ("**Chairperson**") from the Committee members. The Chairperson must be a non-executive Director. Subject to Section 1.04, the Board shall determine the Chairperson's term of office.

A quorum for decisions of the Committee shall be two members.

COMMITTEE MEETINGS

The Committee shall meet at least quarterly at such times and places as determined by the Committee. The Committee is governed by the same rules regarding meetings (including the procedure used to call meetings, and conducting meetings electronically, in person or by telephone), Notice of meetings and waiver of notice by committee members, written resolutions in lieu of a meeting, and voting at meetings that apply to the Board.

The Chairman shall seek input from Committee members, the Company's management, the Auditor and Board members when setting each Committee meeting agenda.

Any written material to be provided to Committee members for a meeting must be distributed in advance of the meeting to give Committee members time to review and understand the information. All material provided to Committee members shall be relevant and concise.

The chairperson of the Board, the chief executive officer of the Company ("**CEO**"), and chief financial officer of the Company ("**CFO**") may, if invited by the Chairperson, attend and speak at Committee meetings. Other Board members may also, if invited by the Chairperson, attend and speak at Committee meetings.

The Chairperson, on the Committee's recommendation, may invite members of the Company's management to attend meetings and give presentations relating to their responsibilities.

The Committee may appoint a Committee member or any other attendee to be the secretary of a meeting. The Chairperson shall circulate minutes of all Committee meetings to the Company's Board members and its Auditor (defined below). The Committee shall report its decisions and recommendations to the Board promptly after each Committee meeting.

The Committee shall meet for a private session, excluding management and the Auditor, following each Committee meeting.

PURPOSE, ROLE AND AUTHORITY

The purpose of the Committee is to oversee the Company's accounting and financial reporting processes and the preparation and auditing of the Company's financial statements.

The Committee is authorized by the Board to investigate any matter set out in this Charter or otherwise delegated to the Committee by the Board.

DUTIES AND RESPONSIBILITIES

The Committee has the duties and responsibilities set out in sections 5 to 14 of this Charter, as may be amended, supplemented or restated from time to time.

EXTERNAL AUDITOR - APPOINTMENT AND REMOVAL

To consider and recommend to the Board, to put forward for shareholder approval at the annual meeting, an Auditor that will be appointed or reappointed to prepare or issue an auditor's report as well as perform audit, review, attest or other services for the Company in compliance with the Instrument, and to recommend to the Board the Auditor's removal, if necessary.

To set the terms of the Auditor's engagement and its remuneration, including reviewing and negotiating the Auditor's engagement letter.

To review and monitor the independence of the Auditor.

To, at least once per fiscal year, review the qualifications and performance of the Auditor and the Auditor's lead partners and consider and decide if the Company should adopt or maintain a policy of rotating the accounting firm serving as the Company's external auditor.

AUDITOR OVERSIGHT - AUDIT SERVICES

To require the Auditor to report directly to the Committee.

To discuss with the Auditor, before an audit commences, the nature and scope of the audit, the Auditor's responsibilities in relation to the audit, the overall audit strategy, the timing of the audit, the processes used by the Auditor to identify risks and reporting such risks to the Committee. To discuss with the Auditor any other matters relevant to the audit, including the coordination of services and processes, where more than one audit firm is involved.

To review and discuss with the Auditor all critical accounting policies and practices to be used in the audit, all alternative treatments of financial information within International Financial Reporting Standards ("IFRS") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Auditor.

To review any major issues regarding accounting principles, including IFRS, and financial statement presentation with the Auditor and Company's management, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

To review and discuss with the Auditor and management any problems or difficulties encountered during the audit, including restrictions on the scope of activities or access to information, and any significant disagreements between the Auditor and management in relation to financial reporting. The Committee may meet with the Auditor and management (together or separately) to discuss and resolve such disagreements.

To review all material communications between management and the Auditor, including reviewing the Auditor's management letter and management's response.

To create (if required), review, and approve the Company's policies respecting the hiring of any (former or current) Auditor's past or present employees or past or present partners that participated in any capacity in any Company audit.

To oversee any other matters relating to the Auditor and the performance of audit services on the Company's behalf.

AUDITOR OVERSIGHT - NON-AUDIT SERVICES

To pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries in accordance with the Instrument.

Notwithstanding section 7.1, the Committee may delegate the pre-approval of non-audit services to a member or certain members of the Committee. Such member or members shall notify the Committee at each Committee meeting of the non-audit services they approved since the last Committee meeting.

INTERNAL CONTROLS

To oversee an effective system of internal controls and procedures for the Company relating to the financial reporting process and disclosure of the financial results ("**Internal Controls**").

To review with management the adequacy and effectiveness of the Company's Internal Controls, including any significant deficiencies or material weaknesses in the design or operation of the Internal Controls, and to determine if any special steps must be adopted by the Auditor during its audit in light of any such deficiencies or weaknesses.

To review management's roles, responsibilities, and performance in relation to the Internal Controls.

To review, discuss and investigate any alleged fraud involving the Company's management or employees in relation to the Internal Controls, including management's response to any allegations of fraud. To implement corrective and disciplinary action in cases of proven fraud, and to determine if any special steps must be adopted by the Auditor during its audit in light of any proven fraud or any allegations of fraud.

To establish and monitor the procedures for: (a) the receipt, retention, and treatment of complaints the Company receives relating to its Internal Controls; (b) the anonymous submission of employees' concerns relating to questionable accounting or audited matters engaged in by the Company; and (c) the independent investigation of the matters set out in (a) and (b), including the appropriate follow up action for each.

To review and discuss with the CEO and CFO, or those officers who perform the duties similar to a CEO or CFO, the steps taken to complete the required certifications of the annual and interim filings with the securities commissions.

FINANCIAL STATEMENTS

To review and discuss with the Auditor and management the Company's annual audited financial statements as well as the accompanying Auditor's report and management discussion and analysis ("**MD&A**"). The Committee's review of the annual audited financial statements will include a review of the notes contained in the financial statements, in particular the notes on: (a) significant accounting policies, including any changes made to them and the effect this may have on the Company; (b) significant estimates and assumptions; (c) significant adjustments resulting from the an audit; (d) the going concern assumption; (e) compliance with accounting standards; (f) investigations and litigation undertaken by regulatory authorities; (g) the impact of unusual transactions; and (h) off-balance sheet and contingent asset and liabilities, and related disclosures.

To assess: (a) the quality of the accounting principles applied to the financial statements; (b) the clarity of disclosure in the financial statements; and (c) whether the audited annual financial statements present fairly, in all material respects, in accordance with IFRS, the Company's financial condition, operational results and cash flows.

Upon satisfactory completion of its review, to recommend the annual audited financial statements, Auditor's report and annual MD&A for Board approval.

To review the interim financial statements and related MD&A with the Auditor (if the interim financial statements are audited) and management, and if satisfied that the interim financial statements meet the criteria set out in subsection 9.2 to recommend to the Board that it approve the interim financial statements and accompanying MD&A.

Disclosure of Other Financial Information

To review and discuss with management the design, implementation and maintenance of effective procedures relating to the Committee's prior review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements ("**Disclosure Procedures**"). To ensure that the Disclosure Procedures put in place are followed by the Company's management and employees, and to periodically assess the adequacy of the Disclosure Procedures.

To review the Company's profit and loss press releases and other related press releases before they are released to the public and to review the nature of any financial information and ratings information provided to agencies and analysts per the Company's disclosure policy.

To monitor and review the Company's policy on confidentiality and disclosure on a yearly basis.

RISK MANAGEMENT

To review and discuss with management policies and guidelines to govern the processes by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and fraud, and the steps management has taken to monitor and control such exposures.

LEGAL COMPLIANCE

To review with legal counsel any legal matters, including inquiries received from regulators and governmental agencies, that may have a significant impact on the Company's financial

statements, cash flows or operations, to review and oversee any policies, procedures and programs designed by the Company to promote legal compliance.

RELATED PARTY TRANSACTIONS

To review all proposed related party transactions, other than those reviewed by a special committee of disinterested directors in accordance with Canadian corporate or securities laws.

OTHER DUTIES AND RESPONSIBILITIES

To complete any other duties and responsibilities delegated by the Board to the Committee from time to time.

MEETINGS WITH THE AUDITOR

Notwithstanding anything set out in this Charter to the contrary, the Committee may meet privately with the Auditor as frequently as the Committee deems appropriate for the Committee to fulfil its responsibilities and to discuss any concerns of the Committee or Auditor in relation to the matters covered by the Committee's Charter, including the effectiveness of the Company's financial recording procedures and systems, and management's cooperation and responsiveness to matters arising from the audit and non-audit services performed by the Auditor.

MEETINGS WITH MANAGEMENT

The Committee may meet privately with management as frequently as the Committee deems appropriate for the Committee to fulfil its responsibilities, and to discuss any concerns of the Committee or management.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Company.

REPORTING

The Committee shall report to the Board on all matters set out in this Charter and other matters assigned to the Committee by the Board, including: (a) the Auditor's independence; (b) the Auditor's performance and the Committee's recommendation to reappoint or terminate the Auditor; (c) the adequacy of the Internal Controls; (d) the Committee's review of the Company's annual and interim financial statements, and any IFRS reconciliation, including any issues respecting the quality and integrity of financial statements, along with the MD&A; (e) the Company's compliance with legal and regulatory matters and such matters impact on the financial statements; and (f) the Company's risk management programs and any risks identified in accordance with this program.

CHARTER REVIEW

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties and responsibilities under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

No Rights Created

This Charter is a broad policy statement and is intended to be part of Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements, as well as the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.

Effective date

This Charter was implemented by the Board on December 1, 2015.

