



**NOTICE OF ANNUAL GENERAL MEETING OF
SHAREHOLDERS TO BE HELD ON OCTOBER 25, 2019**

AND

MANAGEMENT INFORMATION CIRCULAR

DATED SEPTEMBER 20, 2019

NEW DESTINY MINING CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of the shareholders (“Shareholders”) of New Destiny Mining Corp. (hereinafter called the “Corporation or “New Destiny”) will be held at 1095 W Pender St 2nd floor Vancouver, British Columbia. , V6C 3K4 on Friday, October 25, 2019 at 11:00 a.m. (PST), for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended June 30, 2018, together with the auditor's report thereon.
2. To confirm the number of directors of the Corporation at four (4).
3. To elect directors of the Corporation for the ensuing year.
4. To appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors.
5. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to re-approve the Corporation’s 10% rolling stock option plan.
6. To transact such other business as may properly come before the meeting.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is September 20, 2019 (the “**Record Date**”). Persons who are registered shareholders at the close of business on the Record Date, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting.

As a shareholder, you can choose to vote your shares by proxy and return the form of proxy by mail or delivery in the addressed envelope provided or deposited at the offices of Odyssey Trust Company, 323 - 409 Granville Street Vancouver BC V6C 1T2, by 10:00 a.m. (Vancouver time) on October 23, 2019

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this 20th day of September 2019

BY ORDER OF THE BOARD OF DIRECTORS

“Robert L. Birmingham”

Robert L. Birmingham
Chief Executive Officer and Director

NEW DESTINY MINING CORP.

MANAGEMENT INFORMATION CIRCULAR

(As at September 20, 2019 except as indicated)

SOLICITATION OF PROXIES

This management information circular (“Circular”) is provided in connection with the solicitation of proxies by management of New Destiny Mining Corp. for use at an Annual General Meeting of the holders Shareholders of common shares (“Common Shares”) in the capital of the Corporation. The Meeting will be held on October 25, 2019 at 11:00 a.m. (PST) at 1095 W Pender St 2nd floor Vancouver, British Columbia for the purposes set forth in the notice of special meeting accompanying this Circular (the “Notice”).

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally. In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

These securityholder materials are being sent to both registered and non-registered owners of Common Shares. If you are a non-registered owner of Common Shares, and the Corporation or its agent has sent these materials directly to you, 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.

Accompanying this Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting (a “Proxy”). Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and all Shareholders are urged to vote on matters to be considered in person or by proxy. All time references in this Circular are references to Vancouver time.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper Proxy to Odyssey Trust Company (the “Transfer Agent”), at 323 - 409 Granville Street Vancouver BC V6C 1T2.

The persons named as proxyholders in the Proxy accompanying this Circular are directors or officers of the Corporation, or persons designated by management of the Corporation, and are representatives of the Corporation’s management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the management nominee designated in the Proxy may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person’s name in the blank space provided in the accompanying Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to the Transfer Agent, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Proxy should notify such alternative nominee of the appointment, obtain the nominee’s consent to act as proxy, and provide instructions on how the Common Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the Proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy).

In order to validly appoint a proxy, Proxies must be received by the Transfer Agent, at 323 - 409 Granville Street Vancouver BC V6C 1T2, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting. After such time, the chairman of the Meeting may accept or reject a Proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late Proxy.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Corporation or the Transfer Agent at 323 - 409 Granville Street Vancouver BC V6C 1T2 at any time up to and including the last business day preceding the date of the Meeting at which the proxy is to be used, or deposited with the chairman of such Meeting on the day of the Meeting. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Also, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chairman before the proxy is exercised) and vote in person (or withhold from voting).

Signature on Proxies

The Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. A Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

Each Shareholder may instruct his, her or its proxy how to vote his, her or its Common Shares by completing the blanks on the Proxy.

The Common Shares represented by the enclosed Proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. In the absence of such direction, such Common Shares will be voted FOR THE RESOLUTIONS DESCRIBED IN THE PROXY AND BELOW. If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or if any other matters properly come before the Meeting, the accompanying Proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by a valid Proxy will be voted in favour of the election of nominees set forth in this Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the date of this Circular, management of the Corporation knows of no such amendments or variations or other matters to come before the Meet

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to a substantial number of the Shareholders who do not hold their Common Shares in their own names. Shareholders who do not hold their Common Shares in their own names (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominees for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. **Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. or other brokers/agents are held.** Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

Non-registered holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "non-objecting beneficial owners ("**NOBOs**"). Those non-registered holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "objecting beneficial owners" ("**OBOs**").

The Corporation does not intend to pay for Intermediaries to deliver the Meeting materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary to OBOs. As a result, OBOs will not receive the Meeting materials unless their

Intermediary assumes the costs of delivery.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically provides a scannable voting instruction form in lieu of the Instrument of Proxy, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction forms to Broadridge. Alternatively, Beneficial Shareholders sometimes are provided with a toll-free telephone number or website information to deliver the Beneficial Shareholder's voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed voting instruction form as directed by Broadridge well in advance of the Meeting.**

All references to Shareholders in this Circular, the Instrument of Proxy and the Notice are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be made available upon request to registered Shareholders who produce proof of their identity.

NOTICE-AND-ACCESS

The Corporation is not sending the Meeting materials to shareholders using "notice-and-access", as defined under NI 54-101—*Communication with Beneficial Owners of Securities of a Reporting Issuer*.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Shareholders of record as of September 20, 2019 are entitled to receive notice and attend and vote at the Meeting, either in person or by proxy. As at the date of this Circular, the Corporation had 14,205,669 Common Shares issued and outstanding. Each Common Share entitles the holder to one vote in respect of any matter that may come before the Meeting. The outstanding Common Shares are listed on the TSX Venture Exchange ("**TSX-V**") under the symbol "NED".

To the knowledge of the Directors (as defined herein) and executive officers of the Corporation, as of the date of this Circular, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the year ended June 30, 2018 and the auditor's report thereon will be placed before the Meeting. The financial statements, the auditor's report thereon together with management discussion and analysis ("**MD&A**") for the financial year ended June 30, 2018 are available on SEDAR at www.sedar.com.

ELECTION OF DIRECTORS

Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Corporation or the *Business Corporations Act* (British Columbia) or he or she becomes disqualified to act as a director. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed. Shareholder approval will be sought to fix the number of directors of the Corporation at four (4), subject to such increases as may be permitted by the Corporation's Articles and the *Business Corporations Act* (British Columbia). If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the Proxy will exercise his or her discretionary authority to vote the shares represented by the Proxy for the election of any other person or persons as directors. Management of the Corporation proposes to nominate each of the following persons for election as a director.

Information concerning such persons, as furnished by the individual nominees, is as follows:

Name and Jurisdiction of Residence	Present Position(s) with the Corporation	Present Principal Occupation and Principal Occupation for the Five Preceding Years	Director Since	No. of Common Shares Beneficially Owned, Controlled or Directed (1)
Robert L. Birmingham ⁽²⁾ <i>British Columbia, Canada</i>	President, Chief Executive Officer and Director	Mr. Birmingham is President of Benaterra Communication Inc., a wholly owned private company involved in organization and management consultant of private and public sector. He has over 10 years' experience as director and officer of a number of companies. He holds a Business Degree from Capilano University, BC.	November 17, 2011	63,500 common shares 0.4% undiluted 400,000 options 50,000 Warrants 3.6% fully diluted
Wesley Warthe-Anderson ⁽²⁾ <i>British Columbia, Canada</i>	Director	Independent Businessman. Over the past four years, Mr. Warthe-Anderson has worked on various mining projects throughout Canada, both in an office and out in the field. He holds an economics degree from the University of Victoria.	August 5, 2016	395,000 common shares 2.8 % undiluted 600,000 Warrants 7.0 % fully diluted
Barry Brown <i>British Columbia, Canada</i>	Director and Acting Chief Financial Officer	Mr. Brown is President of Barry Developments Ltd., a wholly owned private company involved in the organization, reorganization and management of private and public companies. He has over 35 years of experience as a director and/or officer of a number of	August 8, 2017	200,000 common shares 1.4 % undiluted 200,000 Warrants 2,8 % fully diluted
Allan Beaton ⁽²⁾ <i>British Columbia, Canada</i>	Director	Independent Businessman. Mr. Beaton is an Engineer. He is President of Vicore Mining, a mining construction company since 1995, and currently serves as a Director of Great Atlantic Resources Corp., since February 4, 2015.	February 20, 2018	NONE

Notes:

- (1) The number of shares held includes shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the proposed nominee.
- (2) Member of the Audit Committee .

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, to the knowledge of the executive officers and directors of the Corporation, no proposed director is, or has been in the last 10 years, a director, chief executive officer or chief financial officer of an issuer (including the Corporation) that, (a) while that person was acting in that capacity, was the subject of a cease trading order or similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or (b) was subject to, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

In addition, no proposed director of the Corporation is, or within the ten years prior to the date of this Circular has been, a director, chief executive officer or chief financial officer of an issuer (including the Corporation) that: (a) was declared 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 the assets of that person; or (b) was a director or officer of a corporation (including the Corporation) that, while that person was acting in that capacity or within a year of the person ceasing to act as a director or officer of the corporation became bankrupt or 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.

Further, no proposed director or any personal holding companies of a proposed director of the Corporation have 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 security holder in deciding whether to vote for a proposed director of the Corporation.

STATEMENT OF EXECUTIVE COMPENSATION

Under this heading, the Company is including the disclosure required by Form 51-102F6 Statement of Executive Compensation.

For the purposes of this section, named executive officers of the Corporation mean the following individuals (the “**Named Executive Officers**”):

- (a) the Corporation’s Chief Executive Officer or an individual who acted in a similar capacity for any part of the most recently completed financial year (the “**CEO**”);
- (b) the Corporation’s Chief Financial Officer or an individual who acted in a similar capital for any part of the most recently completed financial year (the “**CFO**”);
- (c) each of the Corporation’s 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 (see “Summary of Compensation”) was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

During the three most recent fiscal years ended June 30, 2018, 2017 and 2016, the following individuals were NEOs or former NEOs of the Corporation, namely: Robert L. Birmingham, President and CEO; Greg Olsen, President and CEO; Barry Brown, acting CFO; and Zeny Manalo, CFO (until January 1, 2018)

Compensation Discussion and Analysis

Remuneration plays an important role in helping the Corporation attract, motivate, reward and retain knowledgeable and skilled individuals to its management team. The Corporation does not have a formal compensation policy and relies solely on the board of directors (the “**Board**”) discussion with respect to compensation of its directors and officers. The main objectives the Corporation hopes to achieve through its compensation are:

- to attract and retain executives critical to the Corporation’s success, who will be key in helping the Corporation achieve its corporate objectives and increase shareholder value;
- to motivate the Corporation’s management team to meet or exceed targets;
- to recognize the contribution of the Corporation’s executive officers and directors to the overall success and strategic growth of the Corporation; and
- to align the interests of management and the Corporation’s shareholders.

The Board has not proceeded to a formal evaluation of the implications of the risks associated with the Corporation’s compensation policies and practices. The Board does not believe that the Corporation’s compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Corporation. The key elements of the executive compensation program are: (i) fees or salary; and (ii) incentive stock options. The directors are of the view that all elements of the total program should be considered, rather than any single element.

In light of the Corporation's size and limited elements of executive compensation, the Board does not have a compensation committee and does not deem it necessary to consider at this time the implications of the risks associated with the Corporation's compensation policies and practices. Also, there are no risks which have been identified in the Corporation's practices to date which would reasonably be likely to have a material adverse effect on the Corporation.

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

Share-Based and Option-Based Awards

The Board believes that eligible persons working with the Corporation as Named Executive Officers, directors, or consultants should have a stake in the Corporation's future and that their interests should be aligned with the interests of the shareholders. To this end, the Board determines the overall amount of stock option grants and reviews and recommends to the Corporation the allocation of such grants to directors, officers and consultants, primarily based on whose decisions and actions can have the greatest impact on the Corporation's performance.

These option-based awards are granted under the Corporation's stock option plan (the "**Plan**"). The Corporation considers previous grants of stock options when considering new grants. Additional factors necessary to understand the information disclosed above include the terms of the Plan.

LONG-TERM INCENTIVE AWARDS (LTIP)

Our LTIP awards program consists of the grant of Options to purchase Shares under our Stock Option Plan and the grant of RSUs under our RSU Plan.

Our LTIP program provides a framework for the Board regarding the granting of Options, and RSUs. RSU's are limited to the key management positions that have the responsibility for influencing our policy, strategy, long-term performance and associated outcomes. While previous grants may be taken into account when considering new grants, our granting of Options, and RSUs has been based on review of peer performance data by our Board in consultation with our CFO. The Board reviews and makes recommendations which are approved by all members with respect to grants to be given to each participant. The Board also considers previous grants of options and the overall number of options that are outstanding relative to the number of outstanding Shares in determining whether to make any new grants of options and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer in determining the level of incentive stock option compensation. See "Incentive Plan Awards – Outstanding Share-Based and Option-Based Awards" below, as well as "Approval of the Stock Option Plan" for a description of the Company's Plan, and "Securities Authorized for Issuance under Equity Compensation Plans".

Options: Options are used to align our executive and other key employee interests with those of our shareholders by providing an incentive to achieve our long-term superior performance objectives. The Board has established a vesting schedule focused on the retention of our NEOs and other employees. Options vest may over a three-year period, with one-third vesting on each of the first, second and third anniversary of the grant date or be granted as fully vested depending on the circumstances.

Further details of the Option plan can be found on Page 16 of this information circular.

RSUs: In 2018, we adopted the RSU Plan, which was subsequently approved by our shareholders at our annual meeting. The RSU Plan provides for awards of RSUs. Pursuant to the RSU Plan, each vested RSU represents the right to receive a cash payment or its equivalent in fully-paid Shares equal to the fair market value of the Shares as at the vesting date. The RSU Plan is designed to provide Eligible Persons of the Company and its related entities with the opportunity to acquire RSUs of the Company, thereby allowing an Eligible Person to participate in the long-term success of the Company thus promoting the alignment of an Eligible Person's interests with the Shareholders.

Nature and Administration of the RSU Plan

As defined in the RSU Plan, Eligible Persons are eligible to participate in the RSU Plan (as "Recipients"), and the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation as Recipients in the RSU Plan. Eligibility to participate as a Recipient in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board or its appointed committee, can, from time to time, award RSUs to Eligible Persons. RSUs will be credited to an account maintained for each Recipient on the books of the Company as of the award date. The number of RSUs to be credited to each Recipient's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

Each award of RSUs vests on the date(s) (each a "**Vesting Date**") that is the later of the Trigger Date (as defined in the RSU Plan) and the date upon which the relevant performance condition or other vesting condition set out in the award has been satisfied, subject to the requirements of the RSU Plan.

RSUs and all other rights, benefits or interests in this Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a Recipient dies the legal representatives of the Recipient will be entitled to receive the amount of any payment otherwise payable to the Recipient hereunder in accordance with the provisions hereof.

Credit for Dividends: A Recipient's account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on Shares. The number of additional RSUs to be credited to a Recipient's account is computed by multiplying the amount of the dividend per Share by the aggregate number of RSUs that were credited to the Recipient's account as of the record date for payment of the dividend, and dividing that number by the Fair Market Value (as defined in the RSU Plan). Note that the Company is not obligated to pay dividends on Shares.

Resignation, Termination, Leave of Absence or Death: Generally, if a Recipient's employment or service is terminated for cause, if Recipient enters Retirement (as defined in the RSU Plan), or if the Recipient voluntarily resigns from employment with the Company, then any RSUs credited to him or her under the RSU Plan which have not vested on or before the separation date for the Recipient are forfeited, cancelled and terminated without payment.

In the event a Recipient is terminated without cause, dies, or suffers Total Disability (as defined in the RSU Plan), unvested RSUs will immediately vest on the date of termination.

Control of Change: In the event of a Change of Control (as defined in the RSU Plan), all RSUs credited to a Recipient vest on the date on which the Change of Control occurs. Within thirty (30) days after the date on which the Change of Control Occurs, but in no event later than the Expiry Date, the Recipient must receive a payment equal to the number of RSUs that vested on the date of the Change of Control, multiplied by the Fair Market Value on that date.

Adjustments: In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Shares, the Board will make adjustments with respect to the number of RSUs outstanding and any proportional adjustments as it, in its discretion, considers appropriate to reflect the change.

Vesting: The Board has discretion to grant RSUs to Eligible Persons as it determines is appropriate, and can impose conditions on vesting as it sees fit in addition to the Performance Conditions (as defined in the RSU Plan) if any. Vesting occurs on the date set by the Board at the time of the grant or if no date is set then December 1 of the third calendar year following the date of the grant (the "**Trigger Date**"), and the date upon which the relevant Performance Condition or other vesting condition has been satisfied, subject to the limitations of the RSU Plan.

Limitations under the RSU Plan: Unless disinterested Shareholder Approval is obtained (or unless permitted otherwise by the rules of the Stock Exchange):

- (a) the maximum number of Shares that may be issued to an Eligible Person pursuant to Restricted Stock Units under the Plan may not exceed 1% of the issued Shares calculated on the Grant Date (on a non-diluted basis) and in aggregate, within a 12-month period, may not exceed 2% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (b) the maximum number of Shares which may be reserved for issuance to Insiders (as a group) under the Plan and under other Share Compensation Arrangement may not exceed 10% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (c) the maximum number of Shares that may be issued to Insiders (as a group) pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 10% of the issued Shares calculated on the Grant Date (on a non-diluted basis);
- (d) subject to clause (e) below, the maximum number of Shares that may be issued to any one Eligible Person pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued Shares calculated on the Grant Date (on a non-diluted basis); and
- (e) the maximum number of Shares that may be issued to an Eligible Person who is a Consultant or a Person retained to provide Investor Relations Activities pursuant to Restricted Stock Units under the Plan and under any other Share Compensation Arrangement, within a 12-month period, may not exceed 2% of the issued Shares calculated on the Grant Date (on a non-diluted basis), without the prior consent of the Stock Exchange.

Amendment or Termination of RSU Plan: Subject to all necessary approvals of the Stock Exchange, the Board may amend or terminate the RSU Plan at any time, but the consent of the Recipient is required for any such amendment that adversely affects the rights of the Recipient, unless the amendment or termination is required by law. A termination of the RSU Plan will not accelerate the vesting of RSUs or the time which a Recipient would otherwise be entitled to receive payment in respect of the RSUs. Further information on our Options, RSUs and PSUs can be found under the heading “Securities Authorized for Issuance Under Equity Compensation Plans” in this Information Circular. Both the Option Plan and the RSU Plan are administered by the Board of Directors which has the authority to determine the eligible participants to whom Options, and RSUs may be granted, as applicable, and the amount of the awards under each grant.

Benefits and Perquisites

The Company’s Named Executive Officers and Directors do not receive any benefits or perquisites.

The Company has not placed a restriction on the purchase by its NEOs, directors or other employees of financial instruments (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or employee. To the Company’s knowledge, none of the above people have purchased such financial instruments.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers for the financial years ended June 30, 2018, 2017 and 2016.

Name and Principal Position	Year	Salary (\$)	Share based Awards (\$)	Option based Awards (\$) ⁽¹⁾	Non-equity incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans ⁽²⁾			
Robert L. Birmingham, President and CEO	2018	Nil	Nil	Nil	Nil	Nil	Nil	20,000	20,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil	60,000	60,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	60,000 ⁽⁶⁾	60,000
Barry Brown, CFO	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Greg Olesen, former President and CEO ⁽³⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	30,000	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Zeny Manalo, former CFO ⁽⁵⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Option-based awards are valued at the date of grant using the Black-Scholes option pricing model which the Corporation has chosen because it is one of the most common valuation methodologies used by junior exploration issuers.
- (2) LTIP or long term incentive plan means any plan that provides compensation intended to motivate performance to occur over a period greater than one financial year, but does not include option or stock appreciate right plans or plans to compensate through restricted shares or restricted share units.
- (3) Mr. Olesen resigned as President and CEO on August 20, 2015.
- (4) Paid or accrued to Benaterra Communications, a company controlled by Mr. Birmingham, for management consulting services.
- (5) Ms. Manalo passed away on January 1, 2018.

Incentive Option-Based Awards for Named Executive Officers

Outstanding Share-Based Awards and Option-Based Awards

No option-based, share-based or non-equity incentive plan compensation was awarded to the Named Executive Officers by the Corporation during the financial year ended June 30, 2018. The following table sets out option-based awards granted to the Named Executive Officers that were outstanding at the fiscal year ended June 30, 2018.

Name	Option Based Awards				Share-Based Awards ⁽¹⁾		
	Number of Common Shares 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	Market or Payout Value of Vested Share-based Awards not paid out or distributed
Robert L. Birmingham, President & CEO	25,000	0.80	Oct 17, 2018	Nil	Nil	Nil	Nil
	6,250	0.80	July 23, 2019	Nil	Nil	Nil	Nil
Barry Brown, CFO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Zeny Manalo, former CFO ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- 1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$0.22 and the exercise or base price of the option.
- 2) Ms. Manalo passed away on January 1, 2018.

Incentive Plan Awards – Value Vested or Earned During the Year

There were no option-based awards or share-based awards which vested or were earned during the most recently completed financial year ended June 30, 2018 for any Named Executive Officer.

Pension Plan Benefits

The Corporation does not provide a defined benefit plan or a defined contribution plan for any of its executive officers, nor does it have a deferred compensation plan for any of its executive officers.

Termination and Change of Control Benefits

The Corporation has not entered into any plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Corporation's most recently completed financial year or current financial year in respect of compensating such officers or directors in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control.

Compensation of Directors

For a description of the compensation paid to the Corporation's Named Executive Officer(s) who also act as directors, see "Summary Compensation Table".

Other than as disclosed elsewhere in this Circular, no director of the Corporation who is not a Named Executive Officer has received, during the most recently completed financial year, compensation pursuant to:

- any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors except for the granting of stock options; or
- any arrangement for the compensation of directors for services as consultants or experts.

The Corporation may grant incentive stock options to directors of the Corporation from time to time pursuant to the stock option plan of the Corporation and in accordance with the policies of the TSX-V. The compensation paid to the directors, other than the Named Executive Officers, during the Corporation's most recently completed financial year is as set out below:

Name	Fees Earned (\$)	Share based Awards (\$)	Option based Awards (\$) ⁽¹⁾	Non-equity incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
				Annual Incentive Plans	Long-term Incentive Plans			
Wesley Warthe-Anderson	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Allan Beaton	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Zelen ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) The fair value of the option-based awards was determined on the grant date using the Black-Scholes option pricing model. The Corporation uses the Black-Scholes option pricing model because it is a widely used and generally accepted method of estimating the fair value of stock options for accounting purposes.
- (2) Mr. Zelen resigned as director of the Corporation on February 27, 2018.

Narrative Discussion

The Corporation currently does not pay directors who are not employees or officers of the Corporation for attending directors' meetings or for serving on committees. The Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services as directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Corporation's directors have received any cash compensation for services provided in their capacity as directors during the Corporation's most recently completed financial year. Additional factors necessary to understand the information disclosed above include the terms of the Plan.

Outstanding Share-Based Awards and Option-Based Awards

No incentive stock options were granted to the directors of the Corporation during the fiscal year ended June 30, 2017. No other option-based, share-based or non-equity incentive plan compensation was awarded to the directors by the Corporation during the financial year ended June 30, 2018. The following table sets out option-based awards granted to the directors that were outstanding at the fiscal year ended June 30, 2018.

Name	Option Based Awards				Share-Based Awards ⁽¹⁾		
	Number of Common Shares 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	Market or Payout Value of Vested Share-based Awards not paid out or distributed
Wesley Warthe-Anderson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Allan Beaton	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Zelen ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$0.22 and the exercise or base price of the option.
- (2) Mr. Zelen resigned as director of the Corporation on February 27, 2018.

Incentive Plan Awards – Value Vested or Earned During the Year

There were no option-based awards or share-based awards which vested or were earned during the most recently completed financial year ended June 30, 2018 for any director, who was not also a Named Executive Officer.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Corporation's directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the TSX-V limit the granting of stock options to employees, officers, directors and consultants of the Corporation and provide limits on the length of term, number and exercise price of such options. The TSX-V also requires annual approval of rolling stock option plans by shareholders. See below under "Particulars of Matters to be Acted On - Incentive Stock Option Plan (10% Rolling Plan)". The following table sets out equity compensation plan information as at the date of this information circular being September 20, 2019.

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 shareholders	7,721,443	\$0.22	1,398,692
Equity compensation plans not approved by shareholders	n/a	n/a	n/a
Total	7,721,443		1,398,692

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers of the Corporation nor any of their associates or affiliates is now or has been indebted to the Corporation since the commencement of the last completed fiscal year, nor has any indebtedness of any such person been subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No Director or executive officer of the Corporation, nor any proposed nominee for election as a Director of the Corporation, nor any other insider of the Corporation, nor any associate or affiliate of any one of them, has or has had, at any time since the commencement of the Corporation's last financial year, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Corporation.

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

Other than the election of Directors or the appointment of Auditors, no person who has been a Director or Executive Officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of management of the Corporation for election as a Director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting, except that the Directors and Executive Officers of the Corporation may have an interest in (i) the resolution regarding the re-approval of the Corporation's 10% rolling stock option plan, as such persons are eligible to participate in such plan; and (ii) the resolution regarding the approval of the proposed consolidation of the Corporation's Common Shares, as such persons may be Shareholders of the Corporation.

MANAGEMENT CONTACT

Management functions of the Corporation are generally performed by directors and executive officers of the Corporation and not, to any substantial degree, by any other person to whom the Corporation has contracted.

APPOINTMENT AND REMUNERATION OF AUDITORS

WDM Chartered Accountants, of Suite 420, 1501 West Broadway, Vancouver, British Columbia are the auditors of the Corporation. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of WDM Chartered Accountants as the auditors of the Corporation to hold office for the ensuing year at a remuneration to be fixed by the directors. WDM Chartered Accountants was appointed as auditors of the Corporation on August 17, 2016.

Composition of the Audit Committee

The Audit Committee shall be comprised of three Directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee. A copy of the Audit Charter is attached hereto as Schedule "A"

The following are the members of the Audit Committee:

Member	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Wesley Warthe-Anderson	Yes	Financially literate
Allan Beaton	Yes	Financially literate
Robert L. Birmingham	No	Financially literate

Note:

- (1) A member of an audit committee is independent if the member has had no direct or indirect material relationship within the past three years with the Corporation which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant education and experience

For the relevant experience of each Audit Committee member, see their principal occupations for the last five years under the heading – "Election of Directors".

Each member of the audit committee has had experience that would provide the member with:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with the accounting for estimates, accruals and provisions;
- 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 the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor (currently, WDM Chartered Accountants Vancouver, British Columbia) not adopted by the Board.

Reliance on Certain Exemptions

During the most recently completed financial year, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 *Audit Committees*. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Corporation did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee. Section 8 permits a Corporation to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of National Instrument 52-110 *Audit Committees*, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by the external auditors, to the Corporation to ensure auditor independence. Fees incurred for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

	Fees Paid to Auditor in Year Ended	
	June 30, 2018	June 30, 2017
Audit Fees ⁽¹⁾	\$14,000	\$13,000
All Other Fees ⁽²⁾	Nil	Nil
Total	\$14,000	\$13,000

Note:

- (1) "Audit Fees" include fees necessary to perform the annual audit of the Corporation's consolidated 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) "All Other Fees" include all other non-audit services.

Exemption

The Corporation is relying upon the exemption set forth in section 6.1 of NI 52-110 with respect to Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. The Corporation will continue to review and implement corporate governance guidelines as the business of the Corporation progresses and becomes more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

Board of Directors

The mandate of the Board is to supervise the management of the Corporation and to act in the best interests of the Corporation. The Board acts in accordance with:

- (a) the *Business Corporations Act* (British Columbia)
- (b) the Corporation's articles of incorporation and by-laws
- (c) the Corporation's code of business conduct
- (d) the charters of the Board and the Board committees; and
- (e) other applicable laws and Corporation policies

The Board approves all significant decisions that affect the Corporation before they are implemented. The Board supervises their implementation and reviews the results.

The Board is actively involved in the Corporation's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Corporation's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Corporation's internal control and management information systems. The Board also monitors the Corporation's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board periodically discusses the systems of internal control with the Corporation's external auditor.

The Board is responsible for choosing the President and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all of the Corporation's major communications, including annual and quarterly reports, financing documents and press releases. The Corporation communicates with its stakeholders through a number of channels including its website. The Board approved the Corporation's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Corporation's internal control processes and management information systems. The Board consults with the external auditor and management of the Corporation to ensure the integrity of these systems. The external auditor submits a report to the Audit Committee each year on the quality of the Corporation's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. The President, Secretary and any other officer are not considered independent. None of the other directors work in the day-to-day operations of the Corporation, are party to any material contracts with the Corporation, or receive any fees from the Corporation except as disclosed in this circular.

Directorships

The following table sets forth the directors of the Corporation who currently hold directorships on other reporting issuers:

Name	Name of Other Reporting Issuer
Wesley Warthe-Anderson	Ximen Mining Corp.
Allan Beaton	Alliance Mining Corp.
Barry Brown	Goldbank Mining Corporation (TSX-V) GGX Gold Corp. (TSX-V) Fort St. James Nickel Corp. (TSX-V)

Orientation and Continuing Education

The Board of the Corporation briefs all new directors with the policies of the Board, and other relevant corporate and business information.

Ethical Business Conduct

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

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

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, show support for the Corporation's mission and strategic objectives, and a willingness to serve.

Compensation

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of directors with the return to shareholders. The Board decides the compensation of the Corporation's officers, based on industry standards and the Corporation's financial situation.

Other Board Committees

The Corporation and the Board has no committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation or any of its subsidiaries, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation or its subsidiaries.

RATIFICATION AND RE-APPROVAL OF STOCK OPTION PLAN

Pursuant to Policy 4.4 of the TSX-V, corporations that have a rolling stock option plan reserving a maximum of 10% of the issued and outstanding shares of the corporation must receive yearly shareholder approval of the stock option plan. Please refer to Appendix "A" hereto where the text of the Plan is attached in its entirety. The approval by Shareholders requires a favourable vote of a majority of the Common Shares voted in respect thereof at the Meeting. The TSX-V requires such approval before it will allow the adoption of the Plan. Options to purchase Common Shares that were previously granted to directors, officers and employees of the Corporation will be deemed to be granted under the Plan.

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

Unless instructed otherwise, the management designees in the accompanying instrument of proxy intend to vote FOR the resolution to ratify, adopt and re-approve the Plan.

The text of the ordinary resolution regarding this matter is as follows:

“BE IT RESOLVED THAT:

1. the 10% rolling stock option plan (the "**Plan**") of the Corporation, as described in the management information circular and proxy statement of the Corporation dated June 22, 2018, as may be amended by the board of directors as required by applicable securities regulatory authorities or stock exchanges, is hereby ratified, adopted and approved;
2. the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
3. the number of common shares of the Corporation issuable pursuant to the Plan shall continue to be set at 10% of the number of common shares of the Corporation issued and outstanding from time to time, subject to any limitations imposed by applicable regulations, laws, rules and policies; and;
4. any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.”

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com. Financial information is provided in the Corporation's financial statements and management's discussion and analysis. These documents are also available on SEDAR at www.sedar.com.

Pursuant to NI 51-102, the Corporation is required to annually send a request form to registered holders and beneficial owners of the Corporation's securities, other than debt securities, that such registered holders and beneficial owners may use to request a copy of the Corporation's annual financial statements and MD&A, interim financial statements and MD&A, or both. Registered holders and beneficial owners should review the request form carefully. In particular, registered holders and beneficial owners should note that, under applicable Canadian securities laws, the Corporation is only required to deliver financial statements and MD&A to a person or company that requests them. Failing to return a request form or otherwise specifically requesting a copy of the financial statements or MD&A from the Corporation may result in a registered holder or beneficial owner not being sent these documents. Copies of these documents can also be found at www.sedar.com.

The Corporation will provide to any securityholder upon request, copies of the Corporation's financial statements and MD&A for the most recently completed financial year. Please direct your request to the Corporation at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia V6C 3K4, to request the Corporation's financial statements and MD&A.

APPROVAL OF DIRECTORS

The contents of this Circular and the sending thereof to the Shareholders of the Corporation have, the Corporation has relied upon information furnished by such person.

Dated at Vancouver, British Columbia, this 20th day of September 2019

/s/ "Robert L. Birmingham"

Robert L. Birmingham
Chief Executive Officer and Director

Schedule "A"

AUDIT COMMITTEE

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

The Audit Committee’s Charter

The Audit Committee's mandate and charter can be described as follows:

Each member of the Audit Committee shall be a member of the Board, in good standing, and the majority of the members of the Audit Committee shall be independent in order to serve on this committee.

1. At least one of the members of the Audit Committee shall be financially literate.
2. Review the Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board. Consider changes that are necessary as a result of new laws or regulations.
3. The Audit Committee shall meet at least four times per year, and each time the Corporation proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of the Management or others to attend the meetings and provide pertinent information as necessary.
4. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Audit Committee.
5. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
6. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board any proposed discharge of the independent auditors.
7. Review with the Management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
8. Consider, with the Management, the rationale for employing accounting firms rather than the principal independent auditors.
9. Inquire of the Management and the independent auditors about significant risks or exposures facing the Corporation; assess the steps the Management has taken or proposes to take to minimize such risks to the Corporation; and periodically review compliance with such steps.
10. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
11. Inquire regarding the "quality of earnings" of the Corporation from a subjective as well as an objective standpoint.
12. Review with the independent accountants: (a) the adequacy of the Corporation's internal controls including

computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.

13. Review with the Management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.

14. Review with the Management, the independent auditors, the interim and annual financial reports before they are filed with the regulatory authorities.

15. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Corporation; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Management of the Corporation, the ramifications of each alternative and the treatment preferred by the Corporation.

16. Review all material written communications between the independent auditors and the Management.

17. Review with the Management and the independent auditors: (a) the Corporation's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Corporation's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the Management encountered during the audit.

18. Periodically review the Corporation's code of conduct to ensure that it is adequate and up-to-date.

19. Review the procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.

20. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.

21. The Audit Committee will perform such other functions as assigned by law, the Corporation's articles, or the Board.