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**INFORMATION CIRCULAR**  
as at April 1, 2019, *except as otherwise indicated*

This Information Circular is furnished in connection with the solicitation of proxies by the management of RT Minerals Corp. (the “Company”) for use at the annual general meeting (the “Meeting”) of the Company’s shareholders to be held on April 30, 2019 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

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

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

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

**Appointment of Proxyholders**

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

**Voting by Proxyholder**

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

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

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

## Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so by one of the following methods:

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

Registered Shareholders must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof.

## Beneficial Shareholders (Unregistered Shareholders)

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

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

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

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

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

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

This information circular and related material is being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

**Notice to Shareholders in the United States**

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

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

**Revocation of Proxies**

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at Suite 1500, Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Registered Shareholder’s Common Shares.

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

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

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

**VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The board of directors (the “Board”) of the Company has fixed March 26, 2019 as the record date (the “Record Date”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally

or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares. As of the Record Date, there were 12,087,963 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors and there are no cumulative or similar voting rights attached to the Common Shares. The Company is also authorized to issue an unlimited number of Preferred Shares, without par value, with special rights and restrictions attached. As at March 26, 2019 and to the date of mailing of this Information Circular, there are no Preferred Shares of the Company issued and outstanding.

On June 20, 2018, the Company consolidated its issued and outstanding Common Shares on the basis of ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share then issued and outstanding (the “Share Consolidation”). Accordingly, the outstanding 48,379,626 Common Shares on June 20, 2018 were consolidated to 4,837,963 outstanding Common Shares on June 20, 2018. As a result of the Share Consolidation, the number of Common Shares, Warrants, and Options presented in this Information Circular are based on the post-consolidation shares for all years presented.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date, other than as set forth below:

Name of Shareholder	Number of Shares	Percentage of Issued Shares
Donald M. Clark	1,575,100 <sup>(1)</sup>	13.03%

(1) Donald M. Clark holds 1,575,000 share purchase warrants bearing a 61-day notice of exercise clause that if exercised would give Mr. Clark ownership of 3,150,100 common shares representing 23.06% of the issued and outstanding common shares of the Company.

The following documents filed with the securities commissions or similar regulatory authority in each of the Provinces of British Columbia, Alberta and Ontario, are specifically incorporated by reference into, and form an integral part of, this information circular:

- The audited annual financial statements of the Company for the financial year ended November 30, 2017 together with the report of the auditor thereon and the related management discussion and analysis, both of which have been filed under the Company’s SEDAR profile on May 29, 2018.
- The audited annual financial statements of the Company for the financial year ended November 30, 2018, together with the report of the auditor thereon and the related management discussion and analysis, both of which have been filed under the Company’s SEDAR profile on March 28, 2019.

Copies of any documents referred to and incorporated herein by reference may be obtained by a shareholder upon request without charge from the Corporate Secretary of the Company at Tel: 604-681-3170, Fax: 604-681-3552, or at the address of the Company at 1100 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The documents are also available through the internet on SEDAR, which can be accessed at [www.sedar.com](http://www.sedar.com).

#### VOTES NECESSARY TO PASS RESOLUTIONS

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

## ELECTION OF DIRECTORS

Pursuant to the Company's Articles, the Board has determined that four (4) directors are to be elected to the Board at the Meeting. Therefore, at the Meeting shareholders will elect four (4) directors to the Board.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the BCA, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The Board adopted an advance notice policy (the "Advance Notice Policy") on February 20, 2014 with effect as of such date. The Advance Notice Policy was ratified and approved by the shareholders on April 24, 2014 and consequently, it continues to be in full force and effect. The Advance Notice Policy provides for advance notice to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the BCA or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

Among other things, the Advance Notice Policy fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual general or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form. The foregoing is merely a summary of the Advance Notice Policy, is not comprehensive and is qualified by the full text of such policy which is available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

If, as of the date of the Meeting, the Company has not received notice of a nomination in compliance with the Advance Notice Policy, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for each new director nominee), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as of March 26, 2019.

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
<b>DONALD M. CLARK</b> <sup>(2)</sup> Chairman, President, CEO and Director British Columbia, Canada	Consultant, RT Minerals Corp. (August 2012 to August 2018), Consultant, Opawica Explorations Inc. (September 2013 to August 2018), Consultant to several private companies.	March 2007 to August 2012 and since August 31, 2018	1,575,100
<b>MARK LOFTHOUSE</b> <sup>(2)</sup> Director British Columbia, Canada	Realtor, Royal LePage Northstar (October 2007 to present).	November 2007 to May 2009 and since February 10, 2015	10,500
<b>EDMOND HATOUM</b> <sup>(2)</sup> Director British Columbia, Canada	Auto Broker, Hatoum Auto Sales (over 30 years).	Since February 10, 2015	Nil

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
<b>LACRIMIOARA ONOLFO</b> Director Florida, United States	Chief Executive Officer of Miracle Herbal Clinics, LLC (April 2014 to present) and Chief Executive Officer of Cami Group Inc. (January 2003 to present); former member, Board of Trustees, Miami City Ballet (September 2012 to May 2016).	Since March 7, 2018	Nil <sup>(3)</sup>

Notes:

- (1) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by the nominees themselves.
- (2) Member of the Audit Committee.
- (3) Ms. Onolfo indirectly holds options to purchase 620,000 Common Shares through Capital Associates Management International, LLC, a private company owned by Ms. Onolfo.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

### **Cease Trade Orders and Bankruptcies**

No proposed director is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the Information Circular is being prepared) that:

- (i) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to a cease trade or similar order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the Information Circular is being prepared) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

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

### **Penalties and Sanctions**

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## APPOINTMENT OF AUDITOR

Manning Elliott LLP, Chartered Accountants, of 1700 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 will be nominated at the Meeting for appointment as auditor of the Company. Manning Elliott LLP, Chartered Accountants, was first appointed auditor of the Company on March 21, 2013.

## AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

### The Audit Committee’s Charter

The audit committee meets at least quarterly to review quarterly financial statements and management’s discussion and analysis and meets at least once annually with the Company’s external auditor. The audit committee discusses, among other things, the annual audit, the adequacy and effectiveness of the Company’s internal control and management information systems and management’s discussion and analysis and reviews the annual financial statements with the external auditor.

The audit committee has a charter. A copy of the Audit Committee Charter is attached as Schedule “A” to the Company’s Final Long Form Prospectus filed at [www.sedar.com](http://www.sedar.com) on July 17, 2008.

### Composition of the Audit Committee

The members of the audit committee of the Board are Donald M. Clark, Mark Lofthouse and Edmond Hatoum. Mr. Clark is not independent as he is the Chairman, President and Chief Executive Officer of the Company. Both Messrs. Lofthouse and Hatoum are independent directors of the Company. All of the audit committee members are considered to be financially literate.

### Relevant Education and Experience

**Donald M. Clark** – Mr. Clark has over 30 years of experience working with various junior resource companies as key principal, founder, officer and director. Mr. Clark has directly and indirectly secured and participated in equity financing, joint ventures, debt instruments, buy-outs, property transactions, control transfers and market capitalizations for junior resource entities exceeding an aggregate of \$100 million.

**Mark Lofthouse** - Mr. Lofthouse is a director of the Company and has over 20 years’ experience as a real estate agent and private businessman. He worked with the RE/MAX 2000 Realty Inc. (January 1999 to October 2007) in the BC lower mainland and has worked for Royal LePage Northstar since October 2007. More recently he has become a principal of LA Marketing, which is a private real estate investment and marketing group. Mr. Lofthouse has been a member in good standing with the Fraser Valley Real Estate Board since 1987.

**Edmond Hatoum** - Mr. Hatoum has over 30 years’ experience as a principal of an auto purchasing, sale and wholesale business, in British Columbia, and as a private businessman.

Each member of the Company’s audit committee has adequate education and experience relevant to their performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

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

### Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

### Reliance on Certain Exemptions

The Company’s auditors, Manning Elliott LLP, Chartered Professional Accountants, have not provided any material non-audit services.

### Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

### External Auditor Service Fees

To ensure auditor independence, no non-audit services were requested to be provided to the Company by Manning Elliott LLP, Chartered Professional Accountants, during the last completed fiscal year. Fees incurred with Manning Elliott LLP, Chartered Professional Accountants, for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Manning Elliott LLP in Fiscal Year Ended November 30, 2018	Fees Paid to Manning Elliott LLP in Fiscal Year Ended November 30, 2017	Fees Paid to Manning Elliott LLP in Fiscal Year Ended November 30, 2016
Audit Fees <sup>(1)</sup>	\$17,500	\$22,750	\$21,500
Audit-Related Fees <sup>(2)</sup>	Nil	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil	Nil
All Other Fees <sup>(4)</sup>	Nil	Nil	Nil
<b>Total</b>	<b>\$17,500</b>	<b>\$22,750</b>	<b>\$21,500</b>

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

### Exemption

The Company is a “venture issuer” as defined in NI 52-110 and is relying upon the exemption in s. 6.1 of NI 52-110 concerning Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## CORPORATE GOVERNANCE

### General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and accountable to shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making. This section sets out the

Company's approach to corporate governance and addresses the Company's compliance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

### **Board of Directors**

In order to identify and manage risks, the Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates. The Board is responsible for monitoring the Company's officers, who in turn are responsible for the maintenance of internal controls and management information systems.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Mark Lofthouse, Edmond Hatoum and Lacrimioara Onolfo are the independent members of the Board. Donald M. Clark is considered non-independent by virtue of his role as Chairman, President and Chief Executive Officer of the Company.

The operations of the Company do not support a large board of directors and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Similarly, given the size of the Company, all the Company's operations are conducted by a small management team which is also represented on the Board. Individual directors are encouraged to engage an outside advisor at the expense of the Company in appropriate circumstances, and the independent directors have retained independent advice on occasion.

The directors do not hold meetings at which non-independent directors and members of management are not in attendance. However, the Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and are able to meet at any time without the non-independent director being present. At the present time, the Board facilitates the exercise of independent judgment in carrying out its responsibilities by carefully examining all material issues and relying heavily on the advice of outside counsel and other advisors in all appropriate circumstances.

### **Directorships**

None of the directors are currently serving on boards of other reporting companies.

### **Orientation and Continuing Education**

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. Directors are also encouraged to take part in training courses or information sessions provided by regulatory bodies to keep abreast of current developments in corporate governance requirements.

Board meetings are always commenced with an update and/or presentation by the Company's management team to give the directors additional insight into the Company's business and progress.

### **Ethical Business Conduct**

Each member of the Board has been made aware of the fiduciary duties placed on individual directors by the governing corporate legislation and the common law applicable to the Company and the restrictions on an individual director's participation in decisions of the Board in which the director has an interest. The Board finds that the knowledge of its members of these legal restrictions is sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Where a Board member has an interest in a transaction involving the Company, that director must declare his interest in advance of its consideration by the Board and must refrain from voting on any resolution approving the transaction. Further, the Company's auditors have full and unrestricted access to the audit committee at all times to discuss their audit and their related findings as to the integrity of the financial reporting process.

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to nominate for election at the annual general meeting of shareholders, taking into account the size of the Company, its asset base and the number of members required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

### **Compensation**

The directors receive no cash compensation for acting in their capacity as directors of the Company. The compensation for senior management of the Company is determined by and at the discretion of the Board. The Board determines compensation for the directors, the Chief Executive Officer and the Chief Financial Officer. See "*Statement of Executive Compensation*" below.

### **Other Board Committees**

The Board has no committees other than the audit committee.

### **Assessments**

The Board has not developed written descriptions or objectives for its executives and looks to generally accepted industry standards as adequately delineating the roles and responsibilities of such persons. There is no formal process for regular assessment of the Board, its committees and individual directors. Rather the Board informally assesses performance through ongoing dialogue amongst Board members.

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

The only equity compensation plan which the Company has in place is a Share Option Plan dated for reference April 29, 2011 (the "Option Plan"). The Option Plan is a "rolling plan," under which the total number of Common Shares issuable from time to time, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares from time to time.

See "*Stock Option Plan*" under "*Particulars of Matters to be Acted Upon*" below for material information of the Plan.

### **Equity Compensation Plan Information**

At the November 30, 2017 fiscal year end, the number of issued and outstanding Common Shares was 3,948,963 Common Shares. Therefore, the number of Common Shares available to be reserved for issuance upon exercise of options under the Option Plan at that date was 394,896 Common Shares.

At the November 30, 2018 fiscal year end, the number of issued and outstanding Common Shares was 12,087,963 Common Shares and therefore the number of Common Shares available to be reserved for issuance upon exercise of options under the Option Plan was 1,208,796 Common Shares.

The following table sets out equity compensation plan information as at the November 30, 2017 fiscal year end:

Equity Compensation Plan Information			
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders – the Option Plan.	240,800	\$1.17	154,096
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	<b>240,800</b>		<b>154,096</b>

The following table sets out equity compensation plan information as at the November 30, 2018 fiscal year end:

Equity Compensation Plan Information			
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders – the Option Plan.	207,000	\$0.50	1,001,796
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	<b>207,000</b>		<b>1,001,796</b>

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

In this section “Named Executive Officer” means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

### Director and NEO Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the board of directors of the Company (the “Board”) for the most recently completed financial years ended November 30, 2017 and November 30, 2018. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” below.

During the financial year ended November 30, 2017, based on the definition above, the NEOs of the Company were: Paul Antoniazzi, CEO and Sandra Wong, CFO. During the financial year ended November 30, 2018, based on the definition above, the NEOs of the Company were: Donald M. Clark, CEO, Paul Antoniazzi, former CEO, Edmond Hatoum, former CEO, and Sandra Wong, CFO.

The directors of the Company who were not NEOs during financial year ended November 30, 2017 were: Ferdynand (Fred) Kiernicki, Edmond Hatoum and Mark Lofthouse. The directors of the Company who were not NEOs during financial year ended November 30, 2018 were: Mark Lofthouse and Lacrimioara Onolfo.

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Donald M. Clark <sup>(1)</sup> Director and CEO	2018	26,050	Nil	Nil	Nil	Nil	26,050
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Sandra Wong <sup>(2)</sup> CFO	2018	36,500	Nil	Nil	Nil	Nil	36,500
	2017	37,000	Nil	Nil	Nil	Nil	37,000
	2016	32,000	Nil	Nil	Nil	Nil	32,000
Edmond Hatoum <sup>(3)</sup> Director and former CEO	2018	6,250	Nil	Nil	Nil	Nil	6,250
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Mark Lofthouse Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Lacrimioara Onolfo <sup>(4)</sup> Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Ferdynand (Fred) Kiernicki <sup>(5)</sup> Former Director	2018	Nil	Nil	Nil	Nil	18,000	18,000
	2017	Nil	Nil	Nil	Nil	34,080	34,080
	2016	Nil	Nil	Nil	Nil	14,400	14,400
Paul Antoniazzi <sup>(6)</sup> Former Director and CEO	2018	Nil	Nil	Nil	Nil	17,133	17,133
	2017	Nil	Nil	Nil	Nil	64,770	64,770
	2016	Nil	Nil	Nil	Nil	22,500	22,500

Notes:

- (1) Mr. Clark became a Director, Chairman, President and CEO on August 31, 2018.
- (2) Ms. Wong was appointed CFO on March 23, 2009.
- (3) Mr. Hatoum served as Chairman, President and CEO from March 1 to August 31, 2018.
- (4) Ms. Onolfo became a Director on March 7, 2018.
- (5) Mr. Kiernicki ceased to be a Director as of August 5, 2018. All other compensation was paid for field services, mineral claims management, and general consulting fees on an industry standard basis.
- (6) Mr. Antoniazzi ceased to be Director, Chairman, President and CEO as of March 31, 2018. All other compensation was paid for project management, field services, and general consulting fees on an industry standard basis.

### Stock Options and Other Compensation Securities

The Company's authorized share capital is an unlimited number of Common Shares and an unlimited number of Preferred Shares. At March 26, 2019 there were 12,087,963 Common Shares of the Company issued and outstanding and there were no Preferred Shares outstanding. The Company has a 10% rolling stock option plan allowing it to grant options to a maximum of 10% of the issued and outstanding Common Shares of the Company, from time to time.

During the financial year ended November 30, 2017 there were no options granted to directors or NEOs of the Company. However, the Company did grant a total of 303,000 stock options of which 150,100 options were exercised, 20,000 were forfeited and 44,900 were cancelled. On January 20, 2017, the Company granted stock options to an investor relations consultant to purchase 20,000 Common Shares at an exercise price of \$1.00 each expiring January 20, 2018. These options were to vest over a period of 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; however, the investor relations contract was terminated on March 21, 2017 and the 20,000 unvested options were forfeited. On April 13, 2017, the Company granted, in aggregate, stock options to consultants to purchase 115,000 Common Shares at an exercise price of \$1.00 each expiring April 13, 2019, and all options vested upon grant. On May 17, 2017, the Company granted, in

aggregate, stock options to consultants to purchase 168,000 Common Shares at an exercise price of \$1.10 each expiring May 17, 2019, and all options vested upon grant. At the November 30, 2017 fiscal year end there were stock options to purchase 240,800 Common Shares outstanding.

During the financial year ended November 30, 2018 there were options granted to a director to purchase 62,000 Common Shares and no options were granted to NEOs of the Company. The director stock options were granted on March 7, 2018 to Capital Associates Management International, LLC, a company owned by Lacrimioara Onolfo, for the purchase of 62,000 Common Shares at an exercise price of \$0.50 each expiring March 7, 2020. During the financial year ended November 30, 2018, the Company granted a total of 325,000 stock options and 80,000 options were repriced, 376,000 options were cancelled, and 62,800 options expired unexercised. On February 14, 2018, the Company cancelled, in aggregate, 169,000 stock options held by consultants and repriced 80,000 of these options at an exercise price of \$0.50 each expiring February 14, 2020. On February 14, 2018, the Company further granted, in aggregate, stock options to consultants to purchase 75,000 Common Shares at an exercise price of \$0.50 each expiring February 14, 2020, and all options vested upon grant. On March 7, 2018, the Company granted, in aggregate, stock options to consultants and a director to purchase 250,000 Common Shares at an exercise price of \$0.50 each expiring March 7, 2020, and all options vested upon grant. At the November 30, 2018 financial year end there were stock options to purchase 207,000 Common Shares outstanding.

The following table discloses all compensation securities granted or issued to each director and named executive officer by the Company, or a subsidiary of the Company, in the financial year ended November 30, 2018, for services provided or to be provided, directly or indirectly, to the Company, or a subsidiary of the Company.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class <sup>(1)</sup> (# / %)	Date of Grant or Issue (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date (mm/dd/yy)
Donald M. Clark <sup>(2)</sup> Director, Chairman, President and CEO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Sandra Wong <sup>(3)</sup> CFO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Mark Lofthouse <sup>(4)</sup> Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Edmond Hatoum <sup>(5)</sup> Director and former Chairman, President and CEO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Lacrimioara Onolfo <sup>(6)</sup> Director	Stock Options	62,000	03/07/18	0.50	0.40	0.06	03/07/20
Ferdynand (Fred) Kiernicki <sup>(7)</sup> Former Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Paul Antoniazzi <sup>(8)</sup> Former Director, Chairman, President and CEO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) All stock options are fully vested. One common share is issuable on the exercise of each stock option.
- (2) As at the financial year ended November 30, 2018, Mr. Clark held no options.
- (3) As at the financial year ended November 30, 2018, Ms. Wong held no options.

- (4) As at the financial year ended November 30, 2018, Mr. Lofthouse held no options.
- (5) As at the financial year ended November 30, 2018, Mr. Hatoum held no options.
- (6) As at the financial year ended November 30, 2018, Ms. Onolfo indirectly held 62,000 options exercisable at \$0.50 until March 7, 2020 through Capital Associates Management International, LLC, a company owned by Ms. Onolfo.
- (7) As at the financial year ended November 30, 2018, Mr. Kiernicki held no options.
- (8) As at the financial year ended November 30, 2018, Mr. Antoniazzi held no options.

### **Exercise of Compensation Securities by NEOs and Directors**

During the financial year ended November 30, 2017 no stock options expired unexercised and during the financial year ended November 30, 2018 62,800 stock options held by NEOs and directors of the Company expired unexercised.

There were no compensation securities exercised by any of the NEOs or directors of the Company during the financial years ended November 30, 2017 and November 30, 2018.

### **Share Option Plan**

The Company has a Share Option Plan dated for reference April 29, 2011 (the “Plan”). The Plan is a rolling plan under which options totaling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

To comply with the policies of the TSXV covering “rolling” option plans, continued grants under the Plan must be approved annually by the shareholders of the Company. As at March 26, 2019 there were 12,087,963 Common Shares issued and outstanding. Accordingly, under the Plan the Company has the authority to grant options to purchase up to a total of 1,208,796 Common Shares. As at the date of this Information Circular, options to purchase an aggregate of 157,000 Common Shares are granted and outstanding under the Plan, representing approximately 1.30% of the outstanding Common Shares in the capital of the Company.

See “*Particulars of Matters to be Acted upon*” below for further details concerning the Plan.

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

The Company has entered into an Officer and Consulting Agreement (the “Agreement”) with Donald M. Clark, the Company’s Chairman, Chief Executive Officer and President, effective September 1, 2018 for the duration that he serves as an officer to the Company. As compensation for the services to be provided, Mr. Clark will receive a monthly salary of \$8,000 with a provision for severance of \$80,000 in the event that the Agreement is terminated or not renewed.

The Company has entered into an Employment Agreement (the “Agreement”) with Sandra Wong, the Company’s Chief Financial Officer, effective June 1, 2018 for a six month term ending November 30, 2018. As compensation for the services to be provided, Ms. Wong will receive a monthly salary of \$3,000 with a provision for severance of \$20,000 in the event that the Agreement is terminated or not renewed. On December 1, 2018, the Agreement was extended to November 30, 2019.

### **Oversight and Description of Director and Named Executive Officer Compensation**

#### *Elements of the Compensation Program*

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company’s officers and employees and overseeing the Company’s base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company’s goals and objectives.

The Company is a small junior resource company with limited resources. The compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including: (a) attracting and retaining talented, qualified and effective executives; (b) motivating the short and long-term performance of executives; and (c) better aligning the interests of executive officers with

those of the Company's shareholders. In the Board's view, paying salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies is compiled from a variety of sources, including national and international publications.

The Board determines the compensation for the CEO. The compensation of the Company's executives is determined by the Board after the recommendation of the CEO. In each case, the Board takes into consideration the prior experience of the executive, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Company, and the Company's available cash resources.

In the Board's view, to attract and retain qualified and effective executives, the Company must pay base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

### **Executive Compensation**

Except for the grant of incentive share options to the NEOs and any compensation payable pursuant to an executive compensation agreement between the CEO or CFO and the Company, there are no arrangements under which NEOs were compensated by the Company during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

### **Director Compensation**

The directors receive no cash compensation for acting in their capacity as directors of the Company.

Except for the grant to directors of share options, there are no arrangements under which directors were compensated by the Company during the two most recently completed financial years for their services in their capacity as directors.

### **Option-Based Awards**

The Company has a share option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes share option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. The Board administers the Company's share option plan and all option grants require Board approval. The Option Plan allows options to be issued to directors, officers, employees or consultants of the Company.

In compensating its senior management, the Company employs a combination of salary and equity participation. The Board is of the view that encouraging its executives and employees to hold shares of the Company is the best way to align their interests with those of the Company's shareholders. Equity participation is accomplished through the Company's share option plan. See "Securities Authorized for Issuance under Equity Compensation Plans" above.

Share options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to

the Company's limited financial resources, option grants are an important part of executive compensation to assist in maintaining executive motivation.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

*Actions, Decisions and Policies Made following November 30, 2018 Financial Year End*

There were no actions, decisions and policies put in place affecting management remuneration subsequent to the November 30, 2018 financial year end.

**Pension Plan**

The Company does not have a pension plan for any of its Directors or NEOs.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

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

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the financial years ended November 30, 2017 and November 30, 2018, or has any interest in any material transaction in the current year other than as set out under "Employment, Consulting and Management Agreements" above and herein below.

- a) Office expenses for 2018 of \$8,625 (2017: \$9,704 and 2016: \$6,399) were charged by a company with common directors that is a co-tenant to the Company's office premises sublease. At November 30, 2018, \$1,284 (2017: \$143 and 2016: \$1,889 in amounts owing to the co-tenant were included in due to related parties.
- b) As at November 30, 2018, the Company owed \$3,649 (2017: \$14,765 and 2016: \$11,230) for unpaid project management services and expenses to directors, officers and companies with common directors as set out in the following table:

Name	November 30, 2018 (\$)	November 30, 2017 (\$)	November 30, 2016 (\$)
Donald M. Clark	3,649	Nil	Nil
Sandra Wong	Nil	376	Nil
Mark Lofthouse	Nil	Nil	Nil
Emond Hatoum	Nil	Nil	Nil
Lacrimioara Onolfo	Nil	Nil	Nil
Paul Antoniazzi	Nil	12,694	8,518
Ferdynand (Fred) Kiernicki	Nil	1,695	2,712
<b>Total</b>	<b>3,649</b>	<b>14,765</b>	<b>11,230</b>

- c) On March 17, 2017, the Company closed a private placement of 300 units (the "Units") priced at \$1,400 for gross proceeds of \$420,000. Each Unit was comprised of 1,000 flow-through Common Shares, 1,000 non flow-through Common Shares, and 2,000 share purchase warrants exercisable at \$1.00 for a term of two years. The Unit pricing was equivalent to \$0.70 per share and a whole warrant attached to each share that was exercisable into one further common share at a price of \$1.00 for a term of two years. The Offering was oversubscribed by 15 Units. All securities issued in the private placement were subject to a hold period expiring July 18, 2017. Insiders purchased 25 Units.

Paul Antoniazzi purchased 15 Units, Ferdynand (Fred) Kiernicki purchased 5 Units and Sandra Wong purchased 5 Units.

- d) On October 11, 2017, the Company closed the initial tranche of a private placement of 460,000 non flow-through units (the “NFT Units”) priced at \$0.50 for gross proceeds of \$230,000 and 218,700 flow-through units (the “FT Units”) priced at \$0.70 for gross proceeds of \$153,090. On October 19, 2017, the Company closed the final tranche of a private placement of 110,000 FT Units for gross proceeds of \$77,000. Each NFT Unit consisted of one common share and one share purchase warrant exercisable into one further common share at a price of \$0.70 for a term of one year. Each FT Unit consisted of one flow-through common share and one half of a share purchase warrant, with each whole warrant exercisable into one further common share at a price of \$0.70 for a term of one year. All securities issued in the first tranche of the private placement were subject to a hold period expiring February 12, 2018 and all securities issued in the final tranche were subject to a hold period expiring February 20, 2018. Insiders purchased 70,000 NFT Units and 30,000 FT Units. Paul Antoniazzi purchased 60,000 NFT Units and 30,000 FT Units, and Sandra Wong purchased 10,000 NFT Units.
- e) On December 22, 2017, the Company closed the non-flow-through portion of a private placement of 400,000 non flow-through units priced at \$0.50 for gross proceeds of \$200,000 (the "NFT Units"). Each NFT Unit consisted of one common share and one share purchase warrant exercisable into one further common share at a price of \$0.50 for a term of one year. All securities issued in the private placement were subject to a hold period expiring April 23, 2018. Insiders purchased 194,500 NFT Units. Paul Antoniazzi purchased 40,000 NFT Units and Sandra Wong purchased 15,000 NFT Units. Donald M. Clark, a significant shareholder, purchased 139,500 NFT Units.
- f) On December 29, 2017, the Company closed the flow-through portion of a private placement of 350,000 flow-through units (“FT Units”) priced at \$0.50 for gross proceeds of \$175,000. Each FT Unit was comprised of one flow-through Common Share and one half of a share purchase warrant, with each whole warrant exercisable into one further common share at a price of \$0.60 for a term of one year. All securities issued in the private placement were subject to a hold period expiring on April 30, 2018. Insiders purchased 37,000 FT Units. Ferdynand (Fred) Kiernicki purchased 20,000 FT Units and Sandra Wong purchased 2,000 FT Units. Donald M. Clark, a significant shareholder, purchased 15,000 FT Units.
- g) On August 31, 2018, the Company closed the first tranche of a private placement through the sale of 4,000,000 units priced at \$0.06 for gross proceeds of \$240,000 (the “Units”). Each Unit consisted of one common share and one share purchase warrant exercisable into one further common share at a price of \$0.08 for a term of two years. All securities issued in the private placement were subject to a hold period expiring January 1, 2019. Insiders purchased 1,675,000 Units. Donald M. Clark purchased 1,575,000 Units. Following issuance of the shares and warrants, Mr. Clark has control over 1,575,100 shares and 1,575,000 warrants bearing a 61-day notice of exercise clause, being 23.06% of the outstanding shares of the Company, assuming exercise of the warrants. Sandra Wong purchased 100,000 Units.
- h) On September 7, 2018, the Company closed its final tranche of a private placement of 3,000,000 units priced at \$0.06 for gross proceeds of \$180,000 (the “Units”). Each Unit consisted of one common share and one share purchase warrant exercisable into one further common share at a price of \$0.08 for a term of two years. All securities issued in the final tranche were subject to a hold period expiring January 8, 2019.
- i) The Company had entered into an Officer and Consulting Agreement (the “Agreement”) with Edmond Hatoum, the Company’s former Chairman, President and CEO, effective April 1, 2018 for the duration that he serves as an officer to the Company, for compensation of a monthly fee of \$1,250. During the year ended November 30, 2018, the Company paid \$6,250 in fees to the former Officer. The Agreement was terminated effective his resignation as an officer of the Company on August 31, 2018.

- j) The Company had entered into a Consulting Agreement (the “Agreement”) with Donald M. Clark in the capacity as a corporate consultant effective December 1, 2016 for a minimum twelve month term ending November 30, 2017, and thereafter to continue on a monthly basis until terminated by either party. As compensation for the services to be provided, Mr. Clark received a monthly fee and/or expenses of \$10,000. Mr. Clark held beneficial ownership of over 10% of the common shares of the Company from December 5, 2017 to April 18, 2018 and was paid \$48,117 in fees and expenses during this period. The Agreement was terminated effective July 31, 2018.
- k) On June 26, 2018, the Company received a demand loan (the “Loan”) of \$86,000 from Donald M. Clark who was appointed Chairman, President, CEO and Director of the Company on August 31, 2018 and who acquired over 10% of the Company’s issued and outstanding shares pursuant to a private placement that closed on August 31, 2018. The Loan bore interest at 10% per annum and was repaid on September 4, 2018 along with interest of \$1,649.

### **MANAGEMENT CONTRACTS**

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

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

#### **Continuation of Share Option Plan**

The Company has a Share Option Plan dated for reference April 29, 2011 (the “Plan”), which is a rolling plan. Under the Plan, options totaling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

To comply with the policies of the TSXV covering “rolling” option plans, continued grants under the Plan must be approved annually by the shareholders of the Company. At the Meeting shareholders will be asked to ratify and approve the Plan for continuation until the next annual general meeting of the Company.

As at March 26, 2019 there were 12,087,963 Common Shares issued and outstanding. Accordingly, under the Option Plan the Company has the authority to grant options to purchase up to a total of 1,208,796 Common Shares. As at the date of this Information Circular, options to purchase an aggregate of 157,000 Common Shares are granted and outstanding under the Option Plan, representing approximately 1.30% of the outstanding Common Shares in the capital of the Company.

Pursuant to TSXV Policies, continuation of the Option Plan requires annual shareholder approval at the annual general meeting of the Company by ordinary resolution. The Board is of the view that the Option Plan permits the Company to attract and maintain the services of executives, employees and other service providers with other companies in the industry.

#### *Eligible Optionees*

To be eligible to receive a grant of options under the Plan TSXV policies require an Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual eligible, or to a non-individual that is wholly owned by individuals eligible, for an option grant. If the option is granted to a non-individual, it must provide the TSXV with an undertaking that it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect, without consent of the TSXV.

#### *Restrictions*

The Plan is subject to the following restrictions:

- (a) The Company must not grant an option to a director, employee, consultant, or consultant company (the “Service Provider”) in any 12 month period that exceeds 5% of the outstanding Common Shares

of the Company, unless the Company has obtained approval by a majority of the Disinterested Shareholders (defined below) of the Company;

- (b) The aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 2% of the outstanding shares calculated at the date of the grant, without prior consent of the TSXV (or NEX, as the case may be);
- (d) The Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option;
- (e) The aggregate number of Common Shares reserved for issuance under options granted to Insiders (defined below) must not exceed 10% of the outstanding shares (in the event that the Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (f) The number of optioned shares issued to Insiders in any 12 month period must not exceed 10% of the outstanding shares (in the event that the Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) The issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (h) The exercise price of an option previously granted to an Insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so; and
- (i) The Company may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.

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

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;
- (b) all options granted under the Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Blackout Period (as defined in the Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), within 9 business days following the expiration of a Blackout Period;
- (c) For options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) an Option granted to any Service Provider will expire within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (e) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);

- (h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period;
- (i) in the event of a Take Over Bid being made to the shareholders generally, immediately upon receipt of the notice of the Take Over Bid, the Company shall notify each Optionee currently holding any Options, of the full particulars of the Take Over Bid, and all outstanding Options may, notwithstanding the vesting terms contained in the Plan or any vesting requirements set out in the Option Commitment, be immediately exercised in whole or in part by the Optionee, subject to approval of the TSXV (or NEX, as the case may be); and
- (j) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the Plan also provide the following:

The Board may, without shareholder approval:

- (i) amend the Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the Plan, subject to prior written approval of the TSX Venture (or NEX, as the case may be), if applicable;
- (iii) change the termination provision of an option granted under the Plan if it does not entail an extension beyond the original expiry date of such option;
- (iv) make such amendments to the Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
- (v) make such amendments as may otherwise be permitted by the TSX Venture Policies (or NEX policies, as the case may be);
- (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX Venture, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vii) amend the Plan to reduce the benefits that may be granted to Service Providers.

*Shareholder Approval of Continuation of Option Plan*

At the Meeting, shareholders will be asked to vote on the following ordinary resolution, with or without variation:

**“BE IT RESOLVED** that the Company’s 10% rolling share option plan dated for reference April 29, 2011, be and is hereby ratified and approved until the next annual general meeting of the Company.”

A copy of the Plan will be available for inspection at the Meeting. A shareholder may also obtain a copy of the Plan from the Company at telephone no. (604) 681-3170 or fax no. (604) 681-3552.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast on the resolution in person or by proxy.

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

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial years ended November 30, 2017 and November 30, 2018. The Company will provide to any person or company, upon request to the Corporate Secretary of the Company at 1100 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5, Telephone: (604) 681-3170, Fax: (604) 681-3552, one copy of the comparative financial statements of the Company filed with the applicable securities regulatory authorities for the Company the most recently completed financial year in respect for which such financial statements have been issued, together with the report of the auditor, related management's discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements.

Copies of the above documents will be provided free of charge to security holders of the Company. The Company may require payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document. These documents are also available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **OTHER MATTERS**

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

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

**DATED** at Vancouver, British Columbia this 1<sup>st</sup> day of April, 2019.

### **BY ORDER OF THE BOARD**

*"Donald M. Clark"*

**Donald M. Clark**  
**Chairman, President and Chief Executive Officer**