

INFORMATION CIRCULAR

E3 Metals Corp.
205 – 227 10 ST NW
CALGARY, ALBERTA T2N 1V5

PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies being made by the management of E3 Metals Corp. (the “Company”) for use at the Annual General and Special Meeting of the Company’s shareholders (the “Meeting”) to be held on Tuesday, December 11, 2018 at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company.

All costs of this solicitation will be borne by the Company.

APPOINTMENT OF PROXIES

The individuals named in the accompanying form of proxy (the “Proxy”) are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER’S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER PROXY.** A Proxy will not be valid unless it is completed, dated and signed and delivered to Computershare Trust Company of Canada, of 3rd Floor, 510 Burrard Street, Vancouver, BC, V6C 3B9, Canada not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment of it or to the chair of the Meeting on the day of the Meeting or any adjournment of it.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are “non-registered” shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “OBOs”.

In accordance with National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer, we will have distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular, and the form of proxy directly to NOBOs and to the Nominees for onward distribution to OBOs. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO’s Nominee assumes the costs of delivery.**

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting Materials sent to non-registered holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "VIF"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered holder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the shares which they beneficially own. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request a legal proxy as set forth in the VIF, which will grant the non-registered holder or his/her nominee the right to attend and vote at the Meeting.** Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

REVOCATION OF PROXIES

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a Company, by a duly authorized officer or attorney of the Company, and delivered to the proposed records office of the Company at 400 – 725 Granville Street, Vancouver, British Columbia V7Y 1G5 at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the chair of the Meeting on the day of the Meeting or any adjournment of it. **Only registered shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.**

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

If the instructions in a Proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the Proxy, and, where a choice with respect to any matter to be acted upon has been specified in the Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

Where no choice has been specified by the shareholder, such shares will, on a poll, be voted in accordance with the notes to Proxy.

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Company has issued and outstanding 20,622,409 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. The Company has no other class of voting securities and does not have any class of restricted securities.

Any shareholder of record at the close of business on November 6, 2018 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the best of the knowledge of the directors and executive officers of the Company, there are no persons who, or Company's which, beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

NUMBER OF DIRECTORS

Management of the Company is seeking shareholder approval of an ordinary resolution fixing the number of directors of the Company at four for the ensuing year.

ELECTION OF DIRECTORS

The term of office for each of the present directors expires at the Meeting. **The persons named below will be presented for election at the Meeting as management's nominees.** Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Company's Act* (British Columbia).

The following table sets out the names of the nominees for election as directors, the province and country in which each is ordinarily resident, the period or periods during which each has served as a director, the position(s) held in the Company, their present principal occupations and the number of common shares of the Company or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Jurisdiction of Residence & Position ⁽¹⁾	Present Principal Occupation or employment, and if not a previously elected director, occupation during the past 5 years ⁽²⁾	Director Since	Shares Owned and Percentage of Issued and Outstanding ⁽²⁾
Chris Doornbos ⁽³⁾ Alberta, Canada Chief Executive Officer, President & Director	Professional Geologist and President and Chief Executive Officer of the Company, and Former Chief Executive Officer of Revere Development Corp. and Vice President of Exploration of MinQuest Ltd.	May 30, 2017	1,095,280 Common shares (5.31%)
Peeyush Varshney, LLB. ⁽³⁾ British Columbia, Canada Director	Principal and director of Varshney Capital Corp ("VCC") from November 1999 to present. Director and/or executive officer of various publicly traded companies.	May 18, 2017	101,706 Common Shares (0.49%)

Name, Jurisdiction of Residence & Position ⁽¹⁾	Present Principal Occupation or employment, and if not a previously elected director, occupation during the past 5 years ⁽²⁾	Director Since	Shares Owned and Percentage of Issued and Outstanding ⁽²⁾
Mike O'Hara ⁽³⁾ Alberta, Canada Director	Registered professional engineer and an oil & gas executive. Consultant for Grafton Asset Management. Former President of Bernum Petroleum Ltd. Former Director & Founder of Xergy Processing Inc and Calahoo Petroleum Ltd.	May 30, 2017	85,000 Common Shares (0.41%)
Paul Reinhart British Columbia, Canada Director	President of Vanhart Capital Corporation and CEO of ProSmart Enterprises Inc. (formerly Sora Capital Corp.) Director and/or executive officer of publicly traded companies	May 30, 2017	250,000 Common Shares (1.21%)

Notes:

- (1) For the purposes of disclosing positions held in the Company, "Company" includes the Company and any parent or subsidiary thereof.
- (2) The information as to province and country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (3) Member of the Company's Audit Committee.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed herein, to the best of management's knowledge, no proposed director:

- (a) is at the date of this Information Circular, or has been within the last 10 years, a director or CEO or chief financial officer ("**CFO**") of any company (including the Company) that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
 - (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (c) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or

insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (d) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (e) 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
- (f) has been subject to any 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.

On December 15, 2008, Rock Well Petroleum Inc. (“Rock Well”), of which Greg Florence, Chief Financial Officer of the Company was an officer, filed for and was granted, creditor protection under the Companies Creditors Arrangement Act (“CCAA”) in the Court of Queen’s Bench of Alberta (the “Canadian Court”) following a number of failed financings: an Initial Public Offering in July, 2008; and two private placement financings between July and November, 2008. On December 16, 2008, Rock Well (as a debtor in a foreign proceeding) and its U.S. subsidiary companies (jointly the “Rock Well Group”) sought creditor protection under Chapter 15 of the United States Bankruptcy Code in the District of Wyoming (the “U.S. Court”). On December 17, 2008, the U.S. Court granted a temporary restraining order. On February 27, 2009, the U.S. Court granted Rock Well recognition as a foreign main proceeding and its U.S. subsidiaries recognition as foreign non-main proceedings under the United States Bankruptcy Code. On September 21, 2009, the Rock Well Group presented, and received approval of, a plan to its creditors providing for 100% repayment to its U.S. creditors and 25% repayment to its Canadian creditors. On September 23, 2009, the Canadian Court issued a Sanction Order allowing Rock Well to exit CCAA. On September 30, 2009, the U.S. Court granted a motion to dismiss Chapter 15 proceedings.

DIRECTOR AND EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the “Named Executive Officers” or “NEOs” for the purposes of the disclosure for the year ended December 31, 2017:

- (a) the Company’s CEO, including an individual performing functions similar to a CEO;
- (b) the Company’s CFO, including an individual performing functions similar to a CFO;
- (c) the most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V Statement of Executive Compensation – Venture Issuers, for the December 31, 2017 year end; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was not an executive officer of the Company and was not acting in a similar capacity as at December 31, 2017.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table is a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any director who is not a Named Executive Officer for each of the Company's two most recently completed years.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year (1)	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites \$(2)	Value of all other compensation (\$)	Total compensation (\$)
Chris Doornbos CEO, President and Director	2017	\$87,967	Nil	Nil	Nil	Nil	\$87,967
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Greg Florence (6) CFO and Corporate Secretary	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Peeyush Varshney Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	22,000 (3)	22,000
Paul Reinhart Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Praveen Varshney (4) Former CEO, President and Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	22,000 (3)	22,000
Debbie Lew (7) Former CFO & Corporate Secretary	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Mervyn Pinto (5) Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Marco Strub (5) Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Financial year ended December 31.
- (2) The value of perquisites, if any, was less than \$15,000.
- (3) VCC is a B.C. private company partially owned by Peeyush Varshney. Praveen Varshney is a director of VCC and Peeyush Varshney is a shareholder, director and corporate secretary of VCC. The Company entered into an agreement (the "**Management and Administrative Services Agreement**") with VCC for management and administrative services On July 1, 2015 and it was terminated on March 1, 2017. On June 1, 2017, the Company entered into an administrative services agreement (the "Administrative Services Agreement") with VCC. See "Management Contracts" below.
- (4) Praveen Varshney resigned as CEO, President and director on May 18, 2017.
- (5) Mervyn Pinto, Marco Strub resigned as directors on May 30, 2017. Chris Doornbos, Mike O'Hara, Jeremy Read and Paul Reinhart were appointed as directors on May 30, 2017.
- (6) Gregory Florence was appointed on June 1, 2018. His services are provided pursuant to an engagement agreement dated May 10, 2018 between the Company and The CFO Centre Limited (the "Centre"). Mr. Florence, who is arms-length to the Centre, is engaged by the Centre to provide part-time CFO services to various companies.
- (7) Debbie Lew resigned effective June 1, 2018. Her services were provided through VCC.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued during the most recently completed financial year ended December 31, 2017 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	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
Christopher Doornbos CEO, President & Director	Stock Option	100,000	November, 7, 2017	\$0.68	\$0.68	\$0.50	November 7, 2019
Paul Reinhart Director	Stock Option	50,000	November, 7, 2017	\$0.68	\$0.68	\$0.50	November 7, 2019
Mike O'Hara Director	Stock Option	25,000	November, 7, 2017	\$0.68	\$0.68	\$0.50	November 7, 2019
Peeyush Varshney Director	Stock Options	50,000	June 14, 2017	\$0.40	\$0.45	\$0.50	June 14, 2020
		25,000	November, 7, 2017	\$0.68	\$0.68	\$0.50	November 7, 2019
Praveen Varshney Former CEO, President and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Debbie Lew CFO & Corporate Secretary	Stock Option	25,000 ⁽¹⁾	June 14, 2017	\$0.40	\$0.45	\$0.50	June 14, 2020
Mervyn Pinto Former Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Marco Strub Former Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) The options issued to Debbie Lew have since lapsed.

During the financial years ended December 31, 2017, none of the Named Executive Officers or directors exercised any stock options.

For information about the material terms of the Company's stock option plan, please refer to the heading "Particulars of Matters to be Acted Upon – Shareholder Approval of Stock Option Plan".

Employment, consulting and management agreements

See “Management Contracts” below.

Oversight and description of director and Named Executive Officer compensation

Director Compensation

The Board determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Company pursuant to the terms of the Stock Option Plan and in accordance with the Exchange policies.

Named Executive Officer Compensation

The Board as a whole determines executive compensation from time to time. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company’s success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards when compensating its executive officers.

During the financial year ended December 31, 2017, Christopher Doornbos received cash compensation totalling \$87,967 and was granted 100,000 stock options exercisable at a price of \$0.68 until November 9, 2019.

During the financial year ended December 31, 2017, Praveen Varshney and Peeyush Varshney’s compensation consisted of management and administrative fees from the Management and Administrative Services Agreement. Praveen Varshney is a director of VCC and Peeyush Varshney is a shareholder, director and corporate secretary of VCC. No incentive stock options were granted to Praveen Varshney during the financial years ended December 31, 2017.

During the financial year ended December 31, 2017, Debbie Lew received nil cash compensation directly from the Company. Her services were provided through VCC.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of the date of this Information Circular regarding the number of common shares to be issued pursuant to the Company’s stock option plan. The Company does not have any equity compensation plans that have not been approved by its shareholders.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options	Number of Common Shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders Stock Option Plan	1,070,000 ⁽¹⁾	\$0.63	992,240
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	1,070,000	\$0.63	992,240

Note:

(1) Out of 1,070,000 outstanding options, 75,000 options at an exercise price of \$0.40 expire on June 14, 2020, 400,000 options at an exercise price of \$0.60 expire on June 27, 2019 and 425,000 options at an exercise price of \$0.68 expire on November 7, 2019. 25,000 stock options with an expiry of June 14, 2020 expired or were forfeited subsequent to December 31, 2017.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company 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 other than the election of Directors and the approval of the stock option plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

AUDIT COMMITTEE

Composition of Audit Committee

As at the date of this Information Circular, the Audit Committee is composed of Chris Doornbos, Peeyush Varshney and Mike O'Hara. Peeyush Varshney and Mike O'Hara are "independent" because they are not executive officers or employees of the Company. Chris Doornbos is not "independent" because he is the Company's President and CEO. All three members are "financially literate" within the meaning of sections 1.4, 1.5 and 1.6 of National Instrument 52-110 *Audit Committees* ("NI 52-110"). The text of the Audit Committee's Charter is attached as Appendix A to this Information Circular.

The Company is relying on the exemption provided by Section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and 6 (*Reporting Obligations*) of NI 52-110.

Relevant Education and Experience

Peeyush Varshney is a lawyer in good standing with the Law Society of British Columbia. He obtained a Bachelor of Commerce degree (1989) and a Bachelor of Laws degree (1993) from the University of British

Columbia. He has extensive experience with publicly traded companies and has an understanding of the accounting principles used by the Company to prepare its financial statements.

Chris Doornbos is a professional geologist and obtained his Bachelor of Science (Hons Geology – 2005) from the University of Alberta. His experience in developing mineral project across the globe covers project advancement, corporate excellence and capital funding. Chris Doornbos has an understanding of the accounting principles used by the Company to prepare its financial statements.

Mike O’Hara is an oil & gas executive and registered professional engineer with 35 years’ experience in founding, developing and managing profitable, growth oriented oil and gas companies. Mike O’Hara has an understanding of the accounting principles used by the Company to prepare its financial statements.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on the exemption in Section 2.4 (*De Minimis Non-audit Services*) or Part 8 (*Exemptions*) of NI 52-110. 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 fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading “Article 2 – Pre-Approval of Non-Audit Services” of the Audit Committee Charter as set out in Appendix A to this Information Circular.

Audit Fees, Audit-Related Fees, Tax Fees and all other Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two financial years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2017	\$34,680	Nil	\$5,000	Nil
December 31, 2016	\$10,000	Nil	\$1,250	Nil

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Information Circular).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* requires each reporting issuer to disclose its corporate governance practices on an annual basis. The Company's approach to corporate governance is set forth below.

Board of Directors

NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with the Company.

Applying the definition set out in NI 52-110, one member of the Board, Chris Doornbos, is not independent. Chris Doornbos is not independent by virtue of the fact that he is the Company's CEO. Peeyush Varshney, Mike O'Hara and Paul Reinhart are considered to be independent.

In addition to their positions on the Board, the following directors or proposed directors for nomination also serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Reporting Issuer(s) or Equivalent(s)
Peeyush Varshney	ZincX Resources Corp. (TSXV)
	Mountain Province Diamonds Inc. (TSXV)

Orientation and Continuing Education

Orientation and education of new members of the Board is conducted informally by management and members of the Board. The orientation provides background information on the Company's history, performance and strategic plans.

Ethical Business Conduct

Directors, officers and employees are required as a function of their directorship, office or employment to structure their activities and interests to avoid conflicts of interest and potential conflicts of interest and refrain from making personal profits from their positions. The Board does not consider it necessary at this time to have a written policy regarding ethical conduct.

Nomination of Directors

The Board is responsible for reviewing the composition of the Board on a periodic basis. The Board analyses the needs of the Board when vacancies arise and identifies and proposes new nominees who have the necessary competencies and characteristics to meet such needs.

Compensation

The Board reviews and approves all matters relating to compensation of the directors and executive officers of the Company. With regard to the CEO, the Board reviews and approves corporate goals and objectives relevant to the CEO's compensation, evaluates the CEO's performance in light of those goals and objectives and sets the CEO's compensation level based on this evaluation.

APPOINTMENT AND REMUNERATION OF AUDITOR

Shareholders will be asked to approve the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as the auditor of the Company to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Pursuant to a Management and Administrative Services Agreement entered into with VCC on July 1, 2015, VCC provided management and administrative services for a monthly fee of \$2,500 and \$3,000, respectively. During the year ended December 31, 2016, the Company paid an aggregate of \$66,000 to VCC. The Company terminated the Management and Administrative Services Agreement on March 1, 2017 and entered into the Administrative Services Agreement on June 1, 2017 with VCC for a \$3,750 monthly fee. During the year ended December 31, 2017, the Company paid an aggregate of \$32,250 to VCC. VCC is a private B.C. company of which Peeyush Varshney and Praveen Varshney are directors and is located at 1055 West Georgia Street, Vancouver, BC V6E 3P3. VCC is partially owned by Peeyush Varshney. VCC also employs Debbie Lew, the former CFO and Corporate Secretary.

Pursuant to an engagement agreement dated May 10, 2018 between the Company and the Centre, Greg Florence provides part-time CFO services to the Company. The Centre is a private Ontario company located at 3280 Bloor Street, Suite 1140, Toronto, Ontario M8X 2X3. Greg Florence is arms-length to the Centre.

PARTICULARS OF MATTERS TO BE ACTED UPON

APPROVAL OF STOCK OPTION PLAN

Shareholder Approval of Stock Option Plan

The only equity compensation plan which the Company currently has in place is the 2015 plan (the "**2015 Plan**") which was previously approved by shareholders on February 4, 2016. The 2015 Plan was established to provide incentive to employees, officers, directors and consultants who provide services to the Company. Exchange policy requires that all companies listed on the Exchange adopt a stock option plan if a company wishes to grant stock options and that all stock option plans that reserve a maximum of 10% of the issued and outstanding share capital of the Company at the time of grant (called a "rolling plan" under Exchange policies), must be approved and ratified by shareholders on an annual basis in accordance with Policy 4.4 of the Exchange.

Management seeks shareholder approval for renewal of the 2015 Plan, as the Company's 2018 plan (the "**2018 Plan**"), in accordance with and subject to the rules and policies of the Exchange. The intention of management in proposing the 2018 Plan is to increase the proprietary interest of employees, officers, directors and consultants in the Company and thereby aiding the Company in attracting, retaining and

encouraging the continued involvement of such persons with the Company. It is proposed that under the 2018 Plan, the total number of common shares that may be reserved for issuance will be 10% of the issued and outstanding common shares of the Company at the time of grant, less any common shares reserved for issuance pursuant to the grant of stock options under any other share compensation arrangements. The 2018 Plan complies with the current policies of the Exchange. The 2018 Plan is subject to approval by the Exchange.

Terms of the 2018 Plan

A full copy of the 2018 Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the 2018 Plan from the Company prior to the Meeting on written request. Capitalized words used below have the meanings assigned to them in the Exchange policies or the Plan, as applicable. The following is a summary of the material terms of 2018 Plan:

1. The options are non-assignable and non-transferable (except that the Optionee's heirs or administrators can exercise any portion of the outstanding option, up to one year from the Optionee's death).
2. The number of shares subject to each option is determined by the Board of Directors provided that the 2018 Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12 month period, result in:
 - (a) the number of options granted to any one Person exceeding 5% of the issued shares of the Company; or
 - (b) the number of options granted to any one Consultant exceeding 2% of the issued shares of the Company; or
 - (c) the number of options granted to all Persons retained to provide Investor Relations Activities of a number shares exceeding 2% of the issued shares of the Company.
3. The exercise price of an option may not be set at less than Discounted Market Price.
4. The options may be exercisable for a period of up to 10 years, (subject to extension where the expiry date falls within a "blackout period").
5. Disinterested shareholder approval will be obtained for any reduction in the exercise price if the Optionee is an Insider of the Company at the time of the proposed amendment.
6. For stock options granted to Employees, Consultants or Management Company Employees, the Company and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be.
7. Any options granted to any Optionee who is a Director, Employee, Consultant or Management Company Employee must expire within a reasonable period following the date the Optionee ceases to be in that role (in general, the Exchange considers anything not exceeding 12 months to be a reasonable period for these purposes).

Shareholders will be asked to pass the following, ordinary resolution, approving the Company's 2018 Plan:

"IT IS RESOLVED, as an ordinary resolution that:

1. The Company adopt a 2018 Stock Option Plan (the "**Plan**"), including the reserving for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Company;

2. The Board of Directors be authorized on behalf of the Company to make any further amendments to the Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the Plan;
3. The Company file the Plan with the TSX Venture Exchange for acceptance; and
4. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

Recommendation of the Company’s Directors

The directors have reviewed and considered all facts respecting the approval of the 2018 Plan. The Company’s directors unanimously recommend that the shareholders vote in favour of ratifying and approving the 2018 Plan.

An ordinary resolution requires the approval of a simple majority (50% + one vote) of the votes cast at the Meeting, in person or by proxy. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the 2018 Plan.**

AMENDMENT TO STOCK OPTION PRICING

The board of directors of the Company resolved to approve a proposal to the holders of several tranches of outstanding options whereby, the exercise price of the options will be reduced to \$0.40 per share (the “Proposal”).

The Proposal to amend options that were granted to non-insiders of the Company is subject to both the approval of the disinterested shareholders of the Company, as well as the TSX Venture Exchange (the “Exchange”).

The following table sets forth details of the Proposal and the amended terms of the options for each “insider” of the Company:

<u>Name of Optionee</u>	<u>Original Grant</u>	<u>Grant Price</u>	<u>Original Expiry Date</u>	<u>Amended Price</u>
Elizabeth Lappin	50,000	\$0.68	November 7, 2019	\$0.40
Mike O’Hara	25,000	\$0.68	November 7, 2019	\$0.40
Chris Doornbos	100,000	\$0.68	November 7, 2019	\$0.40
Paul Reinhart	50,000	\$0.68	November 7, 2019	\$0.40
Peeuysh Varshney	25,000	\$0.68	November 7, 2019	\$0.40
TOTAL OPTIONS	250,000			

At the Meeting, the disinterested shareholders of the Company (being all shareholders represented at the Meeting excluding votes cast by (i) the individuals listed in the table above and (ii) any Associate of any of the persons listed above, as that term is defined in the policies of the Exchange) will be asked to consider the amendment of the exercise price as indicated in the table above.

Accordingly, the shareholders will be asked at the Meeting to pass an ordinary resolution of the disinterested shareholders of the Company in the following terms:

“RESOLVED THAT, the proposal to amend the exercise price of the stock options granted to insiders as set forth on page 15 of the Company’s Information Circular dated November 6, 2018, be and is hereby approved”

This resolution requires the approval of a simple majority (50% plus one vote) of the votes cast by the disinterested shareholders of the Company, who, being entitled to, vote in person or by proxy at a general meeting of the Company.

Management of the Company recommends that the shareholders vote in favour of the amendment to the stock options granted to Insiders and the persons named in the enclosed form of proxy intend to vote for such approval at the Meeting unless otherwise directed by the shareholders appointing them.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information concerning the Company is contained in its comparative financial statements and Management's Discussion and Analysis for the financial year ended December 31, 2017. Copies of these documents, this Information Circular and additional information relating to the Company may be found on the SEDAR website at www.sedar.com or obtained upon request from the Company without charge to shareholders:

E3 Metals Corp.
205 – 227 10 ST NW
Calgary, Alberta T2N 1V5
Phone: +1 (587) 324 2775
Email: admin@e3metalscorp.com

DATED this 6th day of November, 2018.

ON BEHALF OF THE BOARD

"Chris Doornbos"

Chris Doornbos
CEO, President and Director

APPENDIX A

Charter of the Audit Committee of the Board of Directors of E3 Metals Corp. (the “Company”)

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the “Board”) to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee’s primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor;
- (e) review the Company’s financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

Article 2 – Pre-Approval of Non-Audit Services

The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor. The pre-approval of non-audit services must be presented to the Audit Committee at its first scheduled meeting following such pre-approval. The Audit Committee may satisfy its duty to pre-approve non-audit services by adopting specific policies and procedures for the engagement of the non-audit services, provided the

policies and procedures are detailed as to the particular service, the Audit Committee is informed of each non-audit service and the procedures do not include delegation of the Audit Committee's responsibilities to management.

Article 3 – External Advisors

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

Article 4 – External Auditors

The external auditors are ultimately accountable to the Audit Committee and the Board, as representatives of the shareholders. The external auditors will report directly to the Audit Committee. The Audit Committee will:

- (a) review the independence and performance of the external auditors and annually recommend to the Board the nomination of the external auditors or approve any discharge of external auditors when circumstances warrant;
- (b) approve the fees and other significant compensation to be paid to the external auditors;
- (c) on an annual basis, review and discuss with the external auditors all significant relationships they have with the Company that could impair the external auditors' independence;
- (d) review the external auditors' audit plan to see that it is sufficiently detailed and covers any significant areas of concern that the Audit Committee may have;
- (e) before or after the financial statements are issued, discuss certain matters required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants;
- (f) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting;
- (g) resolve any disagreements between management and the external auditors regarding financial reporting;
- (h) approve in advance all audit services and any non-prohibited non-audit services to be undertaken by the external auditors for the Company; and
- (i) receive from the external auditors timely reports of:
 - (i) all critical accounting policies and practises to be used;
 - (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditors; and
 - (iii) other material written communications between the external auditors and management.

Article 5 – Legal Compliance

On at least an annual basis, the Audit Committee will review with the Company's legal counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

Article 6 - Complaints

Individuals are strongly encouraged to approach a member of the Audit Committee with any complaints or concerns regarding accounting, internal accounting controls or auditing matters. The Audit Committee will from time to time establish procedures for the submission, receipt and treatment of such complaints and concerns. In all cases the Audit Committee will conduct a prompt, thorough and fair examination, document the situation and, if appropriate, recommend to the Board appropriate corrective action. To the extent practicable, all complaints will be kept confidential. The Company will not condone any retaliation for a complaint made in good faith.