

E3 METALS CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General and Special Meeting of the shareholders of E3 Metals Corp. (the “**Corporation**”) will be held at Suite 3000, 700 9th Avenue S.W., Calgary, Alberta on Tuesday, November 19, 2019, at 2:00 p.m. (Mountain Time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2018, together with the auditor’s report thereon;
2. To appoint the auditors for the ensuing year and to authorize the directors to fix the auditors’ remuneration to be paid to the auditors;
3. To fix the number of directors for the ensuing year at four (4);
4. To elect directors for the ensuing year;
5. To approve the stock option plan;
6. To approve amendments to the Corporation's existing articles, as more particularly set out in the Information Circular;
7. To approve the transaction of such other business as may properly come before the Meeting.

Shareholders unable to attend the Annual General and Special Meeting in person are requested to read the enclosed Information Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Corporation’s transfer agent, Computershare Trust Corporation of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, at least 48 hours (excluding Saturdays and holidays) before the time of the meeting or adjournment thereof. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED at Calgary, Alberta this 11th day of October, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

“Christopher Doornbos”

Christopher Doornbos

President and Chief Executive Officer, Director

INFORMATION CIRCULAR

E3 Metals Corp.
205, 227 10 ST N.W.
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 “Corporation”) for use at the Annual General and Special Meeting of the Corporation’s shareholders (the “Meeting”) to be held on Tuesday, November 19, 2019 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 Corporation.

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

APPOINTMENT OF PROXIES

The individuals named in the accompanying form of proxy (the “Proxy”) are directors or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR CORPORATION (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 Corporation 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 Corporation, 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 the Corporation are referred to as “NOBOs”. Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to the Corporation 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 Corporation 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"). The VIF is used 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 Corporation 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 Corporation, by a duly authorized officer or attorney of the Corporation, and delivered to the proposed records office of the Corporation 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 Nominees 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 Corporation 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 Corporation has issued and outstanding 25,073,985 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. The Corporation 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 October 11, 2019 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 Corporation, there are no persons who, or Corporation'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 Corporation.

NUMBER OF DIRECTORS

Management of the Corporation is seeking shareholder approval of an ordinary resolution fixing the number of directors of the Corporation at four (4) 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 Corporation 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 Corporation or the provisions of the *Business Corporation'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 Corporation, their present principal occupations and the number of common shares of the Corporation 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⁾
Christopher Doornbos ⁽³⁾ Alberta, Canada Chief Executive Officer, President & Director	Professional Geologist and President and Chief Executive Officer of the Corporation and Revere Development Corp. Former Vice President of Exploration of MinQuest Ltd.	May 30, 2017	995,280 Common Shares (3.97%)
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 (0.41%)

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 (0.34%)
Paul Reinhart British Columbia, Canada Director	President of Vanhart Capital Corporation and CEO of Sora Capital Corp. Director and/or executive officer of publicly traded companies	May 30, 2017	250,000 Common Shares (1.00%)

Notes:

- (1) For the purposes of disclosing positions held in the Corporation, "Corporation" includes the Corporation 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 Corporation and has been furnished by the respective nominees.
- (3) Member of the Corporation's Audit Committee.

Corporate Cease Trade Orders or Bankruptcies

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 Corporation (including the Corporation) that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation 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 Corporation 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 Corporation; 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 Corporation (including the Corporation) 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 security holder in deciding whether to vote for a proposed director.

DIRECTOR AND EXECUTIVE COMPENSATION

The Corporation 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, 2018:

- (a) the Corporation’s CEO, including an individual performing functions similar to a CEO;
- (b) the Corporation’s CFO, including an individual performing functions similar to a CFO;
- (c) the most highly compensated executive officer of the Corporation 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, 2018 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 Corporation and was not acting in a similar capacity as at December 31, 2018.

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 Corporation’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 (\$)
Christopher Doornbos CEO, President & Director	2018	150,800	Nil	Nil	Nil	Nil	150,800
	2017	87,967	Nil	Nil	Nil	Nil	87,967
Greg Florence ⁽³⁾ CFO & Corporate Secretary	2018	18,900	Nil	Nil	Nil	Nil	18,900
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Peeyush Varshney ⁽⁴⁾ Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Paul Reinhart Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Elizabeth Lappin ⁽⁵⁾ VP Corporate Affairs &	2018	150,800	Nil	Nil	Nil	Nil	150,800
	2017	87,967	Nil	Nil	Nil	Nil	87,967
Praveen Varshney ^{(4) (6)} Former CEO, President, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Debbie Lew ⁽⁷⁾ Former CFO & Corporate Secretary	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Mervyn Pinto ⁽⁸⁾ Former Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Marco Strub ⁽⁸⁾ Former Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	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) Greg Florence was appointed on June 1, 2018. His services are provided pursuant to an engagement agreement dated May 10, 2018 between the Corporation 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. During 2018, the Corporation paid a total of \$31,500 to the Centre.
- (4) VCC is a B.C. private Corporation partially owned by Peeyush Varshney and Praveen Varshney. Praveen Varshney is a director of VCC and Peeyush Varshney is a shareholder, director and corporate secretary of VCC. On June 1, 2017, the Corporation entered into an administrative services agreement with VCC, which terminated June 1, 2018. VCC was paid \$18,750 under the administrative services agreement in 2018.
- (5) Elizabeth Lappin was appointed Vice-President of Project Development on December 7, 2017. In May of 2019 she was appointed VP Corporate Affairs and Exploration.
- (6) Praveen Varshney resigned as CEO, President and director on May 18, 2017.
- (7) Debbie Lew resigned effective June 1, 2018. Her services were provided through VCC.
- (8) Mervyn Pinto, Marco Strub resigned as directors on May 30, 2017. Christopher Doornbos, Mike O'Hara and Paul Reinhart were appointed as directors on May 30, 2017.

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, 2018 for services provided or to be provided, directly or indirectly, to the Corporation 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 (0.5%)	Dec 27/18	\$0.40	\$0.325	\$0.32	Dec 27/21
Greg Florence CFO, Corporate Secretary	Stock Option	20,000 (0.1%)	Aug 18/18	\$0.40	\$0.335	\$0.32	Aug 18/21
Elizabeth Lappin VP of Corporate Affairs and Exploration	Stock Option	50,000 (0.25%)	Dec 27/18	\$0.40	\$0.325	\$0.32	Dec 27/21

During the financial years ended December 31, 2018, none of the Named Executive Officers or directors exercised any stock options.

For information about the material terms of the Corporation'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

The Corporation paid compensation to The CFO Centre Limited for services provided by Greg Florence, the Corporation's Chief Financial Officer, pursuant to a consulting agreement (the "**Florence Agreement**") The Florence Agreement provides that the Corporation will pay \$1,800 a day (comprised of cash and common shares of the Corporation) for services provided by Mr. Florence. Mr. Florence is arms-length to the Centre and is engaged by the Centre to provide part-time Chief Financial Officer services to various companies. The Florence Agreement does not include provisions with respect to change of control, severance, termination or constructive dismissal.

The Corporation paid compensation to Christopher Doornbos, the Corporation's Chief Executive Officer, President and a director, pursuant to an executive employment agreement (the "**Doornbos Agreement**"). The Doornbos Agreement provides that the Corporation will pay Mr. Doornbos a base salary of \$145,000 per annum, pro-rated for partial years of employment. Mr. Doornbos' base salary will increase to \$152,250 immediately following the closing by the Corporation of an aggregate total of \$3,000,000 in debt or equity financing after the date of the Doornbos Agreement. Mr. Doornbos may terminate the Doornbos Agreement by providing three months' notice to the Corporation. The Corporation may terminate Mr. Doornbos' employment for just cause at any time, or without cause by providing six months written notice, payment in lieu, or a combination of the two. The Doornbos Agreement includes change of control provisions whereby if there is a change of control of the Corporation, Mr. Doornbos will be entitled to elect to terminate her employment with the Corporation and received a lump sum termination payment in the

amount of her annual base salary plus the average of annual bonuses or other cash incentive payments paid by the Corporation for the two immediately preceding years.

The Corporation paid compensation to Elizabeth Lappin, the Corporation's VP of Corporate Affairs and Exploration, pursuant to an executive employment agreement dated May 30, 2017 (the "**Lappin Agreement**"). The Lappin Agreement provides that the Corporation will pay Ms. Lappin a base salary of \$145,000 per annum, pro-rated for partial years of employment. Ms. Lappin's base salary will increase to \$152,250 immediately following the closing by the Corporation of an aggregate total of \$3,000,000 in debt or equity financing after the date of the Lappin Agreement. Ms. Lappin may terminate the Lappin Agreement by providing two months' notice to the Corporation. The Corporation may terminate Ms. Lappin's employment for just cause at any time, or without cause by providing three months written notice, payment in lieu, or a combination of the two. The Lappin Agreement includes change of control provisions whereby if there is a change of control of the Corporation, Ms. Lappin will be entitled to elect to terminate her employment with the Corporation and received a lump sum termination payment in the amount of her annual base salary plus the average of annual bonuses or other cash incentive payments paid by the Corporation for the two immediately preceding years.

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 Corporation may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Corporation 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 Corporation does not have a formal compensation policy. The main objectives the Corporation hopes to achieve through its compensation are to attract and retain executives critical to the Corporation's success, who will be key in helping the Corporation achieve its corporate objectives and increase shareholder value. The Corporation looks at industry standards when compensating its executive officers.

During the financial year ended December 31, 2018, Christopher Doornbos received cash compensation totalling \$150,800 and was granted 100,000 stock options exercisable at a price of \$0.40 until December 27, 2021.

During the financial year ended December 31, 2018, Greg Florence received cash compensation totalling \$18,900 and was granted 20,000 stock options exercisable at a price of \$0.40 until August 18, 2021.

During the financial year ended December 31, 2018, Elizabeth Lappin received cash compensation totalling \$150,800 and was granted 50,000 stock options exercisable at a price of \$0.40 until December 27, 2021.

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 Corporation's stock option plan. The Corporation 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	2,410,000 ⁽¹⁾	\$0.40	97,399
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	2,410,000	\$0.40	97,399

Note:

(1) Out of 2,360,000 outstanding options, 75,000 options at an exercise price of \$0.40 expire on June 14, 2020, 595,000 options at an exercise price of \$0.40 expire on November 7, 2019, 540,000 options at an exercise price of \$0.40 expire on Aug 18, 2021, 175,000 options at a price of \$0.40 expire on December 27, 2021, 150,000 options issued at a price of \$0.40 expire on January 22, 2024, 475,000 options at an exercise price of \$0.43 expire on May 21, 2021, 300,000 options at a price of \$0.43 expire on July 9, 2021 and 100,000 options at a price of \$0.50 expire on September 24, 2022.

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 Corporation or any of its subsidiaries is indebted to the Corporation, 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 Corporation, 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 Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of management of the Corporation for election as a director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting 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 Corporation's most recently completed financial year, no informed person of the Corporation, 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 Corporation or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of the Corporation; (c) any person or Corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or Corporation as underwriter in the course of a distribution; and (d) the Corporation 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 Christopher 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 Corporation. Christopher Doornbos is not "independent" because he is the Corporation'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 Corporation 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 Corporation 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 Corporation to prepare its financial statements.

Christopher Doornbos has a broad range of experience in developing mineral projects across the globe and in capital raising both privately and publicly. Christopher Doornbos has an understanding of the accounting principles used by the Corporation to prepare its financial statements.

Mike O'Hara is an oil & gas executive and registered professional engineer with 36 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 Corporation to prepare its financial statements.

Audit Committee Oversight

At no time since the commencement of the Corporation'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 Corporation's most recently completed financial year has the Corporation 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 Corporation 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 Corporation's external auditor for services provided in auditing the Corporation'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 Corporation'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 Corporation 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, 2018	\$29,400	Nil	\$3,745	Nil
December 31, 2017	\$34,680	Nil	\$5,000	Nil

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

Since the Corporation 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 Corporation’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 Corporation. 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 Corporation.

Applying the definition set out in NI 52-110, one member of the Board, Christopher Doornbos, is not independent. Christopher Doornbos is not independent by virtue of the fact that he is the Corporation’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.

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 Corporation’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 Corporation. 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

MNP LLP, Chartered Accountants is the Corporation's auditor, and was first appointed as the Corporation's auditor on December 27, 2018 by the Board, upon the recommendation of the Audit Committee of the Corporation.

Upon the Corporation's request, Dale Matheson Carr-Hilton LLP, the former auditor of the Corporation, resigned as auditor of the Corporation effective December 27, 2018.

As required by Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations, attached as Appendix "B" to this Information Circular are copies of the following documents which were promptly filed with securities regulatory authorities in connection with the change of auditor described above, and are available on the Corporation's SEDAR profile, at www.sedar.com:

1. Notice of Change of Auditor dated December 27, 2018;
2. Letter from MNP LLP, Chartered Accountants, dated January 7, 2019; and
3. Letter from Dale Matheson Carr-Hilton LLP, dated December 27, 2018.

Unless otherwise instructed, the proxies given in this solicitation will be voted for the appointment of MNP LLP, Chartered Accountants, as the Corporation's auditor to hold office until the next annual general meeting of shareholders and to authorize directors of the Corporation to fix their remuneration.

Unless otherwise instructed, the proxies solicited by management will be voted for the appointment of MNP LLP, Chartered Accountants, as the Corporation's auditor.

MANAGEMENT CONTRACTS

The management functions of the Corporation are not to any substantial degree performed by any person other than the executive officers and directors of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Shareholder Approval of Stock Option Plan

The only equity compensation plan which the Corporation currently has in place is the 2019 plan (the "**2019 plan**") which was previously approved by shareholders on December 11, 2018. The 2019 plan was established to provide incentive to employees, officers, directors and consultants who provide services to

the Corporation. TSX Venture Exchange (“**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 Corporation 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 2019 plan, as the Corporation’s 2019 plan (the “**2019 plan**”), in accordance with and subject to the rules and policies of the Exchange. The intention of management in proposing the 2019 plan is to increase the proprietary interest of employees, officers, directors and consultants in the Corporation and thereby aiding the Corporation in attracting, retaining and encouraging the continued involvement of such persons with the Corporation. It is proposed that under the 2019 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 Corporation 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 2019 plan complies with the current policies of the Exchange. The 2019 plan is subject to approval by the Exchange.

Terms of the 2019 plan

A full copy of the 2019 plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the 2019 plan from the Corporation 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 2019 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 provided that the 2019 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 Corporation; or
 - (b) the number of options granted to any one Consultant exceeding 2% of the issued shares of the Corporation; 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 Corporation.
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 Corporation at the time of the proposed amendment.
6. For stock options granted to Employees, Consultants or Management Corporation Employees, the Corporation and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Employee, Consultant or Management Corporation Employee, as the case may be.
7. Any options granted to any Optionee who is a Director, Employee, Consultant or Management Corporation 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 Corporation's 2019 plan:

“IT IS RESOLVED, as an ordinary resolution that:

1. The Corporation 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 Corporation;
2. The Board be authorized on behalf of the Corporation to make any further amendments to the Plan as may be required by regulatory authorities, without further approval of the shareholders of the Corporation, in order to ensure adoption of the Plan;
3. The Corporation file the Plan with the TSX Venture Exchange for acceptance; and
4. Any one director or officer of the Corporation 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 Corporation's Directors

The directors have reviewed and considered all facts respecting the approval of the 2019 plan. The Corporation's directors unanimously recommend that the shareholders vote in favour of ratifying and approving the 2019 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 2019 plan.**

Shareholder Approval of Amendment to Articles

Advance Notice Provisions

The change proposed to the Corporation's existing articles is the Corporation's adoption of advance notice provisions (the “**Advance Notice Provisions**”) for the nomination of directors of the Corporation at a shareholder meeting. The Board believes it appropriate for the Advance Notice Provisions to be added to the current articles. The Corporation's directors are committed to: (a) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (b) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (c) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of the Advance Notice Provisions is to provide the Corporation's shareholders, directors and management with a clear framework for nominating directors. The Advance Notice Provisions fix a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual general or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation in order for any director nominee to be eligible for election at any annual general or special meeting of the Corporation's shareholders.

The Advance Notice Provisions provide that advance notice to the Corporation must be made in circumstances where nominations of persons for election to the board of directors are made by

shareholders of the Corporation other than pursuant to: (i) a “proposal” made in accordance with Division 7 of Part 5 of the Business Corporations Act (British Columbia); or (ii) a requisition of the shareholders made in accordance with section 167 of the *Business Corporations Act* (British Columbia).

Among other things, the Advance Notice Provisions fix a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Corporation for an effective nomination to occur. No person will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Advance Notice Provisions. In the case of an annual meeting of shareholders, notice to the Corporation must be made not less than 30 days or more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders, notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions.

A copy of the Advance Notice Provisions will be available for inspection at the Meeting and at the Corporation’s registered office, located at Suite 400– 725 Granville Street, Vancouver, British Columbia V7Y 1G5 during regular business hours up to the day before the Meeting.

As contemplated by the Corporation’s current articles and in accordance with the Business Corporations Act (British Columbia), shareholders will be asked to consider and if thought fit, approve the adoption of the amendments to the current articles by ordinary resolution as set forth below:

“IT IS RESOLVED, as an ordinary resolution that:

1. The existing Articles of the Corporation be amended with the addition of Advance Notice Provisions as a new Article 10.11 to the existing Articles, as made available to shareholders for review before and at the Meeting;
2. Any one director of the Corporation, signing alone, be authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof;
3. Despite that this ordinary resolution has been duly passed by the shareholders of the Corporation, the Board is authorized and empowered to revoke this resolution at any time before giving effect to the amendments to the Articles and to determine not to proceed with the without further approval of the shareholders; and
4. It is a condition of this resolution that the alteration to the Articles of the Corporation referred to in paragraph 1 does not take effect until this resolution is deposited with the records of the Corporation as prescribed by the *Business Corporations Act* (British Columbia).”

Recommendation of the Corporation’s Directors

The directors have reviewed and considered all facts respecting the approval of the amendments to the Articles, and the adoption of the Advance Notice Provisions. The Corporation’s directors unanimously recommend that the shareholders vote in favour of approving the amendments to the Articles.

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 amendments to the Articles.**

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 Corporation is contained in its comparative financial statements and Management's Discussion and Analysis for the financial year ended December 31, 2018. Copies of these documents, this Information Circular and additional information relating to the Corporation may be found on the SEDAR website at www.sedar.com or obtained upon request from the Corporation 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 11th day of October, 2019.

ON BEHALF OF THE BOARD

“Christopher Doornbos”

Christopher Doornbos
CEO, President and Director

APPENDIX A

Charter of the Audit Committee of the Board of Directors of E3 Metals Corp. (the "Corporation")

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Corporation (the "Board") to oversee the accounting and financial reporting process of the Corporation and audits of the financial statements of the Corporation. 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 Corporation;
- (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 Corporation, 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 Corporation or its subsidiaries by the Corporation's external auditor;
- (e) review the Corporation's financial statements, MD&A and annual and interim earnings press releases before the Corporation 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 Corporation'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 Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

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 Corporation or its subsidiaries by the Corporation'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 Corporation'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 Corporation 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 Corporation's accounting principles as applied in the Corporation'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 Corporation; 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 Corporation's legal counsel any legal matters that could have a significant impact on the organization's financial statements, the Corporation'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 Corporation will not condone any retaliation for a complaint made in good faith.

APPENDIX B

Letters from Former and Successor Auditors

NOTICE OF CHANGE OF AUDITORS

**To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission**

And to: DALE MATHESON CARR-HILTON LABONTE LLP, Chartered Professional Accountants

RE: E3 Metals Corp. – Notice of Change of Auditors

In compliance with Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators (“**National Instrument 51-102**”), please be advised as follows:

1. Dale Matheson Carr-Hilton LLP (the “**Predecessor Auditors**”), the auditors of E3 Metals Corp. (the “**Corporation**”) tendered their resignation effective December 27, 2018 at the request of the Corporation;
2. The Audit Committee of the Corporation is of the opinion that having a Calgary-based auditor is in the best interests of the Corporation as the Corporation’s head office is located in Calgary. The Audit Committee has recommended to the Board of Directors that MNP LLP, Chartered Accountants (the “**Successor Auditor**”), be appointed to fill in the vacancy in the office of auditor created by the resignation of the Predecessor Auditor until the next annual meeting of shareholders of the Corporation;
3. The Board of Directors of the Corporation has considered the Predecessor Auditor’s resignation and the recommendation of the Audit Committee and has appointed the Successor Auditor as auditor of the Corporation to hold office until the next annual meeting of shareholders of the Corporation.
4. There have been no reservations contained in the Predecessor Auditors’ reports on any of the financial statements of the Corporation commencing at the beginning of the two most recently completed fiscal years and ending on December 31, 2017; and
5. In the opinion of the Corporation’s Audit Committee and Board of Directors of the Corporation there are no “reportable events” (as defined in Section 4.11(1) of National Instrument 51-102).

DATED at Calgary, Alberta this 27th day of December, 2018.

(signed) “Chris Doornbos”

Chris Doornbos
President and Chief Executive Officer

(signed) “Greg Florence”

Greg Florence, CPA, CMA
Chief Financial Officer and Corporate Secretary



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
TEL 604.687.4747 | FAX 604.689.2778

700 – 2755 Lougheed Hwy.
Port Coquitlam, BC V3B 5Y9
TEL 604.941.8266 | FAX 604.941.0971

200 – 1688 152 Street
Surrey, BC V4A 4N2
TEL 604.531.1154 | FAX 604.538.2613

WWW.DMCL.CA

December 27, 2018

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
9th Floor - 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Ontario Securities Commission
20 Queen Street West, 20th Floor
Toronto, ON M5H 3S8

Alberta Securities Commission
4th Floor - 300 - 5th Avenue S.W.
Calgary, AB T2P 3C4

Dear Sirs:

Re: E3 Metals Corp.
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with us resigning as auditors of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated December 27, 2018 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

PARTNERSHIP OF:

VANCOUVER Robert J. Burkart, Inc. James F. Carr-Hilton Ltd. Kenneth P. Chong Inc. Alvin F. Dale Ltd. David J. Goertz, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Brad A. Robin Inc. F.M. Yada FCA Inc. **WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. **TRI-CITIES** G.D. Lee Inc. Fraser G. Ross, Ltd. Brian A. Shaw Inc.

January 7, 2019

To: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: E3 Metals Corp. (the "**Company**")
National Instrument 51-102 – *Continuous Disclosure Obligations*
Change of Auditor of a Reporting Issuer

We have reviewed the Notice of Change of Auditor (the "**Notice**") prepared by the Company dated January 7, 2019.

In reference to the Notice, we wish to advise the relevant securities commissions that we have read the Notice and, based on our knowledge as at the time of receipt of the Notice that we agree with the comments in paragraph 2. We have no basis to agree or disagree with paragraph 3 or 4.

Yours truly,



MNP LLP