

DEFENSE METALS CORP.

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 5, 2019**

AND

MANAGEMENT INFORMATION CIRCULAR

DATED NOVEMBER 4, 2019

DEFENSE METALS CORP.

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 5, 2019

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of Shareholders of Defense Metals Corp. (the “**Corporation**”) will be held at 605-815 Hornby Street, Vancouver, B.C., Canada V6Z 2E6 on Thursday, December 5, 2019 at 11:00 AM (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended March 31, 2019, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at five (5);
3. to elect the directors of the Corporation for the ensuing year;
4. to re-appoint the auditors for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution affirming, ratifying and approving the Corporation’s 10% rolling stock option plan, as more particularly described in the accompanying management information circular (the “**Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

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

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is October 30, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Corporation, so as to arrive not later than 11:00 AM (Vancouver time) on December 3, 2019, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at www.investorvote.com, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

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

DATED this 4th day of November, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“*Craig Taylor*”

Craig Taylor

Chief Executive Officer & Director

**DEFENSE METALS CORP.
MANAGEMENT INFORMATION CIRCULAR**

(As at November 4, 2019, except as otherwise indicated)

SOLICITATION OF PROXIES

This management information circular (“Circular”) is provided in connection with the solicitation of proxies by management of Defense Metals Corp. (the “Corporation”) for use at an annual general and special meeting (the “Meeting”) of the holders (“Shareholders”) of common shares (“Common Shares”) in the capital of the Corporation. The Meeting will be held on Thursday, December 5, 2019 at 11:00 AM (Vancouver time) at 605-815 Hornby Street, Vancouver, B.C., Canada V6Z 2E6 or at such other time or place to which the Meeting may be adjourned, for the purposes set forth in the notice of annual general and special meeting accompanying this Circular (the “Notice”).

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

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

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

All time references in this Circular are references to Vancouver, British Columbia, Canada time.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper Proxy to Computershare Investor Services Ltd. (the “Transfer Agent”), at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1.

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

In order to validly appoint a proxy, Proxies must be received by the Transfer Agent, at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment or postponement thereof. After such time, the chairman of the Meeting may accept or reject a Proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late Proxy.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Corporation or the Transfer Agent at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any postponement or adjournment thereof at which the proxy is to be used, or deposited with the chairman of such Meeting on the day of the Meeting, or any postponement or adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

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

Signature on Proxies

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

Voting of Proxies

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

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

Advice to Beneficial Shareholders

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

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

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

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

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

NOTICE-AND-ACCESS

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

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Shareholders of record as of October 30, 2019 (the “**Record Date**”) are entitled to receive notice and attend and vote at the Meeting, either in person or by proxy. As at the date of this Circular, the Corporation had 30,179,166 Common Shares issued and outstanding. Each Common Share entitles the holder to one vote in respect of any matter that may come before the Meeting. The outstanding Common Shares are listed on the TSX Venture Exchange under the symbol “DEFN”.

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

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Corporation (the “**Board**”), the only matters to be brought before the Meeting are set forth in the accompanying Notice. These matters are described in more detail under the headings below.

FINANCIAL STATEMENTS AND AUDITORS’ REPORT

Pursuant to the provisions of the *Business Corporations Act* (British Columbia) and of the Corporation’s Articles, the Corporation will submit to the Shareholders at the Meeting the financial statements of the Corporation for the year ended March 31, 2019 and the auditors’ report thereon, but no vote by the Shareholders with respect thereto is required or proposed to be taken. The Board, upon the recommendation of the Audit Committee (as defined herein), approved the financial statements prior to their disclosure on SEDAR.

APPOINTMENT OF AUDITOR

Management of the Corporation will recommend at the Meeting that Shareholders approve the re-appointment of Morgan & Company LLP Chartered Professional Accountants as the Company's auditor to hold office until the next annual general meeting of shareholders at remuneration to be fixed by the Directors.

On October 24, 2018, the Board, upon the recommendation of the Audit Committee, resolved to appoint Morgan & Company LLP Chartered Professional Accountants as the auditor of the Company effective as of October 24, 2018.

Unless instructed otherwise, the management designees in the accompanying instrument of proxy intend to vote for the appointment of Morgan & Company LLP Chartered Professional Accountants as the auditor of the Company to hold office until the next annual general meeting of Shareholders or until a successor is appointed, at remuneration to be fixed by the Directors.

ELECTION OF DIRECTORS

Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Corporation or the *Business Corporations Act* (British Columbia) or he becomes disqualified to act as a director. **In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees listed herein.** Shareholder approval will be sought to fix the number of directors of the Corporation at five (5), subject to such increases as may be permitted by the Corporation's Articles and the *Business Corporations Act* (British Columbia). If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the Proxy will exercise his or her discretionary authority to vote the shares represented by the Proxy for the election of any other person or persons as directors. Management of the Corporation proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name and Jurisdiction of Residence	Present Position(s) with the Corporation	Present Principal Occupation and Principal Occupation for the Five Preceding Years ⁽³⁾	Director /Officer Since	No. of Securities Beneficially Owned, Controlled or Directed ⁽¹⁾
Max Sali Vancouver, British Columbia, Canada	Director	President of Baccarat Investments Inc., a private company providing consulting and management services to public companies. Director of the Corporation and chief executive officer and director of Barrian Mining Corp.	Director since October 5, 2016	1,909,000 common shares 445,000 stock options 100,000 warrants
Ryan Cheung Vancouver, British Columbia, Canada	Chief Financial Officer, Corporate Secretary and Director	Owner and founder of MCPA Services Inc. Chartered Professional Accountants. Director and/or officer of various Canadian listed entities primarily in mining and junior exploration.	Director, Chief Financial Officer and Corporate Secretary since April 24, 2019	Nil
Craig Taylor⁽²⁾ Vancouver, British Columbia, Canada	Director and Chief Executive Officer	President and CEO of Vanville Projects Ltd., a private company which provides products and services to resorts, hotels and restaurants worldwide; formerly, director of Saber Capital Corp., Advantage Lithium Corp., and Clear Mountain Resources Corp.	Director since February 12, 2018 and Chief Executive Officer since April 24, 2019	1,857,500 common shares 550,000 stock options
Kris Raffle⁽²⁾ Vancouver, British Columbia, Canada	Director and Qualified Person	Professional Geoscientist with the Association of Engineers and Geoscientists of British Columbia (APEGBC) since 2007. Principal Geologist and Partner with the Edmonton-based private geologic consulting firm of APEX Geoscience Ltd. Director of the	Director since March 17, 2017	75,000 stock options

		Corporation. Director of Barrian Mining Corp.		
Andrew Burgess ⁽²⁾ Calgary, Alberta, Canada	Director	Chartered Accountant and a Certified Public Accountant. CFO of Spectrum Mining Corporation.	Director since January 8, 2019	69,500 common shares 75,000 stock options

- (1) The number of securities held includes shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the proposed nominee.
- (2) Member of the Audit Committee.
- (3) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Corporation and has been furnished by the respective nominees.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, none of the proposed Directors:

- a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any corporation, including the Corporation, that:
- (i) was the subject of an order which that person was acting in the capacity as director, executive officer or chief financial officer; or
 - (ii) was the subject of an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the Corporation which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- b) is as at the date of this Circular or has been within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual;
- c) 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
- d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed Director.

For the purposes of the foregoing paragraphs, “order” means:

- a) a cease trade order;
- b) an order similar to a cease trade order; or
- c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Mr. Ryan Cheung is the current Chief Financial Officer of DMG Blockchain Solutions Inc. which is a listed company on the TSX Venture Exchange. DMG Blockchain Solutions Inc. received a cease trade order on February 1, 2019 for failure to file its audited financial statements and management’s discussion and analysis; the cease trade order was revoked on August 28, 2019.

Mr. Burgess was the Chief Financial officer of Goldnev Resources Inc. when in August 2011 it was subject of an order that halted the trading of its common shares for failure to file financial statements which order was not revoked within 30 days of its issuance. Goldnev could not complete its audited financial statements because it did not have sufficient resources to pay its auditors. The common shares of Goldnev were subsequently cease traded.

Mr. Burgess was required to attend the Venture Filings Fundamentals seminar sponsored by the Exchange with respect to certain deficiencies in reporting to the Exchange by Goldnev.

Mr. Burgess was a director of Trius Investments Inc. in 2016 when the Exchange completed a review which resulted in a Notice to Comply by the Exchange citing contraventions of Exchange policies with respect to related party transactions. Subsequently, the directors of the company were required and complied to reimburse Trius for certain losses incurred with respect to these transactions.

RATIFICATION AND APPROVAL OF STOCK OPTION PLAN

The Corporation adopted a stock option plan dated March 24, 2017 (the “**Option Plan**”) for certain of the Corporations directors, officers, employees and consultants (collectively, the “**Participants**”), approved by the Board on March 24, 2017. The Option Plan provides that options to purchase Common Shares (“**Options**”) may be granted to eligible persons on terms determined within the limitations set out in the Option Plan. The maximum number of Common Shares to be reserved for issuance at any one time under the Option Plan is 10% of the issued and outstanding Common Shares.

Under the terms of the Option Plan, the maximum number of Common Shares that may be: (i) reserved for issuance to a Participant within any 12 month period shall not exceed 5% of the number of Common Shares then outstanding unless the Corporation obtains disinterested Shareholder approval; (ii) issued to a consultant during any 12 month period shall not exceed 2% of the number of Common Shares then outstanding; and (iii) issued to any employee engaged in investor relations activities within any 12 month period must not exceed 2% of the number of shares outstanding. Subject to applicable discount market price rules, if any, of the principal stock exchange which the Common Shares are then listed (the “**Exchange**”), the exercise price for an Option granted under the Option Plan may not be less than the closing price of the Common Shares on the Exchange on the trading day immediately preceding the date of grant. Options granted may be subject to vesting requirements.

Options will be granted for a period which may not exceed ten years from the date of grant but will expire within 90 days of a Participant ceasing to be a director, officer, employee of or consultant to the Corporation in most circumstances. In the case of an employee or consultant engaged by the Corporation primarily for the purpose of providing investor relations services, any Options held by them shall expire on the thirtieth (30th) day following the day the employee or consultant ceases to be engaged in such capacity, unless he or she is still engaged as a director or employee of the Corporation in some other capacity. In cases of death, Options granted shall be exercisable by the Participant or by the Participant's personal representative within one year of the Participant's death. In certain other cases, including but not limited to, termination for cause of an employee or consultant, or upon receipt of an order from a regulatory authority removing a director, officer, employee or consultant from their position, the Options granted to such person expire immediately. No rights under the Option Plan and no Option awarded pursuant to the provisions of the Option Plan are assignable or transferable by any Participant. Subject to certain regulatory and Shareholder approvals, the Board may from time to time in its absolute discretion amend, modify and change certain provisions of an Option or the Option Plan. The Option Plan is administered by the Board. The Option Plan is subject to the rules and policies of the Exchange. **Unless instructed otherwise, the management designees in the accompanying instrument of proxy intend to vote FOR the resolution to affirm, ratify and approve the Option Plan.**

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

A copy of the Option Plan may be inspected at the head office of the Corporation during normal business hours and at the Meeting. In addition, a copy of the Option Plan will be mailed, free of charge, to any Shareholder who requests a copy, in writing, from the Chief Executive Officer of the Corporation.

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

“BE IT RESOLVED THAT:

1. the 10% rolling stock option plan (the “**Option Plan**”) of Defense Metals Corp. (the “**Corporation**”) dated effective March 24, 2017, as described in the management information circular and proxy statement of the Corporation dated November 4, 2019, as may be amended by the board of directors as required by applicable securities regulatory authorities or stock exchange, is hereby affirmed, ratified and approved;
2. the form of the Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities or stock exchange without requiring further approval of the shareholders of the Corporation;

3. the shareholders of the Corporation hereby expressly authorize the board of directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and

4. any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.”

EXECUTIVE COMPENSATION

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

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

(a) the Corporation’s Chief Executive Officer or an individual who acted in a similar capacity for any part of the most recently completed financial year (the “CEO”);

(b) the Corporation’s Chief Financial Officer or an individual who acted in a similar capital for any part of the most recently completed financial year (the “CFO”);

(c) each of the Corporation’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation (see “Summary Compensation Table”) was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 – Statement of Executive Compensation for that financial year; and

(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

As at March 31, 2019, the end of the most recently completed financial year of the Corporation, the Corporation had two Named Executive Officers, Max Sali, CEO, and Richard Grayston, CFO. On April 24, 2019, Craig Taylor replaced Max Sali as CEO, and Ryan Cheung replaced Richard Grayston as CFO.

Compensation Discussion and Analysis

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

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

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

In light of the Corporation’s size and limited elements of executive compensation, the Board does not have a compensation committee and does not deem it necessary to consider at this time the implications of the risks associated with the Corporation’s

compensation policies and practices. Also, there are no risks which have been identified in the Corporation's practices to date which would reasonably be likely to have a material adverse effect on the Corporation.

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

Share-Based and Option-Based Awards

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

These option-based awards are granted under the Option Plan. The Corporation considers previous grants of Options when considering new grants. Additional factors necessary to understand the information disclosed above include the terms of the Option Plan.

The Corporation has not at any time granted any share-based awards. See below for information regarding grants of Options to Named Executive Officers and Directors.

Summary Compensation Table

The following table (and notes thereto) states the name of each Named Executive Officer, his or her annual compensation, consisting of, as applicable, salary, consulting fees, bonus and other annual compensation, and long-term compensation, for the two most recently completed financial years of the Corporation, or such shorter period for which the NEO has been an executive officer of the Corporation:

Name and principal position	Year Ended	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Max Sali CEO	2017	855	Nil	Nil	Nil	Nil	Nil	Nil	855
	2018	14,450	Nil	1,950	Nil	Nil	Nil	Nil	16,400
	2019	96,150	Nil	4,875 ⁽¹⁾	Nil	Nil	Nil	Nil	96,150
Richard Grayston CFO	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2018	4,515	Nil	Nil	Nil	Nil	Nil	Nil	4,515
	2019	3,880	Nil	Nil ⁽¹⁾	Nil	Nil	Nil	Nil	3,880

⁽¹⁾ Value is based on the number of Options held as of March 31, 2019 and is calculated on the difference between the market value of the Common Shares on the Exchange as at March 31, 2019, which was \$0.175, and the exercise price of the option, assuming all options held had vested as at June 30, 2019. We caution that the amounts reported may not represent the amounts that the NEO will realize from the Option-based awards and that the Options vest over a period of three years in six-month increments.

Incentive Option-Based Awards for Named Executive Officers

Outstanding Share-Based Awards and Option-Based Awards

The following table states the name of each Named Executive Officer, the number of Options available for exercise, the Option exercise price and the expiration date for each Option as at March 31, 2019.

Name	Option-based Awards		
	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date

Max Sali CEO	195,000 150,000	0.15 0.20	February 12, 2020 September 28, 2023
Richard Grayston CFO	100,000	0.20	September 28, 2023

Incentive Plan Awards – Value Vested or Earned During the Year

The table below discloses the aggregate dollar value that would have been realized by a NEO if Options under the Option Plan had been exercised on the vesting-date.

Name	Option-based awards – Value vested during the year (\$)
Max Sali CEO	3,000 ⁽¹⁾
Richard Grayston CFO	2,000 ⁽¹⁾

⁽¹⁾ Calculated by multiplying the number of Common Shares in respect of which vesting occurred in the year ended March 31, 2019, by the difference between the closing price of the Common Shares on the Exchange on the vesting date (\$0.22) and the exercise price of the Options on the vesting date (\$0.20).

During the most recently completed financial year, the Named Executive Officers exercised no Options under the Option Plan in respect of the Common Shares.

Pension Plan Benefits

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

Termination and Change of Control Benefits

Pursuant to a consulting arrangement with Mr. Sali dated October 1, 2018, Mr. Sali is to be paid \$6,000 per month for his services as CEO of the Corporation.

Pursuant to a consulting arrangement with Mr. Taylor dated October 1, 2018, Mr. Taylor is to be paid \$5,000 per month for his services as a director of the Corporation.

Other than as described below, there are no compensatory plans(s) or arrangements(s) with respect to the Named Executive Officers or directors resulting from the resignation, retirement or any other termination of employment of the officer or director's employment or from a change of any Named Executive Officer or director's responsibilities following a change in control.

Pursuant to a consulting agreement with Mr. Sali dated October 1, 2018, in the event that the agreement with Mr. Sali is terminated as CEO for any reason, the Corporation shall provide him with any unpaid fees and the sum of three months consulting fees (\$18,000), payable within ten days of the effective date of termination.

Pursuant to a consulting agreement with Mr. Taylor dated October 1, 2018, in the event Mr. Taylor's consulting agreement is terminated by the Corporation by giving at least thirty (30) days advance notice in writing to Mr. Taylor, the Corporation shall provide him with any unpaid fees and the sum of three months consulting fees (\$15,000), payable within ten days of the effective date of termination.

Subsequent to the financial year ended March 31, 2019, on April 24, 2019, Craig Taylor replaced Max Sali as CEO, and Ryan Cheung replaced Richard Grayston as CFO.

Management Contracts

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

Compensation of Directors

Narrative Discussion

The Corporation currently does not pay directors who are not employees or officers of the Corporation for attending directors' meetings or for serving on committees. Other than as described below, the Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services as directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Corporation's directors have received any cash compensation for services provided in their capacity as directors during the Corporation's most recently completed financial year. The Corporation has the Option Plan for the granting of Options to officers, employees, directors and consultants. The purpose of granting such Options is to assist the Corporation in compensating, attracting, retaining and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the Shareholders.

Director Compensation Table

The following table (presented in accordance with Form 51-102F6) sets forth all amounts of compensation provided to the non-executive directors, other than NEOs, for the financial year ended March 31, 2019.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽⁵⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
Craig Taylor ⁽¹⁾	57,200	Nil	7,500	Nil	Nil	Nil	64,700
Andrew Burgess ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kris Raffle ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Peter Dickie ⁽⁴⁾	7,875	Nil	6,475	Nil	Nil	Nil	14,350

⁽¹⁾ Director since February 12, 2018.

⁽²⁾ Appointed as Director on January 8, 2019.

⁽³⁾ Director since March 17, 2017.

⁽⁴⁾ Resigned as Director on January 7, 2019.

⁽⁵⁾ Value is based on the number of Options held as of March 31, 2019 and is calculated on the difference between the market value of the Common Shares on the Exchange as at March 31, 2019, which was \$0.175, and the exercise price of the option, assuming all options held had vested as at June 30, 2019. We caution that the amounts reported may not represent the amounts that the NEO will realize from the Option-based awards and that the Options vest over a period of three years in six-month increments.

Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each non-executive director all awards outstanding as at the financial year ended March 31, 2019.

Name	Option-Based Awards				Share-based Awards		
	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the money Options (\$) ⁽²⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Craig Taylor	300,000 ⁽¹⁾	\$0.15	February 12, 2020	7,500	N/A	N/A	N/A
	150,000	\$0.20	September 28, 2023	Nil			

⁽¹⁾ Director since February 12, 2018. Held by 576112 B.C. Ltd., a corporation wholly owned by Craig Taylor.

⁽²⁾ Value is based on the number of Options held as of March 31, 2019 and is calculated on the difference between the market value of the Common Shares on the Exchange as at March 31, 2019, which was \$0.175, and the exercise price of the option, assuming all options held had vested as at June 30, 2019. We caution that the amounts reported may not represent the amounts that the NEO will realize from the Option-based awards and that the Options vest over a period of three years in six-month increments.

Incentive Plan Awards – Value Vested or Earned During the Year

The table below discloses the aggregate dollar value that would have been realized by a director if Options under the Option Plan had been exercised on the vesting-date.

Name	Option-based awards – Value vested during the year (\$)
Craig Taylor	\$3,000 ⁽¹⁾
Andrew Burgess	N/A
Kris Raffle	N/A
Peter Dickie	\$3,000 ⁽¹⁾

⁽¹⁾ Calculated by multiplying the number of Common Shares in respect of which vesting occurred in the year ended March 31, 2019, by the difference between the closing price of the Common Shares on the Exchange on the vesting date (\$0.22) and the exercise price of the Options on the vesting date (\$0.20).

During the most recently completed financial year, the directors exercised no Options under the Option Plan in respect of the Common Shares.

Securities Authorized for Issuance under Equity Compensation Plans

The following table (presented in accordance with Form 51-102F5) sets forth all compensation plans under which equity securities of the Corporation are authorized for issuance as of the end of the financial year ended March 31, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights	Weighted-average exercise price of outstanding Options, warrants and rights ⁽²⁾	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders – (the Option Plan) ⁽¹⁾	1,254,000	\$0.15	Nil ⁽³⁾
	750,000	\$0.20	
	371,333	\$0.20	
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	N/A	N/A	N/A

- (1) The Option Plan provides that the aggregate number of securities reserved for issuance under the Option Plan may not exceed 10% of the issued and outstanding shares of the Corporation at the time of granting of Options.
- (2) The weighted-average exercise price is \$0.20 per share.
- (3) As at March 31, 2019, the Corporation had 23,753,333 Common Shares issued and outstanding.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at March 31, 2019, no individual who is or was a director, executive officer or employee of the Corporation or any of its subsidiaries, any proposed nominee for election as a director of the Corporation or any associate of such director or officer, is or was, at the end of the most recently completed financial year, indebted to the Corporation or any of its subsidiaries since the beginning of the most recently completed financial year of the Corporation, or is or has been indebted to another entity that is or has been 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 during that period.

CORPORATE GOVERNANCE DISCLOSURE

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

National Policy 58-201 – *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation’s practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices, which disclosure is set out below.

Board of Directors

Independence of Members of Board

The Board is currently composed of five Directors. The one independent Director is Andrew Burgess. Max Sali is not independent as he was previously the CEO of the Corporation, Craig Taylor is not independent as he is currently the CEO of the Corporation, Ryan Cheung is not independent as he is CFO and Corporate Secretary of the Corporation and Kris Raffle is not independent as he has received, directly or indirectly, consulting fees from the Corporation other than as remuneration for acting in his capacity as a member of the Board.

Management Supervision by Board

The Board has determined that the current constitution of the Board is appropriate for the Corporation’s current stage of development. Independent supervision of management is accomplished by choosing management that demonstrates a high level of integrity and ability and strong independent Board members.

Participation of Directors in other Reporting Issuer

The following Directors presently hold directorships in other reporting issuers as set out below.

Name	Name of Reporting Issuer
Ryan Cheung	Holly Street Capital Ltd.
	Telo Genomics Corp.
	Deep-South Resources Inc.
	Midasco Capital Corp.
Max Sali	Barrian Mining Corp.
Kris Raffle	Barrian Mining Corp.

Orientation and Continuing Education

While the Corporation does not have formal orientation and training programs, new Board members will be provided with:

- a) Information respecting the functioning of the Board, committees and copies of the Corporation’s corporate governance policies;
- b) Access to recent, publicly filed documents of the Corporation; and
- c) Access to management.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management’s assistance; and to attend related industry seminars and visit the Corporation’s operations. Board members have full access to the Corporation’s records.

Ethical Business Conduct

The Board views good corporate governance and ethical business conduct as an integral component to the success of the Corporation and to meet responsibilities to its Shareholders. Due to the size of the Corporation and its present level of activity, the Corporation has not adopted a Code of Conduct or taken formal steps to encourage or promote a culture of ethical business conduct.

Nomination of Directors

The Board has assumed responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill the perceived need on the Board based on the industry sector the Corporation intends to enter for required skills, expertise, independence and other factors complementing the industry sector pursued.

Board Committees

The Board currently has no standing committees other than the audit committee (“**Audit Committee**”) of the Board. The Audit Committee is appointed by the Board to assist in monitoring: (i) the integrity of the financial statements of the Corporation; (ii) the compliance by the Corporation with the legal and regulatory requirements; and (iii) the qualification, appointment, independence and performance of the Corporation’s external auditors and senior financial executives.

Assessments

The Board monitors the adequacy of information given to Directors, the communications between the Board and management and the strategic direction and processes of the Board and its Audit Committee, to satisfy itself that the Board, its Audit Committee and its individual Directors are performing effectively.

AUDIT COMMITTEE

Mandate

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and Shareholders, the Corporation’s systems of internal controls regarding finance and accounting and the Corporation’s auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels. The Audit Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control system and review the Corporation’s financial statements.
- Review and appraise the performance of the Corporation’s external auditors.
- Provide an open avenue of communication among the Corporation’s auditors, financial and senior management and the Board.

The Audit Committee Charter sets out the responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Board. A copy of the Terms of Reference for the Audit Committee is attached hereto as Schedule “A”.

Composition of the Audit Committee

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

The following are the members of the Audit Committee:

Craig Taylor	Management	Financially literate ¹
Andrew Burgess	Independent ¹	Financially literate ¹
Kris Raffle	Not Independent ¹	Financially literate ¹

¹ As defined by National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

The members of the Audit Committee shall be elected or appointed by the Board at its first Director’s meeting following the Meeting. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Relevant education and experience

All members of the Audit Committee have:

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

The relevant education and/or experience of each member of the Audit Committee is as follows:

Mr. Burgess

Mr. Burgess, C.A., C.P.A., is currently the CFO of Spectrum Mining Corporation and an experienced professional with more than 35 years accounting, finance and financial reporting experience with listed companies. Mr. Burgess has a broad base of experience with natural resource, service and industrial companies in the areas of general management, financial and management reporting, taxation, corporate reorganizations, investments, acquisitions, divestitures, equity and debenture financing, budgeting, investor relations and administration. He has extensive public company and IPO experience.

Mr. Taylor

Mr. Taylor is a self-employed consultant with several years of experience as an officer and director of public companies and has extensive knowledge and financial skills regarding publicly listed exploration companies.

Mr. Raffle

Mr. Raffle has over 18 years of exploration experience working mostly with TSX Venture Exchange listed companies, including project management and budgeting where he has gained the knowledge and financial skills required for an exploration company including analyzing and consulting on financial statements in the exploration industry.

Meetings

The Audit Committee shall meet at least annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the external auditors.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the Shareholders.

- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for Shareholder approval.
- (f) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- (g) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.

Other

Review any related-party transactions.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the committee to nominate or compensate an external auditor not 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 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

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 5 (Reporting Obligations) of NI 52-110 and allows for the short form of disclosure of audit committee procedures set out in form 52-110F2 and disclosed in this Circular.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services but will not review the engagement of all such services.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees (\$)	Audit Related Fees	Tax Fees	All Other Fees
March 31, 2019	16,207	Nil	Nil	Nil
March 31, 2018	8,000	Nil	Nil	Nil

AUDITOR

On October 24, 2018, the Board, upon the recommendation of the Audit Committee, resolved to appoint Morgan & Company LLP Chartered Professional Accountants at 1630 – 609 Granville Street, Vancouver, B.C., V7Y 1A1 as the auditor of the Company effective as of October 24, 2018.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, no director or executive officer nor any of their associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of Common Shares or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors of the Corporation. Certain of the directors and officers may be considered as having an interest in the affirmation, ratification and approval of the Option Plan given their eligibility for Option grants thereunder.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no insider of the Corporation, nor the proposed Nominees for election as directors of the Corporation, nor any associate or affiliate of such insider or proposed nominees, has any material interest, direct or indirect, in any transaction since the beginning of the last financial year of the Corporation, or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

Other Matters

Management knows of no other matters to come before the Meeting of Shareholders other than referred to in the notice of Meeting. However, if any other matters which are not known to the management of the Corporation shall properly come before the said Meeting, the form of proxy given pursuant to the solicitation by management of the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management's discussion and analysis by sending a written request to 605 – 815 Hornby Street, Vancouver, British Columbia, V6Z 2E6, Attention: Chief Executive Officer.

Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its fiscal year ended March 31, 2019, which are also available on SEDAR.

Approval of the Directors

The contents of this Circular and the sending thereof to the Shareholders of the Corporation have been approved by the Board.

November 4, 2019

BY ORDER OF THE BOARD OF DIRECTORS

“Craig Taylor”

Craig Taylor

Chief Executive Officer & Director

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SCHEDULE "A"

AUDIT COMMITTEE CHARTER

[SEE ATTACHED]

DEFENSE METALS CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of **Defense Metals Corp.** (the "**Company**") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company's financial statements;
- (b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;
- (c) the qualifications, independence and performance of the Company's auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company's internal audit function;
- (f) consideration and approval of certain related party transactions; and
- (g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

- (i) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- (ii) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. A majority of the Committee's members must be "financially literate" as such term is defined in applicable securities legislation and a majority of whom are not Officers, employees or Control Persons of the Company or any of its Associates or Affiliates as such terms are defined in the policies of the TSX Venture Exchange.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Toronto Stock Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

- (a) Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

- (i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;
- (iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;
- (iv) discussing with management any significant variances between comparative reporting periods; and
- (v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) Auditor

The Committee is responsible for recommending to the Board:

- (i) the 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; and
- (ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's 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 Company's auditor regarding financial reporting.

(c) Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;

- (ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) Accounting Policies

The Committee is responsible for:

- (i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (i) uncertainty notes and disclosures; and
- (ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) Controls and Control Deviations

The Committee is responsible for reviewing:

- (i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) **Compliance with Laws and Regulations**

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

- (i) tax and financial reporting laws and regulations;
- (ii) legal withholdings requirements;
- (iii) environmental protection laws; and
- (iv) other matters for which directors face liability exposure.

(h) **Related Party Transactions**

All transactions between the Company and a related party (each a "related party transaction"), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term "related party" includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the *Securities Act* (British Columbia)), as well as all entities with common directors, officers, employees and consultants (each "general related parties"), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities (each "10% shareholders").

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chair of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chair of the Audit Committee. Should a new Chair be appointed prior to the updating of this document, current Chair will ensure that the whistleblower is able to reach the new Chair in a timely manner. In the event that the Chair of the Audit Committee cannot be reached, the whistleblower should contact the Chair of the Board of Directors. Access to the names and place of employment of the Company's Directors can be found in the Company's website.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

