FIELDEX EXPLORATION INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
August 5, 2019

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the "**Meeting**") of FIELDEX EXPLORATION INC. (the "**Corporation**") will be held:

Place: Best Western Plus Hotel Albert
Raglan Hall
84 Principale Avenue
Rouyn-Noranda, Québec J9X 4P2

Date: August 5, 2019

Time: 11:00 a.m.

The purposes of the Meeting are:

1. To receive and consider the financial statements of the Corporation for the fiscal years ended December 31, 2018 and 2017 and the auditors' report thereon;

2. To elect directors;

3. To appoint the auditor and authorize the directors to fix its remuneration;

4. Consider, and if deemed advisable to adopt, a resolution in the form annexed as Schedule B to the accompanying management information circular dated July 4, 2019 (the "**Circular**"), ratifying and confirming the 2003 Stock Option Plan, as amended, of the Corporation;

5. Consider and if deemed advisable adopt, with or without amendment, a special resolution in the form annexed as Schedule C to the Circular, approving an amendment to the Articles of the Corporation so as to change its corporate name to "Copeland Biosciences Corp.", as more particularly described in the Circular;

6. Consider, and if deemed advisable to adopt, with or without amendment, a special resolution in the form annexed as Schedule D to the Circular, authorizing an amendment to the Articles of the Corporation so as to change the province in Canada where the registered office of the Corporation is located from Québec to Ontario, as more particularly described in the Circular;

7. Consider and if deemed advisable adopt, with or without amendment, a resolution in the form annexed as Schedule E to the Circular, approving the voluntary delisting of the common shares of the Corporation from the TSX Venture Exchange and the listing of the common shares of the Corporation on the Canadian Securities Exchange, as more particularly described in the Circular;

8. Consider, and if deemed advisable adopt, with or without amendment, a special resolution in the form annexed as Schedule F to the Circular, authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, consolidate, no later than twelve months from the date of the Meeting, the issued and outstanding common shares of the Corporation on the basis of one common share for up to a maximum of ten (10) common shares issued and outstanding, as more particularly described in the Circular; and

9. To transact such other business as may properly be brought before the Meeting.

Only persons registered as shareholders on the records of the Corporation as of the close of business on June 11, 2019 are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If you are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the Internet at www.investorvote.com or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on August 1, 2019 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED at Rouyn-Noranda, Québec
July 4, 2019

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Martin Dallaire

Martin Dallaire
President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (the "Circular") is furnished in connection with the solicitation by management of Fieldex Exploration Inc. (the "Corporation") of proxies to be used at the Annual and Special Meeting of shareholders (the "Meeting") of the Corporation to be held at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Corporation may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Corporation. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to beneficial owners of the shares. See "Appointment and Revocation of Proxies – Notice to Beneficial Shareholders" below.

INTERNET AVAILABILITY OF PROXY-RELATED MATERIALS

Notice-and-Access

Rules recently adopted by the Canadian securities administrators, known as the "notice and access" ("**Notice-and-Access**") distribution option, allow companies to send to shareholders who do not hold shares of the Corporation in their own names (referred to herein as "**Beneficial Shareholders**") a notice to the effect that proxy materials are available via the internet, rather than mailing full sets of proxy materials to them. This year, the Corporation chose to mail full sets of proxy materials to shareholders. "**Proxy-Related Materials**" refers to this Circular, the Notice of Meeting and a voting instruction form (for Beneficial Shareholders) or a form of proxy (for shareholders that hold their shares directly or indirectly in their respective names (referred to herein as "**Registered Shareholders**").

In the future, the Corporation may take advantage of the Notice-and-Access distribution option. If in the future the Corporation chooses to send such notices to shareholders, the notices will contain instructions on how shareholders can gain access to the Corporation's notice of meeting and management proxy circular via the internet. The notices will also contain instructions on how shareholders can ask that proxy materials be delivered to them electronically or in printed form on a one-time or ongoing basis.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of Proxy

A Registered Shareholder who is unable to attend the Meeting in person is requested to complete and sign the enclosed form of proxy and to deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A Registered Shareholder may also vote using the internet at www.investorvote.com or telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on August 1, 2019 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

The document appointing a proxy must be in writing and executed by the Registered Shareholder or his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A Registered Shareholder submitting a form of proxy has the right to appoint a person (who need not be a shareholder) to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. To exercise that right, the name of the Registered Shareholder's appointee should be legibly printed in the blank space provided. In addition, the Registered Shareholder should notify the appointee of his or her appointment, obtain his or her consent to act as appointee and instruct him or her on how the Registered Shareholder's shares are to be voted.

Shareholders who are not Registered Shareholders should refer to "Notice to Beneficial Holders of Shares" below.

Revocation of Proxy

A Registered Shareholder who has submitted a form of proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a Registered Shareholder who has given a proxy personally attends the Meeting at which that proxy is to be voted, that Registered Shareholder may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Registered Shareholder or his attorney or authorized agent and deposited with (i) Computershare Investor Services Inc. at any time up to 5:00 p.m. (eastern time) on August 1, 2019 by mail or by hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile to 416-263-9524 or 1-866-249-7775, (ii) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or (iii) with the Secretary of the Corporation before the commencement of the Meeting, or any adjournment thereof, and upon any such deposit, the proxy will be revoked.

Notice to Beneficial Shareholders

The information set out in this section is of significant importance to many shareholders, as a substantial number of shareholders are Beneficial Shareholders and do not hold shares of the Corporation in their own names. Beneficial Shareholders should note that only proxies deposited by Registered Shareholders (shareholders whose names appear on the records of the Corporation as the registered holders of shares) can be recognized and acted upon at the Meeting or any adjournment(s) thereof. If 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. Those 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 those shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can be voted (for or against resolutions or withheld from voting) only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. Subject to the following discussion in relation to NOBOs (as defined below), the Corporation does not know for whose benefit the shares of the Corporation registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders for the purposes of applicable securities regulatory policy in relation to the mechanism of dissemination to Beneficial Shareholders of Proxy-Related Materials and other securityholder materials and the request for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. **Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Corporation**. Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation.

NI 54-101 permits the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and use such NOBO list for the purpose of distributing the Proxy-Related Materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver the Proxy-Related Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Corporation is sending the Proxy-Related Materials directly to NOBOs and indirectly through intermediaries to OBOs. The cost of the delivery of the Proxy-Related Materials by intermediaries to OBOs will be borne by the Corporation.

Applicable securities regulatory policy requires intermediaries, on receipt of Proxy-Related Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings on Form 54-101F7 (Request for Voting Instructions Made by Intermediary). 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 shares are voted at the Meeting or any adjournment(s) thereof. Often, the form of request for voting instructions supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Beneficial Shareholders can also write the name of someone else whom they wish to attend at the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Circular.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). In forwarding the Proxy-Related Materials to Beneficial Shareholders, Broadridge typically includes a voting instruction form in lieu of the form of proxy that some intermediaries employ. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number to vote the shares held by them or access Broadridge's dedicated voting website at https://central-online.proxyvote.com to deliver their voting instructions. Broadridge will then provide aggregate voting instructions to Computershare Investor Services Inc., the Corporation's transfer agent and registrar, which tabulates the results and provides appropriate instructions respecting the voting of shares to be represented at the Meeting or any adjournment(s) thereof.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of proxy, in the absence of any direction to the contrary, will be voted FOR the: (i) election of directors; (ii) appointment of auditor; (iii) resolution ratifying and confirming the 2003 Stock Option Plan; (iv) special resolution authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, to change the corporate name of the Corporation to "Copeland Biosciences Corp."; (v) special resolution authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, change the province in Canada where the registered office of the Corporation is located from Québec to Ontario; (vi) resolution approving the voluntary delisting of the common shares of the Corporation from the TSX Venture Exchange and the listing of the common shares of the Corporation on the Canadian Securities Exchange; and (vii) special resolution authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, consolidate the issued and outstanding common shares of the Corporation on the basis of one common share for a maximum of every ten (10) common shares issued and outstanding, as stated under such headings in this Circular. Instructions with respect to voting will be respected by the persons designated in the enclosed form of proxy. With respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting, such shares will be voted by the persons so designated in their discretion. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters.

VOTING SHARES

As at July 4, 2019, there were 15,668,023 issued and outstanding common shares of the Corporation. Each common share entitles the holder thereof to one vote. The Corporation has fixed June 11, 2019 as the record date (the "**Record Date**") for the purpose of determining shareholders entitled to receive notice of the Meeting. Pursuant to the *Canada Business Corporations Act*, the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of shareholders entitled to vote as of the Record Date that shows the number of shares held by each shareholder. A shareholder whose name appears on the list referred to above is entitled to vote the shares shown opposite his or her name at the Meeting. A shareholder of record on the Record Date will be entitled to vote those shares included in the list of shareholders entitled to vote at the Meeting, even though the shareholder may subsequently dispose of his or her shares. No shareholder who has become a shareholder after the Record Date will be entitled to attend or vote at the Meeting or any adjournment(s) thereof. The list of shareholders is available for inspection during usual business hours at the registered office of the Corporation, 139 Avenue Québec, Suite 202, Rouyn-Noranda, Québec, and at the Meeting.

PRINCIPAL SHAREHOLDERS

As at July 4, 2019, to the best knowledge of the Corporation, no person beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the common shares of the Corporation.

PRESENTATION OF FINANCIAL STATEMENTS

The audited annual financial statements for the fiscal years of the Corporation ended December 31, 2017 and 2018 will be placed before the Meeting. The audited annual financial statements of the Corporation are included in the Corporation's 2018 Annual Report which was mailed to shareholders who requested the 2018 Annual Report and which is also available on SEDAR at www.sedar.com. Additional copies of the 2018 Annual Report may be obtained from the Corporation upon request and will be available at the Meeting.

ELECTION OF DIRECTORS

The Board of Directors currently consists of three directors. The persons named in the enclosed form of proxy intend to vote for the election of the three nominees whose names are set forth below. Each director will hold office until the next annual meeting of shareholders or until the election of his successor, unless he resigns or his office becomes vacant by removal, death or other cause.

The following table sets out the name of each of the persons proposed to be nominated for election as director, all other positions and offices with the Corporation now held by such person, his municipality of residence and principal occupation, the year in which such person became a director of the Corporation, and the number of common shares of the Corporation that such person has advised are beneficially owned or over which control or direction is exercised by such person as at the date indicated below.

Name, municipality of residence and position with the Corporation	**Principal occupation**	**First year as director**	**Number of shares beneficially owned or over which control is exercised as at July 4, 2019**
Martin Dallaire(1) .... Rouyn-Noranda, Québec, Canada President, Chief Executive Officer and Director	Mining Exploration Consultant	2000	545,558
Donald Lacasse(1)................................ Rouyn-Noranda, Québec, Canada Director Chief Financial Officer, Secretary and Director	Chief Financial Officer of the Corporation and Retired Mining Executive	2004	40,100
Jean-Pierre Landry(1)............................ Rouyn-Noranda, Québec, Canada Director	Retired Mining Executive	2007	950

(1) Member of the Audit Committee. See “Information on the Audit Committee” below for information on the composition of the Audit Committee.

All of the nominees whose names are hereinabove mentioned have previously been elected directors of the Corporation at a shareholders’ meeting for which an information circular was issued.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually.

None of the foregoing nominees for election as director of the Corporation:

(a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:

  (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

  (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

(b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director 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

(c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the foregoing nominees for elections as director of the Corporation has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's executive compensation objectives and process and to discuss compensation relating to each person who acted as President and Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") and the three most highly-compensated executive officers (or three most highly-compensated individuals acting in a similar capacity), other than the CEO and CFO, whose total compensation was more than $150,000 in the Corporation's last financial year (each a "**Named Executive Officer**" and collectively the "**Named Executive Officers**"). For the fiscal year ended December 31, 2018, the Corporation had two Named Executive Officers, namely, the CEO (Martin Dallaire) and CFO (Donald Lacasse).

Compensation Philosophy and Objectives

In light of the Corporation's current stage of development, it does not have a formal compensation program. The Board of Directors meets to discuss and determine management compensation without reference to formal criteria. The general objective of the Corporation's compensation is to: (i) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align management's interests with the long-term interests of shareholders; (iii) provide a compensation package that is commensurate with other junior mining exploration companies in order to enable the Corporation to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Corporation operates by virtue of the fact that it is a junior mining exploration company without a history of earnings.

Compensation Process

The Board of Directors does not have a Compensation Committee. The Board of Directors, as a whole, ensures that total compensation paid to all Named Executive Officers is fair and reasonable and accomplishes the following long-term objectives:

- produce long-term, positive results for the Corporation's shareholders;
- align executive compensation with corporate performance; and
- provide market-competitive compensation and benefits that will enable the Corporation to recruit, retain and motivate the executive talent necessary to be successful.

The Board of Directors also relies on the experience of its members as officers and directors with other junior mining exploration companies in assessing compensation levels.

Analysis of Elements

The compensation paid to Named Executive Officers is comprised of two main components: base salary and long-term incentives, comprised of stock options ("**Options**") granted pursuant to the Corporation's Stock Option Plan adopted by the Board of Directors in 2003, as amended (the "**2003 Plan**"). The following discussion describes the components of compensation and discusses how each component relates to the Corporation's overall executive compensation objective. The Corporation believes that:

- base salaries provide an immediate cash incentive for the Corporation's Named Executive Officers and should be at levels competitive with peer companies that compete with the Corporation for business opportunities and executive talent; and

- Options ensure that the Named Executive Officers are motivated to achieve long-term growth of the Corporation and continuing increases in shareholder value, and provide capital accumulation linked directly to the Corporation's performance.

The Corporation places equal emphasis on base salary and Options as short-term and long-term incentives, respectively.

Base Salaries

The Named Executive Officers receive a base salary which is based primarily on the level of responsibility of the position, the qualifications and experience of the officer and market conditions. The base salary may be paid to the Named Executive Officer or a company controlled by the Named Executive Officer in the form of a consulting fee.

The base salaries of the Named Executive Officers are reviewed annually to ensure that they take into account the following factors: market and economic conditions, levels of responsibility and accountability of each Named Executive Officer, skill and competencies of each individual, retention considerations, and level of demonstrated performance.

Base salaries, including that of the CEO, are reviewed by the Board of Directors on the basis of its opinion as to a fair and responsible compensation package, taking into account the contribution of the CEO to the Corporation's long-term growth and the knowledge of the members of the Board of Directors with respect to remuneration practices in Canada.

Long-Term Incentive Plans and Stock Option Plan

The Corporation has no long-term incentive plans other than the 2003 Plan. The Corporation provides long-term incentive compensation to its Named Executive Officers through the 2003 Plan. Under the 2003 Plan, the Board of Directors of the Corporation may by resolution grant Options to directors, officers and/or employees of, and service providers to, the Corporation, provided that the total number of shares issued under the 2003 Plan does not exceed 10% of the number of shares outstanding from time-to-time. The Board of Directors grants Options from time-to-time based on its assessment of the appropriateness of doing so in light of the long-term strategic objectives of the Corporation, its current stage of development, the need to retain or attract particular key personnel, the number of Options already outstanding and overall market conditions. The Board of Directors views the granting of Options as a means of promoting the success of the Corporation and higher returns to its shareholders. As such, the Board of Directors does not grant Options in excessively dilutive numbers or at exercise prices not reflective of the Corporation's underlying value. In 2018, the Board of Directors did not grant any Options to the Named Executive Officers. The exercise price of Options granted under the 2003 Plan is determined by the Board of Directors at the time the Options are granted, but cannot be less than the market price of the Corporation's common shares on the TSX Venture Exchange at the time of grant, less the permitted discount, subject to a minimum price of $0.05 per share. The Options are not transferable and must be exercised no later than ten years after the date of grant. The Board of Directors may when granting, in its discretion, determine a vesting schedule for such Options, or determined that there shall be no restriction on vesting. The 2003 Plan provides that if the Corporation is required under the *Income Tax Act* (Canada) or any other applicable law to remit to any governmental authority an amount on account of tax on the value of any taxable benefit associated with the exercise of Options by an optionee, then the optionee shall, concurrently with the exercise of the Options: (i) pay to the Corporation, in addition to the exercise price for the Options, sufficient cash as is determined by the Corporation, in its sole discretion, to be the amount necessary to fund the required tax remittance; (ii) authorize the Corporation, on behalf of the optionee, to sell in the market, on such terms and at such time or times as the Corporation determines, in its sole discretion, such portion of the shares being issued upon exercise of the Option as is required to realize cash proceeds in an amount necessary to fund the required tax remittance; or (iii) make other arrangements acceptable to the Corporation, in its sole discretion, to fund the required tax remittance. Under the 2003 Plan, if an optionee dies, any Option held by the optionee may be exercised for a period of one year after the date of death. If an optionee ceases to be eligible under the 2003 Plan for any reason other than death, any Option held by the optionee may be exercised for a period of 90 days after the date of such ineligibility.

Group Benefits/Perquisites

The officers of the Corporation do not benefit from any life, medical, long-term disability or other insurance. None of the officers benefit from a retirement plan.

External Compensation Consultants

During the fiscal years ended December 31, 2017 and 2018, the Corporation did not retain the services of executive compensation consultants to assist the Board of Directors in determining compensation for any of the Corporation's Named Executive Officers or directors.

Assessment of Risks Associated with the Corporation's Compensation Policies and Practices

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

The Board of Directors considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

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

Summary of the Compensation of the Named Executive Officers and Directors

The following table provides information for the fiscal years ended December 31, 2018 and December 31, 2017 regarding compensation paid to or earned by the Named Executive Officers and directors, excluding compensation securities.

Table of compensation excluding compensation securities

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Martin Dallaire President, Chief Executive Officer and Director	2018 2017	60,000[1] 40,000[1]	— —	— —	— —	— —	60,000[1][2] 40,000[1]
Donald Lacasse Chief Financial Officer and Director	2018 2017	— —	— —	— —	— —	— —	— —
Jean-Pierre Landry Director	2018 2017	— —	— —	— —	— —	— —	— —
Jean-François Madore[2] Former Director	2018 2017	— —	— —	— —	— —	— —	— —
Sébastien Bellefleur[3] Former Director	2018 2017	— —	— —	— —	— —	— —	— —

(1) During the fiscal years ended December 31, 2018 and 2017, the Corporation retained the services of a company controlled by Mr. Dallaire to provide consulting services. For the fiscal year ended December 31, 2018, the company controlled by Mr. Dallaire billed the Corporation an amount of $60,000 for such services, of this amount, $10,000 was paid and $50,000 remains to be paid and was accounted for by the Corporation as accounts payable and accrued liabilities in its financial statements for the fiscal year ended December 31, 2018. For the fiscal year ended December 31, 2017, the amount paid to the company controlled by Mr. Dallaire for such services was $40,000.
(2) Mr. Madore resigned as director of the Corporation on March 7, 2019.
(3) Mr. Bellefleur resigned as director of the Corporation on March 7, 2019.

Stock Options and Other Compensation Securities

The following table sets out the details of all compensation securities granted or issued to the Named Executive Officers and directors during the year ended December 31, 2018, the Corporation's most recently-completed financial year.

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**
Martin Dallaire[(1)] President, Chief Executive Officer and Director	—	—	—	—	—	—	—
Donald Lacasse [(2)] Chief Financial Officer and Director	—	—	—	—	—	—	—
Jean-Pierre Landry[(3)] Director	—	—	—	—	—	—	—
Jean-François Madore [(4)] Director	—	—	—	—	—	—	—
Sébastien Bellefleur[(4)] Director	—	—	—	—	—	—	—

(1) Mr. Dallaire held 240,000 Options with respect to 240,000 common shares of the Corporation on the last day of the most-recently completed financial year of the Corporation.
(2) Mr. Lacasse held 142,5000 Options with respect to 142,000 common shares of the Corporation on the last day of the most-recently completed financial year of the Corporation.
(3) Mr. Landry held 110,000 Options with respect to 110,000 common shares of the Corporation on the last day of the most-recently completed financial year of the Corporation.
(4) Each of Messrs. Madore and Bellefleur held no Options of the Corporation on the last day of the most-recently completed financial year. Each of Messrs. Madore and Bellefleur resigned as director of the Corporation on March 7, 2019.

The following table sets out, for each Named Executive Officer and director, the exercise of compensation securities during the year ended December 31, 2018, the Corporation's most recently-completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Martin Dallaire President, Chief Executive Officer and Director	—	—	—	—	—	—	—
Donald Lacasse Chief Financial Officer and Director	—	—	—	—	—	—	—
Jean-Pierre Landry Director	—	—	—	—	—	—	—
Jean-François Madore[(1)] Director	—	—	—	—	—	—	—
Sébastien Bellefleur[(1)] Director	—	—	—	—	—	—	—

(1) Each of Messrs. Madore and Bellefleur resigned as director of the Corporation on March 7, 2019.

As of the date of this Circular, there is no other employment contract between the Corporation and an officer, and there is no plan or compensation mechanism in favor of an officer which could be triggered following a retirement, termination or a change of control.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at December 31, 2018, the end of the Corporation's last fiscal year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Plan Category	**Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)**	**Weighted-average exercise price of outstanding options, warrants and rights (b)**	**Number of shares remaining available for future issuance under the Equity Compensation Plans (excluding securities reflected in column (a)) (c)**
Equity compensation plans previously approved by shareholders	692,500	$0.87	874,302
Equity compensation plans not previously approved by shareholders	—	—	—

The options referred to in the table above were granted under the 2003 Plan. See "Compensation of Executive Officers and Directors — Long Term Incentive Plan and Stock Option Plan" for a description of the material features of the 2003 Plan.

APPOINTMENT OF AUDITORS

At the annual and special meeting held on May 8, 2018, shareholders appointed Dallaire & Lapointe Inc., Chartered Professional Accountants, as the auditor of the Corporation. On April 8 , 2019, the Corporation accepted the resignation of Dallaire & Lapointe Inc., Chartered Professional Accountants, as the auditor of the Corporation and named Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, as the new auditor of the Corporation.

In light of the foregoing, a reporting package is annexed to this Circular as Schedule G, as required by National Instrument *51-102 Continuous Disclosure Obligations*. The reporting package contains a: (i) Notice of Change of Auditors dated April 8, 2019 from the Corporation; (ii) letter dated April 8, 2019 from Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants; and (iii) letter dated April 11, 2019 from Dallaire & Lapointe Inc., Chartered Professional Accountants.

Except where authorization to vote with respect to the appointment of the auditor is withheld, the persons named in the accompanying form of proxy intend to vote FOR the appointment of Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, as the auditor of the Corporation until the next annual meeting of shareholders, at such remuneration as may be determined by the Board of Directors. Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, have served as the auditor of the Corporation since April 8, 2019.

INFORMATION ON THE AUDIT COMMITTEE

Charter of the Audit Committee

The Charter of the Audit Committee is annexed to this Circular as Schedule A.

Composition of the Audit Committee

The Audit Committee is presently composed of Jean-Pierre Landry, Donald Lacasse and Martin Dallaire. Under National Instrument 52-110 *Audit Committees*, a director of an Audit Committee is “independent” if he or she has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member’s independent judgment. The Board of Directors has determined that Jean-Pierre Landry is an independent member of the Audit Committee. The Board of Directors considers that Martin Dallaire and Donald Lacasse are not independent members of the Audit Committee in that Mr. Dallaire is the Chief Executive Officer and President of the Corporation and Mr. Lacasse is the Chief Financial Officer of the Corporation.

Pursuant to the requirements of section 6.1.1 of National Instrument 52-110 *Audit Committees*, the audit committee of a venture issuer, such as the Corporation, must be composed of a minimum of three members, the majority of which must not be executive officers, employees or control persons of the venture issuer or of an affiliate of a venture issuer. The Audit Committee was composed of a majority of independent directors until the recent resignation of two directors. The Board of Directors is in the process of finding a person who will be appointed to the Board of Directors as an independent director, which person will also be appointed as a member of the Audit Committee in replacement of Mr. Dallaire. As a consequence of those recent resignations, the Corporation is relying on the exemption set out in section 6.1.1(6) of National Instrument 52-110 *Audit Committees* with respect to its obligation to have an audit committee composed of a majority of members who are not executive officers, employees or control persons of the Corporation. The appointment of a new director shall be completed by no later than September 7, 2019 unless the Proposed Transaction (as such term is defined below) is completed. In the event the Proposed Transaction is completed, the Audit Committee following such transaction will be composed of a majority of independent directors.

The Board of Directors has determined that each members of the Audit Committee is “financially literate” within the meaning of section 1.6 of National Instrument 52-110 *Audit Committees*, that is, each member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Education and Relevant Experience

The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below.

Jean-Pierre Landry. Jean-Pierre Landry was general manager project and construction for Hecla Mining Company from 2011 to 2014. Mr. Landry received his Engineering degree with honors from McGill University in 1983. Mr. Landry worked with major consulting firms in the mining, industrial and commercial sectors. Mr. Landry was project manager for 14 years within the Noranda Mines group, taking part in both mining and metallurgical projects. Mr. Landry was a member of the Ordre des ingénieurs du Québec and the Association of Professional Engineers of Ontario until recently.

Donald Lacasse. Donald Lacasse (B. Eng. 1971, University of Ottawa) worked as an engineer at Hydro-Québec from May 1972 to April 1998, at which time he retired. Mr. Lacasse has been a director of Radisson Mining Resources Inc. from 2002 to 2015 and he presently serves as its Chief Financial Officer and Corporate Secretary. Mr. Lacasse has extensive expertise in personnel management and overall project management. Mr. Lacasse was a member of the Québec Order of Engineers from 1971 to 2014.

Martin Dallaire. Martin Dallaire is the Chairman, President, Chief Executive Officer and a director of Fieldex. Mr. Dallaire obtained an electrical engineering degree from the Université du Québec in Chicoutimi in 1992 and has more than 15 years of experience in the financial industry, with particular expertise in managing and financing junior mining exploration companies. His experience includes strategic planning, corporate structuring and reorganization, sourcing and structuring public and private financings, due diligence reviews and mergers and acquisitions. Mr. Dallaire is also President and Chief Executive Officer of Visible Gold Mines Inc., a company listed on the TSXV, and was President and Chief Executive Officer of X-Terra Resources Inc. until October 2016 and President, Chief Executive Officer and a director of X-Terra Resources Corporation (now Norvista Capital Corporation) from March 2008 to June 2014; these two companies are also listed on the TSXV. Mr. Dallaire has also been a member of the Surveillance Committee of the FÉRIQUE Funds from 2005 to 2009.

Pre-approval Policies and Procedures for Audit Services

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

External Auditor Fees

(a) **Audit Fees**

"Audit fees" consist of fees for professional services for the audit of the Corporation's annual financial statements, assistance with interim financial statements, and related matters. Dallaire & Lapointe Inc., Chartered Professional Accountants, the Corporation's external former auditor billed the Corporation $19,890 in audit fees during the fiscal year ended December 31, 2018 and billed the Corporation $17,000 in audit fees during the fiscal year ended December 31, 2017.

(b) **Audit-Related Fees**

"Audit-related fees" consist of fees for professional services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and which are not reported under "Audit Fees" above. Dallaire & Lapointe Inc., Chartered Professional Accountants, the Corporation's external former auditor, did not bill the Corporation for audit-related fees during the fiscal years ended December 31, 2018 and 2017.

(c) **Tax Fees**

"Tax fees" consist of fees for professional services for tax compliance, tax advice and tax planning. Dallaire & Lapointe Inc., Chartered Professional Accountants, the Corporation's external former auditor, did not bill the Corporation for tax fees during the fiscal years ended December 31, 2018 and 2017.

(d) **All Other Fees**

Dallaire & Lapointe Inc., Chartered Professional Accountants, the Corporation's external former auditor, billed $14,670 to the Corporation for other services during the fiscal year ended December 31, 2018 and billed $6,765 to the Corporation for other services during the fiscal year ended December 31, 2017.

Reliance on Exemption

The Corporation is relying on the exemption set out in section 6.1 of National Instrument 52-110 *Audit Committees* with respect to certain reporting obligations.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No person who is, or who was at any time during the fiscal year ended December 31, 2018, a director, executive officer or senior officer of the Corporation or a subsidiary thereof, and no person who is a nominee for election as a director of the Corporation, and no associate of such persons, is, or was at any time since the beginning of the fiscal year ended December 31, 2018, indebted to the Corporation or a subsidiary of the Corporation, nor has any such person been indebted at any time since the beginning of the fiscal year ended December 31, 2018 to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or a subsidiary of the Corporation.

RATIFICATION AND CONFIRMATION OF THE 2003 STOCK OPTION PLAN

The 2003 Plan was established by the Board of Directors of the Corporation on May 1, 2003 and approved by the Corporation's shareholders at an annual and special meeting held on July 23, 2003. Initially, 667,880 common shares were reserved for issuance pursuant to the 2003 Plan. On January 18, 2006, the Board of Directors approved an amendment to the 2003 Plan in order to increase the maximum number of common shares reserved for issuance thereunder to 1,959,012, representing less than 10% of the number of issued and outstanding common shares of the Corporation as at the date of such amendment. On June 28, 2006, the Board of Directors approved an amendment to the 2003 Plan in order to increase the maximum number of common shares reserved for issuance thereunder to 2,602,967, representing less than 10% of the number of issued and outstanding common shares of the Corporation as at the date of the amendment. On May 8, 2007, the Board of Directors approved an amendment to the 2003 Plan in order to increase the maximum number of common shares reserved for issuance thereunder to 4,432,049, representing less than 10% of the number of issued and outstanding common shares of the Corporation as at the date of the amendment. On May 23, 2008, the Board of Directors approved an amendment to the 2003 Plan in order to increase the maximum number of common shares reserved for issuance thereunder to a number equal to 10% of the total number of issued and outstanding common shares of the Corporation from time-to-time. Further to this amendment, the number of common shares which may be reserved under the 2003 Plan automatically increases or decreases as the number of issued and outstanding common shares of the Corporation increases or decreases. This is known as a "rolling" stock option plan. The 2003 Plan was again amended in May 2010 so as to increase the maximum period during which an option may be exercised from five to ten years. The 2003 Plan was further amended on May 25, 2011 in light of recent changes to income tax laws in Canada, as a result of which the Corporation is required to withhold and remit to the applicable governmental authority an amount equal to the taxable benefit associated with the exercise of an option. On May 23, 2014, the Board of Directors approved amendments to the 2003 Plan in order to make housekeeping amendments required by the TSX Venture Exchange.

Under TSX Venture Exchange Policy 4.4 *Incentive Stock Options*, a "rolling" stock option plan must receive shareholder approval yearly, at the annual meeting of shareholders. Accordingly, shareholders will be asked to adopt a resolution in the form annexed hereto as Schedule B, ratifying and confirming the 2003 Plan. In order to be adopted, the resolution must be approved by a majority of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting. **Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote FOR the resolution ratifying and confirming the 2003 Plan.** The details of the 2003 Plan are set out on page 8 above under "Compensation of Executive Officers and Directors — Long Term Incentives Plans and Stock Option Plan".

PROPOSED REVERSE TAKE-OVER TRANSACTION WITH COPELAND BIOSCIENCES CORP

On March 18, 2019, the Corporation entered into a letter of intent with to Copeland Biosciences Corp. ("**Copeland Biosciences**"), British Columbia private company, for a reverse-take over transaction. On May 24, 2019 the Corporation entered into a business combination agreement (the "**Definitive Agreement**") with Copeland Biosciences and an amalgamation agreement dated as of May 24, 2019 with Copeland Biosciences and 1209908 B.C. Ltd. ("**Subco**"), a wholly-owned subsidiary of the Corporation incorporated for the purposes of completing the Proposed Transaction (as defined below). Pursuant to the terms of these agreements, the Corporation has agreed to acquire all the issued and outstanding shares of Copeland Biosciences (the "**CBC Shares**") by way of a three-cornered amalgamation among the Corporation, Subco and Copeland Biosciences under the *Business Corporations Act* (British Colombia), which will constitute a "Reverse Takeover" of the Corporation by Copeland Biosciences and its shareholders (the "**Proposed Transaction**").

The Proposed Transaction

Upon the closing of the Proposed Transaction, it is proposed that the Corporation will be listed on the Canadian Securities Exchange (the "**CSE**"), will concurrently de-list from the TSX Venture Exchange (the "**TSXV**"), and will be renamed "Copeland Biosciences Corp." (the "**Resulting Issuer**"). The Resulting Issuer will carry on the business of Copeland

Biosciences as currently constituted. "Majority of the Minority" shareholder approval will be required for the voluntary delisting from the TSXV prior to the completion of the Proposed Transaction.

The Proposed Transaction will be carried out by way of a three-cornered amalgamation among the Corporation, Subco and Copeland Biosciences under the *Business Corporations Act* (British Colombia) which will result in Copeland Biosciences combining its corporate existence with Subco, and the entity resulting from such amalgamation will be a wholly-owned subsidiary of the Corporation.

Prior to the completion of the Proposed Transaction, the 15,668,023 common shares of the Corporation currently issued and outstanding will be consolidated on an anticipated 6.715 for one basis (the "**Consolidation Ratio**") prior to the closing of the Proposed Transaction (the "**Share Consolidation**"). **The Consolidation Ratio may be adjusted to a higher ratio in the event the working capital deficiency of the Corporation exceeds $200,000 at the time of closing of the Proposed Transaction.**

Former Copeland Biosciences shareholders will receive one post-consolidation common share in the capital of the Resulting Issuer in exchange for each common share of Copeland Biosciences (collectively, the "**CBC Shares**") held by them (the "**Exchange Ratio**"). There are currently 98,850,000 CBC Shares issued and outstanding, and assuming completion of the minimum Private Placement (as defined below) there will be approximately an additional 6,666,666 CBC Shares outstanding and assuming the maximum Private Placement there will be approximately an additional 20,000,000 CBC Shares outstanding.

Subject to regulatory approval and applicable securities laws, on closing of the Proposed Transaction, the Resulting Issuer will issue to arm's length persons, as finders' fee, a number of Resulting Issuer Shares equal to 8% of the number of CBC Shares acquired by the Corporation, representing 7,908,000 common shares of the Resulting Issuer (the "**Finder's Shares**").

At the closing of the Proposed Transaction, assuming a Private Placement of a minimum of 6,666,666 Subscription Receipts and a maximum of 20,000,000 Subscription Receipts and based on the number of common shares the Corporation currently issued and outstanding (15,668,023 or 2,333,287 on a post-consolidation basis), there will be a minimum of 115,757,953 and a maximum of 130,491,287 common shares of the Resulting Issuer issued and outstanding (in both cases calculated on a non-diluted basis and including the Finder's Shares but excluding any shares that may be issued pursuant to the Over-Allotment Option (as defined below)), of which: (i) former shareholders of Copeland Biosciences will hold an aggregate of 98,850,000 shares (85.39% in the event of a minimum Private Placement and 76.57% in the event of a maximum Private Placement); (ii) current shareholders of the Corporation will hold an aggregate of 2,333,287 shares (2.02% in the event of a minimum Private Placement and 1.81% in the event of a maximum Private Placement); (iii) new investors will hold in the aggregate a minimum of 6,666,666 shares (5.76%) and maximum of 20,000,000 shares (15.49%); and (iv) the finder's will hold an aggregate of 7,908,000 shares (6.83% in the event of a minimum Private Placement and 6.06% in the event of a maximum Private Placement).

All outstanding stock options of the Corporation not exercised prior to the closing of the Proposed Transaction will be terminated without any payment of consideration thereof immediately prior to the closing of the Proposed Transaction. Each outstanding common share purchase warrants of the Corporation will remain outstanding upon completion of Proposed Transaction but their respective exercise price and the number of common shares for which they can be exercised will be adjusted to reflect the Share Consolidation by the Consolidation Ratio.

The Proposed Transaction is an arm's length transaction subject to requisite regulatory approval, including the approval of the CSE. The parties are in the process of preparing a listing application and a listing statement in accordance with the policies of the CSE, outlining the terms of the Proposed Transaction.

Private Placement

In connection with the Proposed Transaction, Copeland Biosciences will also undertake a placement (the "**Private Placement**") of subscription receipts (the "**Subscription Receipts**") at a price of $0.30 per Subscription Receipt for aggregate gross proceeds of a minimum $2 million and maximum of $6 million. Copeland Biosciences will grant the securities dealer (the "**Agent**") that will be conducting the Private Placement an option to increase the size of the Private Placement by up to an additional 15% for an additional gross proceeds of up to $900,000 (the "**Over-Allotment Option**"). The Private Placement will be conducted on a best effort basis by the Agent, to be engaged by Copeland Biosciences, and is expected to close shortly prior to the closing of the Proposed Transaction.

Each Subscription Receipt will automatically be converted into one unit (a "**Unit**") of Copeland Biosciences immediately prior to the closing of the Proposed Transaction at no additional cost to, and without any further action by, the holder thereof. Each Unit will be comprised of one common share of Copeland Biosciences and one-half of a common share purchase warrant of Copeland Biosciences (each whole warrant, a "**Copeland Warrant**"). Upon the closing of the Proposed Transaction, each whole Copeland Warrant will be exchanged for one common share purchase warrant of the Resulting Issuer and each such whole warrant will entitle the holder thereof to purchase one common share of the Resulting Issuer at a price of $0.60 for a period of 24 months from the closing date of the Proposed Transaction. Copeland Biosciences will pay the Agent a cash commission equal to 7% of the gross proceeds raised by Copeland Biosciences in the Private Placement and will issue to the Agent non-transferable compensation options in an amount equal to 7% of the number of Subscription Receipts sold in the Private Placement. Each compensation option will entitle the holder thereof to acquire one compensation unit (the "**Compensation Unit**") at a price of $0.30 for a period of two years from the closing date of the Proposed Transaction. The Compensation Units will have the same terms as the Units being issued under the Private Placement. All the securities issued in the Private Placement will be, at the time of closing the Proposed Transaction, converted into equivalent securities of the Resulting Issuer on the Exchange Ratio.

The Resulting Issuer will use the net proceeds from the Private Placement to carry out its business plan and for working capital purposes.

Copeland Biosciences Corp.

Copeland Biosciences Corp. is a Canadian-based cannabis pharma company that aims to provide safe and effective remedies to relieve inflammatory pain with propriety formulations in conjunction with modern technology and innovative methods. Copeland Biosciences uses an assortment of technologies and delivery systems designed to enable targeted treatment of affected areas in order to treat individuals. The current technologies being used by Copeland Biosciences revolve around wearable sound wave energy, focal acoustic wave therapy, laser therapy, light energy, heat activation technology, and transdermal methods. By employing unique and innovative medical protocols that have been developed through extensive consultation and testing, Copeland Biosciences has discovered optimal methods for topically applying its extensive range of formulations. These discoveries utilize topical medicine concentrations, including CBN-based remedies, to relieve inflammatory pain.

Copeland Biosciences has an internationally renowned medical advisory board comprised of Sir Dr. Marc Feldmann and Dr. Jagdeep Nanchahal, who researched and practice at the Kennedy Institute at Oxford University, UK. Their current and continual research at a prestigious medical institution will provide invaluable contributions to Copeland's treatment parameters.

Board of Directors and Management of the Resulting Issuer

If the Proposed Transaction is completed, it is expected that the Board of Directors of the Resulting Issuer will be comprised of Dr. Glenn Copeland, Marcy Herriman, Lawrence Pemble and Paul Kelly, each of whom will be appointed by Copeland Biosciences. It is expected that the executive management of Resulting Issuer will be comprised of the Copeland Biosciences' current executive management team, except for its Chief Financial Officer, and that the officers of Resulting Issuer will be Dr. Glenn Copeland (Chairman and Chief Executive Officer) and Marcy Herriman (Chief Operating Officer). The Chief Financial Officer and Corporate Secretary of the Resulting Issuer will consist of two individuals chosen by Copeland Bioscience prior to the closing of the Proposed Transaction and which will be acceptable to the CSE.

Significant Conditions to Completion of the Proposed Transaction

Completion of the Proposed Transaction is subject to a number of conditions including, but not limited to: (i) closing conditions customary to transactions of the nature of the Proposed Transaction; (ii) receipt of regulatory approvals; (iii) listing on the CSE; (iv) shareholders of the Corporation approving the Change of Name, the Delisting from the TSXV and the Share Consolidation; (v) the completion of the minimum Private Placement; and (vi) other actions necessary to complete the Proposed Transaction. There can be no assurance that the Proposed Transaction, the Private Placement, the Share Consolidation, Change of Name, delisting from the TSXV or any CSE listing will be completed as proposed or at all.

Information Relating to Copeland Biosciences Corp.

All information contained in this Circular relating to Copeland Biosciences, including information on Copeland Biosciences' business and its directors and officers, has been provided to the Corporation by Copeland Biosciences. The Corporation has relied upon this information without having made independent inquiries as to its accuracy or completeness. The Corporation assumes no responsibility for the inaccuracy or incompleteness of any information provided by Copeland Biosciences, or for any failure of Copeland Biosciences to disclose events that may have occurred or that may affect the significance or accuracy of any such information or for any failure of Copeland Biosciences to update or amend such information, whether as a result of new information, future events or otherwise.

CHANGE OF NAME

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve a special resolution (the "**Change of Name Special Resolution**"), authorizing an amendment to the Articles of the Corporation so as to change the corporate name of the Corporation to "Copeland Biosciences Corp." or other similar name, in order to reflect the Proposed Transaction (the "**Change of Name**"). The Change of Name Special Resolution is annexed hereto as Schedule C. In order to be adopted, the Change of Name Special Resolution must be approved by at least two-thirds of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting. **Unless instructed otherwise, the management designees of the Corporation in the accompanying form of proxy or voting instruction form intend to vote FOR the Change of Name Special Resolution.**

If the Change of Name Special Resolution is adopted by the shareholders, Articles of amendment will be filed only upon the completion of the Proposed Transaction.

CHANGE OF REGISTERED OFFICE

At present, the Articles of the Corporation provide that the place in Canada where the registered office of the Corporation is to be situated is Québec. The Board of Directors has determined that in the event that the Proposed Transaction is completed it is in the best interest of the Corporation to amend the Articles of the Corporation so that the place in Canada where the registered office of the Corporation is to be situated is Ontario so as to better reflect the current place of business of Copeland Biosciences.

Accordingly, shareholders will be asked to approve a special resolution in the form annexed hereto as Schedule D ("**Registered Office Special Resolution**"), authorizing an amendment to the Articles of the Corporation so that the province in Canada where the registered office is situated is changed from Québec to Ontario. In order to be adopted, the Registered Office Special Resolution must be approved by at least two-thirds of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting. **Unless instructed otherwise, the management designees of the Corporation in the accompanying form of proxy or voting instruction form intend to vote FOR the Registered Office Special Resolution.**

If the Registered Office Special Resolution is adopted by the shareholders, Articles of amendment will be filed only upon the completion of the Proposed Transaction.

DELISTING FROM THE TSX VENTURE EXCHANGE

At the Meeting, shareholders will be asked to approve an ordinary resolution in the form annexed hereto as Schedule E, authorizing the Corporation to voluntarily delist (the "**Delisting**") the Corporation's common shares from the TSXV and apply to list its common shares on the Canadian Stock Exchange (the "**CSE**"). The implementation of the Delisting is conditional upon the Corporation obtaining any necessary regulatory consents.

The Delisting is being sought on the basis that a listing on the CSE would provide a more advantageous market environment to the Corporation's business following completion of the Proposed Transaction with Copeland Biosciences.

The Corporation proposes to complete the Proposed Transaction after the Delisting and prior to listing its common shares on the CSE. The completion of the Proposed Transaction is subject to a number of conditions and there can be no assurance that the Corporation will complete the Proposed Transaction.

In accordance with TSXV policies, the Delisting must be approved by a majority of the votes cast by the holders of common shares who vote at the Meeting, other than promoters, directors, officers or other insiders of the Corporation and their Associates and Affiliates (as such terms are defined within the meaning of TSXV policies) (the "**Delisting Resolution**"). To the knowledge of the Corporation and its directors and officers after reasonable inquiry, it is expected that the votes in respect of an aggregate of 586,608 common shares, being shares held or controlled by Promoters, directors, officers or other insiders of the Corporation and their respective Associates and Affiliates (as such terms are defined within the meaning of TSXV policies) (the “**Interested Persons**”), and representing approximately 3.74% of the issued and outstanding common shares as at the Record Date, will be excluded in determining whether approval of the Delisting Resolution is obtained.

In order to be adopted, the Delisting Resolution must be approved by a majority of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting but excluding the votes cast by the Interested Persons. **Unless instructed otherwise, the management designees of the Corporation in the accompanying form of proxy or voting instruction form intend to vote FOR the Delisting Resolution.**

CONSOLIDATION OF SHARES

As at July 4, 2019, there were 15,668,023 issued and outstanding common shares of the Corporation. The Board of Directors of the Corporation believes that the Share Consolidation may be in the best interest of the Corporation and its shareholders in order to provide the Corporation with a share capital structure that will better attract financing opportunities and enhance future growth opportunities and that without a share consolidation, it may be not possible for the Corporation to complete the Proposed Transaction.

Accordingly, shareholders will be asked to approve a special resolution in the form annexed to this Circular as Schedule F (the “**Share Consolidation Special Resolution**”), authorizing, if deemed advisable by the Board of Directors, an amendment to the Articles of the Corporation so as to consolidate the issued and outstanding common shares of the Corporation on the basis of one common share for a maximum of every ten (10) common shares issued and outstanding. In order to be adopted, the Special Resolution must be approved by at least two-thirds of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting. **The Board of Directors recommends that shareholders vote FOR the Share Consolidation Special Resolution**.

If the Share Consolidation Special Resolution is adopted by the shareholders, Articles of Amendment will be filed if and only if the completion of the Proposed Transaction is imminent. In such event, subject to the maximum referred to above, the determination of the basis for the consolidation will be at the discretion of the Board of Directors. **Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote FOR the Share Consolidation Special Resolution.** The amendment of the Articles will not have any effect on the day-to-day operations of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No “informed person” of the Corporation, that is: (a) the directors and executive officers of the Corporation; (b) any person who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the Corporation’s outstanding voting shares; (c) any director or executive officer of a person referred to in (b) above; or (d) any associate or affiliate of any “informed person” of the Corporation, has any material interest, direct or indirect, in any transaction since January 1, 2018 or in any proposed transaction which has materially affected or would materially affect the Corporation, other than during the fiscal year ended December 31, 2018, the Corporation retained the services of a company controlled by Martin Dallaire to provide consulting services. For the fiscal year ended December 31, 2018, the company controlled by Mr. Dallaire billed the Corporation an amount of $60,000 for such services, of this amount, $10,000 was paid and $50,000 remains to be paid and was accounted for by the Corporation as accounts payable and accrued liabilities in its financial statements for the fiscal year ended December 31, 2018. Mr. Dallaire is the President and Chief Executive Officer of the Corporation.

OTHER MATTERS

Management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

SHAREHOLDER PROPOSALS

The *Canada Business Corporations Act* provides, in effect, that a registered holder or beneficial owner of shares that are entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (referred to as a “**Proposal**”) and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The *Canada Business Corporations Act* further provides, in effect, that the Corporation must set out the Proposal in its management proxy circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management proxy circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation at least 90 days before the anniversary date of the notice of meeting that was sent to the shareholders in connection with the previous annual meeting of shareholders of the Corporation. As the notice in connection with the Meeting is dated July 4, 2019, the deadline for submitting a proposal to the Corporation in connection with the next annual meeting of shareholders is April 4, 2020.

The foregoing is a summary only; shareholders should carefully review the provisions of the *Canada Business Corporations Act* relating to Proposals and consult with a legal advisor.

CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

1. Board of Directors

Disclose how the board of directors facilitates its exercise of independent supervision over management, including:

(a) the identity of directors who are independent; and

(b) the identity of directors who are not independent, and the basis for that determination.

The Board of Directors considers that Jean-Pierre Landry is independent within the meaning of National Instrument 52-110 *Audit Committees.*

The Board of Directors considers that Martin Dallaire and Donald Lacasse are not independent within the meaning of National Instrument 52-110 *Audit Committees* in that Messrs. Dallaire and Lacasse are senior officers of the Corporation.

One of the current three directors is independent; the Board of Directors is thus not composed of a majority of independent directors. The Board of Directors was composed of a majority of independent directors until the recent resignation of two directors. The Board of Directors is in the process of finding a person who will be appointed to the Board of Directors as an independent director. In the event the Proposed Transaction is completed, the Board of Directors to be appointed following such transaction will be composed of a majority of independent directors.

2. Directorships

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following directors are currently directors of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name of Director	**Issuer**
Martin Dallaire	Visible Gold Mines Inc.

3. **Orientation and Continuing Education**

Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.

The Corporation does not currently have a formal orientation program for new directors. The Board of Directors has not taken any measures to provide continuing education for the directors.

4. **Ethical Business Conduct**

Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

In light of the Corporation's stage of development and its limited number of employees, the Board of Directors has not taken formal steps to encourage and promote a culture of ethical business conduct. The Corporation does take measures to ensure that the directors do not trade in the Corporation's shares at a time when disclosure of material information is pending.

5. **Nomination of Directors**

Disclose what steps, if any, are taken to identify new candidates for board nomination, including:

(i) *who identifies new candidates; and*

(ii) *the process of identifying new candidates.*

The Board of Directors, as a whole, is responsible for recommending potential new directors and assessing the performance and contribution of directors. The Board of Directors will consider new candidates for nomination, if deemed necessary. The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

6. **Compensation**

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:

(i) *who determines compensation; and*

The compensation of the directors and Chief Executive Officer of the Corporation is determined by the Board of Directors. In determining the compensation of the directors and the Chief Executive Officer, the Board of Directors considers the size of the Corporation, its financial resources and the contribution of the Chief Executive Officer and directors to the Corporation's growth. During the fiscal year ended December 31, 2018, no directors received cash compensation for serving in that capacity.

(ii) *the process for determining compensation.*

The process by which the Corporation currently determines the compensation of the executive officers of the Corporation is described in the section entitled "Compensation of Executive Officers and Directors – Compensation Discussion and Analysis" above.

7. **Other Board Committees**

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board of Directors does not have any committees other than the Audit Committee.

8. **Assessments**

Disclose what steps, if any, that the Board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

The Board of Directors is responsible for assessing the effectiveness of the Board of Directors, its committees and individual directors and the competence and qualifications that each director is required to bring to the Board of Directors. Although no formal process has been put in place for such assessment, the Board of Directors conducts informal assessments on an as-needed basis. In this regard, the Board of Directors from time-to-time examines and comments on its effectiveness and that of its committees, and makes adjustments when warranted.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This Circular contains certain forward-looking information. Words such as “may”, “would”, “could”, “will”, “expects”, “anticipates”, “believes”, variations of such words and similar expressions are intended to identify such forward-looking information. Specifically, and without limiting the generality of the foregoing, all information included in this Circular that addresses activities, events or developments that the Corporation, Copeland Biosciences, the Resulting Issuer expects or anticipates will or may occur in the future, including, but not limited to, such things as future capital (including the amount and nature thereof), projects under development, goals, objectives, plans and references to the future success of such entities is forward-looking information. This forward-looking information includes, or may be based upon, estimates, forecasts and statements as to management’s expectations with respect to, among other things, obtaining all requisite regulatory and shareholder approvals in respect of the Proposed Transaction, including the Change of Name, the Change of Registered Office, the Delisting, the listing of the common shares of the Resulting Issuer on the CSE, the Share Consolidation and the completion of the Private Placement, the ability of the Resulting Issuer to raise funding privately or on a public market in the future, the future growth of the Resulting Issuer and the timing and execution of its future business plans. Actual results could differ materially from those expressed or implied by such forward-looking information as a result of certain factors described in this Circular; general economic, market or business conditions; the opportunities (or lack thereof) that may be presented to and pursued by these entities; changes in laws or regulations; and other factors, many of which are beyond the control of these entities.

Readers are cautioned not to place undue reliance on forward-looking information contained in this Circular, which reflects the analysis of the management of the Corporation and of Copeland Biosciences, as appropriate, only as of the date of this Circular. There can be no assurance that the actual results or developments anticipated by the Corporation or Copeland Biosciences or the Resulting Issuer will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Resulting Issuer, any of the business or operations of the Resulting Issuer. The Corporation, Copeland Biosciences and the Resulting Issuer do not intend, and do not assume any obligation, to update such forward-looking information, except in accordance with securities laws.

ADDITIONAL INFORMATION

Financial information about the Corporation is contained in its financial statements and Management's Discussion and Analysis for the fiscal year ended December 31, 2018, and additional information about the Corporation is available on SEDAR at www.sedar.com.

If you would like to obtain, at no cost to you, a copy of any of the following documents:

(a) the financial statements of the Corporation for the fiscal year ended December 31, 2018 together with the accompanying report of the auditors thereon and any interim financial statements of the Corporation for periods subsequent to December 31, 2018 and Management's Discussion and Analysis with respect thereto; and

(b) this Circular,

please send your request to:

Fieldex Exploration Inc.
139 Avenue Québec, Suite 202
Rouyn-Noranda, Québec J9X 6M8

Telephone: (819) 762-0609
Telecopier: (819) 762-0097

AUTHORIZATION

The contents and the mailing of this Circular have been approved by the Board of Directors of the Corporation.

(signed) Martin Dallaire

Martin Dallaire
President and Chief Executive Officer

DATED at Rouyn-Noranda, Québec
July 4, 2019

SCHEDULE A

CHARTER OF THE AUDIT COMMITTEE

Charter of the Audit Committee

1. **General**

The Board of Directors of Fieldex Exploration Inc. (the "**Corporation**") has delegated the responsibilities, authorities and duties described below to the Audit Committee of the Board of Directors (the "**Audit Committee**").

The Audit Committee will provide independent review and oversight of the Corporation's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the oversight of the Corporation's external auditors. In so doing, the Audit Committee will comply with all applicable Canadian securities laws, rules and guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.

2. **Members**

The Audit Committee shall be composed of a minimum of three members. Members of the Audit Committee shall be appointed by the Board of Directors. In this regard, the Board of Directors, at its first meeting held after an annual meeting of shareholders, shall appoint the members of the Audit Committee to hold office until the next annual meeting of shareholders. The Board of Directors may at any time appoint additional members of the Audit Committee, remove or replace any member of the Audit Committee, or fill any vacancy on the Audit Committee. Any member of the Audit Committee ceasing to be a director shall cease to be a member of the Audit Committee. The Board of Directors shall fill a vacancy if the membership of the Audit Committee is less than three directors as a result of such vacancy. The Chair of the Audit Committee may be designated by the Board of Directors or, if it does not do so, the members of the Audit Committee may elect a Chair by vote of a majority of the full Audit Committee membership.

A majority of the members of the Audit Committee shall be "independent" within the meaning of National Instrument 52-110 *Audit Committees.*

3. **Meetings**

The Audit Committee shall meet at least quarterly at such times and locations as the Chair of the Audit Committee shall determine, provided that meetings shall be scheduled so as to permit the timely review of the Corporation's quarterly and annual financial statements and the related management's discussion and analysis and earnings press releases. The external auditor or any two members of the Audit Committee may also request a meeting of the Audit Committee. The Chair of the Audit Committee shall hold *in camera* sessions of the Audit Committee, without management present, at every meeting. The Audit Committee may invite such other persons to its meetings as it deems appropriate in order to carry out its duties.

The Audit Committee shall submit the minutes of all meetings to the Board of Directors, and when so requested, shall review the matters discussed at an Audit Committee meeting with the Board of Directors.

A quorum for any meeting shall be two members of the Audit Committee.

The Audit Committee shall have the authority to require the attendance of the Corporation's officers at meetings of the Audit Committee, as it deems appropriate or necessary.

4. **Committee Charter**

The Audit Committee shall review and reassess the adequacy of this charter at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Board of Directors, if necessary.

5. **Duties of the Audit Committee**

The Audit Committee shall have the following duties:

(a) ***Oversight of Financial Information and Reporting***

(i) The Audit Committee shall review, with management and the external auditor, and recommend to the Board of Directors for approval, before their release, the annual financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases.

(ii) The Audit Committee shall review, with management and the external auditor, if deemed necessary, and recommend to the Board of Directors for approval, before their release, the interim financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases.

(iii) The Audit Committee shall review, with management and the external auditor, and recommend to the Board of Directors for approval, any financial statements of the Corporation which have not previously been approved by the Board of Directors and which are to be included in a prospectus or other public disclosure document of the Corporation.

(iv) The Audit Committee shall consider and be satisfied that adequate policies and procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements (other than disclosure referred to above), and periodically assess the adequacy of such procedures.

(b) ***Relationship with External Auditors***

The Audit Committee shall recommend to the Board of Directors the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or test services for the Corporation and shall recommend to the Board of Directors the compensation of the external auditor. The external auditor is required to be an auditor registered with the Canadian Public Accountability Board ("**CPAB**") that is in compliance with any restrictions or sanctions imposed by the CPAB.

The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.

(c) ***Pre-Approval of Non-Audit Services***

The Audit Committee shall pre-approve all non-audit services to be provided to the Corporation (or any subsidiary entities) by the Corporation's external auditor.

(d) ***Complaints Procedure***

The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(e) ***Hiring Policies***

The Audit Committee shall 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.

(f) ***Reporting***

The Audit Committee shall report regularly to the Board of Directors regarding any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the external auditor, or the internal audit function.

6. **Authority to Engage Independent Counsel and Advisors**

The Audit Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee, and to communicate directly with the internal and external auditors.

The Corporation shall provide appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board of Directors, for: (a) payment of compensation to the external auditors employed by the issuer for the purpose of rendering or issuing an audit report; (b) payment of compensation to any advisors employed by the Audit Committee; and (c) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall have the authority, within the scope of its responsibilities, to seek any information it requires from any employee of the Corporation and from external parties.

SCHEDULE B

SHAREHOLDERS' RESOLUTION

Ratification and Confirmation of 2003 Stock Option Plan

BE AND IT IS HEREBY RESOLVED:

THAT the 2003 Stock Option Plan, as amended, of the Corporation, as described in the Management Information Circular of the Corporation dated July 4, 2019, be and it is hereby ratified and confirmed.

SCHEDULE C

CHANGE OF NAME SPECIAL RESOLUTION

BE AND IT IS HEREBY RESOLVED:

THAT the Articles of the Fieldex Exploration Inc. (the "**Corporation**") be amended so that the name of the Corporation is changed to "Copeland Biosciences Corp." or such other name as may be selected by the directors of the Corporation in their discretion;

THAT the officers and directors of the Corporation are hereby authorized to file Articles of Amendment with Innovation, Science and Economic Development Canada **-** Corporations Canada if and when deemed advisable by the Board of Directors of the Corporation in its discretion and to do all other things necessary in order to give effect to the foregoing; and

THAT notwithstanding that this resolution has been duly passed by the shareholders, the Board of Directors is hereby authorized and empowered, if it decides not to proceed with this resolution, to revoke this resolution in whole or in part at any time prior to it being given effect without further notice to, or approval of, the shareholders.

SCHEDULE D

CHANGE OF REGISTERED OFFICE SPECIAL RESOLUTION

BE AND IT IS HEREBY RESOLVED:

THAT the Articles of the Corporation be amended so that the province or territory in Canada where the registered office is to be situated is Ontario;

THAT the officers and directors of the Corporation are hereby authorized to file Articles of amendment with Innovation, Science and Economic Development Canada **-** Corporations Canada if and when deemed advisable by the Board of Directors of the Corporation in its discretion and do all other things necessary in order to give effect to the foregoing; and

THAT notwithstanding that this resolution has been duly passed by the shareholders, the Board of Directors is hereby authorized and empowered, if it decides not to proceed with this resolution, to revoke this resolution in whole or in part at any time prior to it being given effect without further notice to, or approval of, the shareholders.

SCHEDULE E

DELISTING FROM THE TSX VENTURE EXCHANGE RESOLUTION

BE AND IT IS HEREBY RESOLVED:

THAT the Corporation is hereby authorized to voluntarily delist its common shares from the TSX Venture Exchange (the "**Delisting**");

THAT the Corporation is further hereby authorized to seek approval from the Canadian Stock Exchange, or other qualified stock exchange, to list its common shares for public trading;

THAT notwithstanding that these resolutions have been duly approved by the shareholders of the Corporation, the Board of Directors of the Corporation, in its sole discretion and without the requirement to obtain any further approval from the shareholders of the Corporation, is hereby authorized and empowered to revoke this resolution at any time before it is acted upon without further approval from the shareholders;

THAT any one director or officer of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and instruments required to give effect to this resolution;

THAT notwithstanding the approval by the shareholders of the Corporation of this resolution, The Board of Directors of the Corporation is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the delisting from the TSX Venture Exchange without further approval, ratification or confirmation by the shareholders of the Corporation"; and

THAT irrespective of whether the Delisting Resolution is approved at the Meeting, the Board of Directors may elect not to proceed with the Delisting, at the Board of Directors' discretion.

SCHEDULE F

SHARE CONSOLIDATION SPECIAL RESOLUTION

BE AND IT IS HEREBY RESOLVED:

THAT the Articles of the Corporation be amended so that the issued and outstanding common shares of the Corporation are consolidated on the basis of one common share for a maximum of every ten (10) common shares then issued and outstanding;

THAT, subject to the maximum set out above, the determination of the basis for the share consolidation shall be at the discretion of the Board of Directors of the Corporation;

THAT the officers and directors of the Corporation are hereby authorized to file Articles of Amendment with Innovation, Science and Economic Development Canada — Corporations Canada if and when deemed advisable by the Board of Directors of the Corporation in its discretion, but in no case later than twelve months from the date hereof, and do all other things necessary in order to give effect to the foregoing; and

THAT notwithstanding that this resolution has been duly passed by the shareholders, the Board of Directors is hereby authorized and empowered, if it decides not to proceed with this resolution, to revoke this resolution in whole or in part at any time prior to it being given effect without further notice to, or approval of, the shareholders.

SCHEDULE G

REPORTING PACKAGE FOR CHANGE OF AUDITORS

AUTORITÉ DES MARCHÉS FINANCIERS
800 Square Victoria, 22e Étage
C.P. 246
Montréal, QC, H4Z 1G3

BRITISH COLUMBIA SECURITIES COMMISSION
701 W. Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, BC, V7Y 1L2

ALBERTA SECURITIES COMMISSION Suite 600, 250 – 5th Street SW,
Calgary, AB, T2P 0R4

DALLAIRE & LAPOINTE INC.
69 rue Perreault est
Rouyn-Noranda, QC, J9X 3C1

RAYMOND CHABOT GRANT THORNTON
50 avenue Dallaire
Rouyn-Noranda, QC, J9X 4S7

Objet : Avis de changement d'auditeur

En conformité avec l'article 4.11 du Règlement 51-102 sur les obligations d'information continue (le « **Règlement 51-102** »), nous vous avisons que:

1. Dallaire & Lapointe, de Rouyn-Noranda, Québec (l'**"auditeur prédécesseur"**) a démissionné comme auditeur de Fieldex Exploration inc. (la **"Société"**).
2. Raymond Chabot Grant Thornton, S.E.N.C.R.L. de Rouyn-Noranda, Québec (le **"nouvel auditeur"**) a été nommé auditeur de la Société.
3. La démission de l'auditeur prédécesseur et la nomination du nouvel auditeur ont été approuvées par le conseil d'administration de la Société.
4. Aucun des rapports de l'auditeur prédécesseur pour la période pertinente (telle que définie au Règlement 51-102) ne comportait une opinion modifiée.
5. De l'avis de la Société, il n'y a aucun évènement à déclarer (tel que défini au Règlement 51-102).

Daté ce 8 avril 2019

Signé: *(s) Martin Dallaire*
Martin Dallaire Président

SUITE 202 139 QUEBEC AVENUE, ROUYN-NORANDA (QUEBEC) CANADA J9X 6M8
TEL.: 819.762.0609 • FAX: 819.762.0097 • info@fieldexexploration.com

Raymond Chabot Grant Thornton

Raymond Chabot Grant Thornton
S.E.N.C.R.L.
50 avenue Dallaire
Rouyn-Noranda QC J9X 4S7

Téléphone : 819 762-1714
Télécopieur : 819 792-3306
www.rcgt.com

AUTORITÉ DES MARCHÉS FINANCIERS
800, Square Victoria, 22e Étage
C.P. 246
Montréal, QC, H4Z 1G3

BRITISH COLUMBIA SECURITIES COMMISSION
701 W. Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, BC, V7Y 1L2

ALBERTA SECURITIES COMMISSION
Suite 600, 250 – 5th Street SW,
Calgary, AB, T2P 0R4

DALLAIRE & LAPOINTE INC.
69, rue Perreault Est
Rouyn-Noranda QC J9X 3C1

EXPLORATION FIELDEX INC.
139, boul. Québec, bureau 202
Rouyn-Noranda QC J9X 6M8

Objet : Avis de changement d'auditeur

Nous avons lu l'Avis de changement d'auditeur que Exploration Fieldex Inc. a émis en date du 8 avril 2019 et nous sommes d'accord avec les déclarations qu'il contient.

Veuillez agréer, Mesdames, Messieurs, l'expression de nos sentiments les meilleurs.

Daté ce 8 avril, 2019

[1]

Raymond Chabot Grant Thornton S.E.N.C.R.L.

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[1] CPA auditeur, CA permis de comptabilité publique nº A119351

DALLAIRE & LAPOINTE INC.

MARC DALLAIRE, CPA, CA
RAYMOND LAPOINTE, CPA, CA
FRANÇOIS DUMONT, CPA, CA

À l'attention de : Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission

Nous avons lu les déclarations d'Exploration Fieldex inc. formulées dans l'avis de changement d'auditeur daté du 8 avril 2019, et nous comprenons qu'il sera déposé conformément à l'article 4.11 du Règlement 51-102.

Nous exprimons notre accord avec les déclarations contenues dans l'avis de changement d'auditeur daté du 8 avril 2019.

Veuillez agréer nos salutations distinguées.

Dallaire Lapointe inc

Dallaire & Lapointe inc.

Par : François Dumont, CPA, Auditeur, CA
Associé, permis de comptabilité publique no A117 035

Rouyn Noranda (Québec)
Le 11 avril 2019