

DV RESOURCES LTD.

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INFORMATION CIRCULAR

(containing information as at May 1, 2017 unless indicated otherwise)

**For the Annual General and Special Meeting
to be held on Monday, June 5, 2017**

SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation of proxies by the management of **DV RESOURCES LTD.** (the "**Corporation**") for use at the annual general and special meeting (the "**Meeting**"), of the shareholders (the "**Shareholders**") of the Corporation, to be held on **Monday, June 5, 2017** at the time and place and for the purposes set forth in the accompanying notice of meeting and at any adjournment thereof. The enclosed instrument of proxy is solicited by the management of the Corporation. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Corporation. The cost of solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Corporation. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE CORPORATION'S REGISTRAR AND TRANSFER AGENT, TMX EQUITY TRANSFER SERVICES, 200 UNIVERSITY AVENUE, SUITE 300, TORONTO, ONTARIO, M5H 4H1 NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The Proxy must be signed and dated by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a Proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited with the Corporation's registrar and transfer agent, **TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1**, at any time up to and including the last business day preceding the Meeting, or any adjournment of it, at which the Proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED

UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this information circular, the management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority greater than one-half of the votes cast will be required unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested shareholder approval, common shares held by shareholders of the Corporation who have an interest in the motion and common shares held by their "associates", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

General

The authorized capital of the Corporation consists of an unlimited number of common shares without par value and 314,478 Class A convertible special shares without par value, the holders of which are at any time entitled to convert any or all of their shares into common shares on a one-for-one basis. There were 33,980,466 common shares of the Corporation issued and outstanding as of the close of business on May 1, 2017, each share carrying the right to one vote. There were 19,534 Class A convertible special shares issued and outstanding as of the close of business on May 1, 2017, each share carrying the right to one vote.

Only Shareholders of record as at the close of business on May 1, 2017 (the "**Record Date**") who either personally attend the Meeting or who have completed and delivered a form of Proxy in the manner and subject to the provisions described under the heading "Appointment and Revocation of Proxies" shall be entitled to vote, or have their common shares voted, at the Meeting, or any adjournment thereof. On any poll, each Shareholder of record holding common shares of the Corporation on the Record Date is entitled to one vote for each common share registered in his or her name on the list of shareholders as at the Record Date.

Advice to Beneficial Holders of Common Shares

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

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the common shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions

respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such common shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting common shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote common shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their common shares as a proxyholder.

The Corporation will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Corporation. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The Corporation is not relying on the "notice-and-access" delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

Principal Holders of Voting Shares

To the knowledge of the directors and senior officers of the Corporation, as of October 27, 2016, there are no persons or corporations that beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Corporation other than:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding Shares
Brian Paes-Braga	7,000,000	20.58%

EXECUTIVE COMPENSATION

Definitions: For the purpose of this Information Circular:

"**Chief Executive Officer**" or "**CEO**" of the Corporation means an individual who acted as chief executive officer of the Corporation or acted in a similar capacity for any part of the financial years ended November 30, 2015 or November 30, 2016.

"**Chief Financial Officer**" or "**CFO**" of the Corporation means an individual who acted as chief financial officer of the Corporation or acted in a similar capacity for any part of the financial years ended November 30, 2015 or November 30, 2016.

"**closing market price**" means the price at which the Corporation's security was last sold, on the applicable date, in the security's principal marketplace in Canada.

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time.

"**executive officer**" of the Corporation means an individual who at any time during the financial years ended November 30, 2015 and November 30, 2016 was:

- (a) a chair, vice-chair or president of the Corporation;
- (b) a vice-president of the Corporation in charge of a principal business unit, division or function including sales, finance or production; or
- (c) performing a policy-making function in respect of the Corporation.

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period.

"incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan.

"Named Executive Officers" or **"NEOs"** means the following individuals:

- (a) each CEO;
- (b) each CFO;
- (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the financial years ended November 30, 2015 and November 30, 2016 whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each additional individual who would be a NEO under (c) above, but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the financial years ended November 30, 2015 and November 30, 2016.

"non-equity incentive plan" means an incentive plan or portion of an incentive plan that is not an equity incentive plan.

"option-based award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

STATEMENT OF EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The compensation of the Corporation's Named Executive Officers has been established with a view to attracting and retaining executives critical to the Corporation's short and long-term success and to continue providing executives with compensation that is in accordance with existing market standards generally and competitive within the mining industry, in particular.

Compensation of the Corporation's Named Executive Officers is comprised of a base salary and the grant of options to purchase common shares under the Corporation's stock option plan (as more particularly described below). Through its executive compensation practices, the Corporation seeks to provide value to its shareholders through a strong executive leadership. Specifically, the Corporation's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's success, align the interests of the Corporation's executives and shareholders by motivating executives to increase shareholder value.

Within the context of the overall objectives of the Corporation's compensation practices, the Corporation determined the specific amounts of compensation to be paid to each of its executives during the year ended November 30, 2015 and the year ended November 30, 2016 based on a number of factors, including the Corporation's understanding of the amount of compensation generally paid by similarly situated companies to their executives with similar roles and responsibilities; the Corporation's executive performance during the fiscal year, the roles and responsibilities of the Corporation's executives, the individual experience and skills of, and expected contributions from, the Corporation's executives, the Corporation's executives' historical compensation and performance within the Corporation, and any contractual commitments the Corporation has made to its executives regarding compensation.

The board of directors of the Corporation (the "Board of Directors" or "Board") has not conducted a formal evaluation of the implications of the risks associated with the Corporation's compensation policies. Risk management is a consideration of the Board of Directors when implementing its compensation policies and the Board of Directors do not believe that the Corporation's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Corporation.

Base Salary

The Corporation's approach is to pay its executives a base salary that is competitive with those of other executive officers in similar companies. The Corporation believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Corporation also believes that attractive base salaries can motivate and reward executives for their overall performance. The Corporation has not entered into any management agreements with its executive officers.

Option Based Awards

The Corporation has in effect a stock option plan (the "Stock Option Plan") in order to provide effective incentives to directors, officers, senior management personnel, employees and consultants of the Corporation and to enable the Corporation to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Corporation's Shareholders. The Corporation has no equity compensation plans other than the Stock Option Plan. The Stock Option Plan is an important part of the Corporation's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the common shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Corporation and the degree to which such executive officer's long term contribution to the Corporation will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants. The Corporation also grants options to charitable organizations as part of its commitment to social responsibility.

The Corporation is seeking the approval of the Shareholders at the Meeting to adopt a new form of stock option plan (the "New Option Plan") to comply with the requirements of the TSX Venture Exchange whereby a maximum of 10% of the issued shares of the Corporation, from time to time, may be reserved for issuance pursuant to the exercise of options. The significant terms of the New Stock Option Plan are set out below under the heading "Particulars of Other Matters to be Acted Upon – Adoption of New Option Plan". No stock options were granted under the Corporation's Stock Option Plan during the financial years ended November 30, 2015 or November 30, 2016.

Use of Financial Instruments

The Corporation does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

Named Executive Officers Compensation

In accordance with the provisions of applicable securities legislation, the Corporation had three (3) Named Executive Officers during the financial year ended November 30, 2015, namely Clinton Smyth, Peter W. Hogg and Carl R. Jonsson. During the financial year ended November 30, 2016 the Corporation had four (4) Named Executive Officers, namely Clinton Smyth, Peter W. Hogg, Carl R. Jonsson and Thomas E. Wharton Jr.

The following table sets out certain information respecting the compensation paid to the Named Executive Officers of the Corporation during the financial years ended November 30, 2016, 2015, 2014 and 2013. These individuals are referred to collectively as "**Named Executive Officers**" or "**NEOs**".

SUMMARY COMPENSATION TABLE

NEO Name And Principal Position	Financial Year ended November 30	Salary (\$)	Share- based awards (\$)	Option -based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other comp- ensation (\$)	Total comp- ensation (\$)
					Annual incentive plans	Long- term incentive plans			
Thomas E. Wharton Jr. President, CEO and a director	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Peter W. Hogg CFO	2016	Nil	Nil	Nil	Nil	Nil	Nil	3,210	3,210
	2015	Nil	Nil	Nil	Nil	Nil	Nil	16,025	16,025
	2014	Nil	Nil	Nil	Nil	Nil	Nil	18,750	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	21,150	Nil
Carl R. Jonsson Secretary and a director	2016	Nil	Nil	Nil	Nil	Nil	Nil	13,940 ⁽¹⁾	13,940
	2015	Nil	Nil	Nil	Nil	Nil	Nil	17,225 ⁽¹⁾	17,225
	2014	Nil	Nil	Nil	Nil	Nil	Nil	39,050 ⁽¹⁾	39,050
	2013	Nil	Nil	Nil	Nil	Nil	Nil	21,275 ⁽¹⁾	21,275
Clinton Smyth Former President, CEO and a director	2016	Nil	Nil	Nil	Nil	Nil	Nil	7,000	7,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil	14,000	14,000
	2014	Nil	Nil	Nil	Nil	Nil	Nil	25,200	25,200
	2013	Nil	Nil	Nil	Nil	Nil	Nil	24,000	24,000

Note:

- (1) Carl R. Jonsson served as the Secretary and a director of the Corporation as well as acting as the Corporation's lawyer. The amounts shown as paid to Mr. Jonsson were paid to his law firm. No separate fees were paid to Mr. Jonsson.

INCENTIVE PLAN AWARDS

The Corporation has not granted any share-based awards. As at the financial years ended November 30, 2015 and November 30, 2016, no stock options were issued or outstanding. During the financial years ended November 30, 2015 and November 30, 2016, no stock options were granted to any of the NEOs and none of the NEOs exercised any stock options. None of the previously granted stock options held by the Named Executive Officers vested during the financial years ended November 30, 2015 and November 30, 2016.

PENSION PLAN BENEFITS

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Corporation and none are proposed at this time.

TERMINATION AND CHANGE OF CONTROL BENEFITS

During the financial years ended November 30, 2015 and November 30, 2016, the Corporation did not have any contracts or arrangements with any of its Named Executive Officers and thus there are no termination or change of control benefits issuable thereto. There are no compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive payments from the Corporation or its subsidiaries in the event of (i) the resignation, retirement or any termination of the Named Executive Officer's employment with the Corporation and its subsidiaries (whether voluntary, involuntary or constructive), (ii) a change of control of the Corporation or any of its subsidiaries, or (iii) a change in the Named Executive Officer's responsibilities.

DIRECTOR COMPENSATION

During the financial year ended November 30, 2015, the Corporation had four directors, two of which were also Named Executive Officers of the Corporation. During the financial year ended November 30, 2016, the Corporation had four directors, three of which were also Named Executive Officers of the Corporation. The following table sets out the amounts of compensation paid to the directors of the Corporation during the financial years ended November 30, 2015 and November 30, 2016.

DIRECTORS COMPENSATION TABLE

Name	Financial year ended November 30	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Theo Sanidas	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Douglas Proctor	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Except as stated above, the Corporation does not have any other arrangements pursuant to which directors are compensated by the Corporation or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the financials year ended November 30, 2015 or November 30, 2016 or subsequently, up to and including the date of this Information Circular.

The Corporation has the Stock Option Plan for the granting of incentive stock options to the directors, officers, employees and consultants. The purpose of granting options pursuant to the Stock Option Plan is to assist the Corporation in compensating, attracting, retaining and motivating the directors, officers, employees and consultants of the Corporation and to closely align the personal interests of such persons to that of the shareholders. See "Particulars of Other Matters to be Acted Upon – Adoption of New Option Plan".

SHARE-BASED AWARDS, OPTION-BASED AWARDS AND NON-EQUITY PLAN COMPENSATION

The Corporation has not granted any share-based awards. As at the financial years ended November 30, 2015 and November 30, 2015, no stock options were issued or outstanding. During the financial years ended November 30, 2015 and November 30, 2016, no stock options were granted to any of the directors of the Corporation and none of the directors of the Corporation exercised any stock options. None of the previously granted stock options held by directors of the Corporation vested during the financial years ended November 30, 2015 and November 30, 2016.

MANAGEMENT CONTRACTS

Management functions of the Corporation or any of its subsidiaries are not to any substantial degree performed by a person other than the directors or executive officers of the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out particulars of the compensation plans under which equity securities of the Corporation are authorized for issuance as of November 30, 2015 and November 30, 2016.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Financial Year Ended November 30	A Number of securities to be issued upon exercise of outstanding options, warrants and rights	B Weighted average exercise price of outstanding options, warrants and rights	C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A)
Equity compensation plans approved by securityholders	2015	Nil	N/A	1,747,108
	2016	Nil	N/A	1,747,108
Equity compensation plans not approved by securityholders	2015	Nil	N/A	Nil
	2016	Nil	N/A	Nil
TOTALS:	2015	Nil	N/A	1,747,108
	2016	Nil	N/A	1,747,108

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than "routine indebtedness" as defined in applicable securities legislation, since December 1, 2014, being the beginning of the fiscal year of the Corporation ended November 30, 2015, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Corporation or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Corporation; or
- (c) any associates of the foregoing persons;

is or has been indebted to the Corporation or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, and which was not entirely repaid on or before the date of this information circular.

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

No person who has been a director, senior officer or insider of the Corporation, no proposed nominee for director and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of directors or the approval of the new control person.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "**Informed Person**" means (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere in this Information Circular or in the Notes to the Corporation's financial statements for the financial years ended November 30, 2015 and November 30, 2016, none of:

- (a) the Informed Persons of the Corporation;
- (b) the proposed nominees for election as a director of the Corporation; or

(c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's financial year ended November 30, 2015 or in any proposed transaction which has materially affected or would materially affect the Corporation or any subsidiary of the Corporation.

FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the periods ended November 30, 2015 and November 30, 2016 (the "**Financial Statements**"), together with the Auditor's Reports thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Reports thereon together with related Management's Discussion and Analysis for the financial years ended November 30, 2015 and November 30, 2016 are available on SEDAR at www.sedar.com. The Notice of Annual General and Special Meeting of Shareholders, Information Circular, Request for Financial Statements and form of Proxy will be available from the Corporation's Registrar and Transfer Agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, or from the Corporation's head office located at Suite 3123, 595 Burrard Street, PO Box 49139, Bentall Three, Vancouver, British Columbia, V7X 1J1.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 "Continuous Disclosure Obligations" sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered shareholders must also provide written instructions in order to receive the Financial Statements.

FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at four. Management is nominating four individuals to stand for election.

Each director of the Corporation is elected annually and holds office until the next annual general meeting of the Shareholders of the Corporation, until his successor is duly elected, or until his resignation as a director.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out the names of the persons proposed to be nominated by management for election as a director, the Province and Country in which each person is ordinarily resident, the positions and offices which each presently holds with the Corporation, the period of time for which each person has been a director of the Corporation, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of common shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

The nominees for the office of director and information concerning them as furnished by the individual nominees are as follows:

Name, Province or State and Country of Residence, and Position with the Corporation ⁽¹⁾	Present Principal Occupation, Business or Employment ⁽¹⁾	Date Served as Director Since	No. of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Geir Liland British Columbia, Canada Chief Executive Officer and a Director	Business consultant since 2002; Director, Adamera Minerals Corp. since March 2006; Director, Fiore Exploration since August 2016.	April 27, 2017	35,000

Name, Province or State and Country of Residence, and Position with the Corporation ⁽¹⁾	Present Principal Occupation, Business or Employment ⁽¹⁾	Date Served as Director Since	No. of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Brian Paes-Braga British Columbia, Canada Nominee	CEO of Lithium X Energy Corp since November 2015; Former Managing Director of Intrinsic Capital from December 2013 to April 2015; Former Vice President of Jordan Capital Markets from Feb 2009 to Dec 2013	N/A	7,000,000
Peter Leitch British Columbia, Canada Director	President, North Shore Studios and Mammoth Studios	April 27, 2017	35,000
Larry Copeland British Columbia, Canada Director	Retired businessman	April 27, 2017	35,000

Note:

(1) The information as to the Province and Country of residence, principal occupation and shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Corporation, has been furnished by the respective directors individually as of the Record Date of this information circular.

The Corporation does not currently have an Executive Committee of its Board of Directors. Pursuant to National Instrument 52-110, the Corporation is required to have an Audit Committee of its Board of Directors. The current members of the Audit Committee are Peter Leitch, Geir Liland and Larry Copeland.

Except as disclosed below, none of the proposed nominees for director have been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

- (a) while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days;
- (b) while that person was acting in that capacity, was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has been subject to:
 - (i) 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 since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Geir Liland, the Chief Executive Officer and a director of the Corporation, was a director of Pacific Imperial Mines Inc. ("PPM") from April 2004 to November 2014. On November 6, 2008, PPM received a cease trade order issued by the British Columbia Securities Commission for failure to file audited financial statements and Management's Discussion & Analysis for the year ended June 30, 2008. PPM was unable to complete its annual audit as it could not obtain adequate financial information from its wholly-owned subsidiary in China. Effective February 1, 2010, PPM's listing on the TSX-V was transferred to NEX (being the market on which former TSX-V issuers that do not meet TSX-V Tier Maintenance Requirements may continue to trade). The financial statements were filed and the cease trade order was subsequently revoked by the British Columbia Securities Commission on June 25, 2010. PPM shares were reinstated for trading on NEX on October 12, 2010.

Mr. Liland was a director of HSF Capital Corporation ("HSF") from September 2005 until August 2009 when he resigned. On July 20, 2009, HSF, which was a capital pool company listed on the TSX Venture Exchange, was suspended from trading on the Exchange for failing to complete a "Qualifying Transaction" within the required time period under Exchange policies. Effective July 27, 2009, HSF's listing on the TSX Venture Exchange was transferred to NEX.

AUDIT COMMITTEE DISCLOSURE

The charter of the Corporation's audit committee and the other information required to be disclosed by Form 52-110F2 are attached as Schedule "A".

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

APPOINTMENT AND REMUNERATION OF AUDITOR

Shareholders will be asked to approve the re-appointment of DeVisser Gray LLP, Chartered Accountants, of Vancouver, British Columbia, as the auditor of the Corporation to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board of Directors.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. Continuation of the Corporation from Ontario to British Columbia

Since the Corporation's head office and management are located in Vancouver, British Columbia, the board of directors have determined that it would be more expedient and cost effective to have the Corporation continue into the Province of British Columbia (the "**Continuance**") pursuant to section 302 of the *Business Corporations Act* (British Columbia), as amended. Upon completion of the Continuance, the *Business Corporations Act* (British Columbia) will apply to the continued company to the same extent as if the Corporation had been incorporated under the *Business Corporations Act* (British Columbia). Therefore, pursuant to section 181 of the *Business Corporations Act* (Ontario), Shareholders of the Corporation will be asked to consider and, if thought appropriate, approve and adopt a special resolution authorizing the board of directors, in its sole discretion, to continue the Corporation out of the Province of Ontario and into the jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia) and to adopt new articles necessary to comply with and conform to the requirements of the *Business Corporations Act* (British Columbia). The board of directors may, in its sole discretion, decide not to act on this resolution without further approval from the Shareholders of the Corporation. A special resolution requires approval by not less than two-thirds of the votes cast in respect of the special resolution.

The continuance of the Corporation under the *Business Corporations Act* (British Columbia) will affect certain rights of Shareholders as they currently exist under the *Business Corporations Act* (Ontario). Attached as Schedule "C" to this Information Circular is a summary of some of the corporate law changes that will occur. This summary is not intended to be exhaustive and Shareholders should consult their legal advisors regarding the implications of the continuance, which may be of particular importance to them.

In the absence of contrary directions, the management designees intend to vote proxies in the accompanying form in favour of this special resolution.

The text of the special resolution in respect of the approval of the continuance out of the Province of Ontario and into the Province of British Columbia that management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

"RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Corporation is hereby authorized to make application under section 181 of the *Business Corporations Act* (Ontario) to the Registrar of Corporations for the Province of Ontario to continue the Corporation out of the Province of Ontario and into the Province of British Columbia.
2. The Corporation is hereby authorized to make a continuance application to the Registrar of Corporations for the Province of British Columbia pursuant to section 302 of the *Business Corporations Act* (British Columbia) for continuation into British Columbia and to request the Registrar to issue a certificate of continuance.
3. The Corporation adopt new Articles prepared in accordance with the requirements of the *Business Corporations Act* (British Columbia) in substitution for the existing articles of the Corporation and any and all amendments to the Articles of the Corporation as determined by counsel to the Corporation to be reasonably necessary, are approved including, if required by the Registrar of Corporations for the Province of British Columbia, a change of name of the Corporation to a name selected by the board of directors of the Corporation and approved by the Registrar of Companies for the Province of British Columbia and the TSX Venture Exchange.
4. The directors of the Corporation be and they are hereby authorized, in their discretion, by resolution to abandon the application for continuance of the Corporation under the *Business Corporations Act* (British Columbia) without further approval, ratification or confirmation by the shareholder.
5. Any one officer or director of the Corporation be and he is hereby authorized and directed to do, sign and execute all such things, deeds and documents necessary or desirable to carry out the foregoing including, without limitation, signing the Articles, the Notice of Articles, and the continuance application."

A copy of the proposed new Articles are available for viewing up to the date of the Meeting at the Corporation's head office at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, and at the Meeting.

RIGHTS OF DISSENTING SHAREHOLDERS

Section 185 of the *Business Corporations Act* (Ontario) (the "OBCA") provides registered holders of shares, in connection with the vote on the Continuance, with the right to dissent and, if the Continuance is effected, to be paid by the Corporation the "fair value" of their shares, determined as of the close of business on the last business day before the special resolution approving the Continuance is adopted. A summary of Section 185 of the OBCA providing for these rights is set out below. **The summary is qualified in its entirety by reference to Section 185.**

Failure to strictly comply with the requirements of Section 185 of the OBCA may result in the loss of any right of dissent. The right of dissent provided for under Section 185 of the OBCA applies only to registered shareholders of the Corporation, and accordingly, only registered shareholders may exercise a right of dissent. **Persons who are beneficial owners of common shares of the Corporation registered in the name of a broker, custodian, nominee or other intermediary who wish to exercise a right of dissent must make arrangement for the common shares beneficially owned by him to be registered in his name prior to the time the written objection is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of his common shares to dissent on his behalf.**

To comply with Section 185, a dissenting shareholder must send to the Corporation, at or before the Meeting, a written objection to the Continuance. The Corporation shall, within ten days after the Corporation's shareholders adopt the special resolution approving the Continuance, send to each shareholder who has filed a written objection notice that the resolution has been adopted. A dissenting shareholder shall, within twenty days after receiving such notice, or if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice (the "Demand for Payment Notice") containing (a) the shareholder's name and address; (b) the number and class of shares in respect of which the shareholder dissents; and (c) a demand for payment of the fair value of such shares. Not later than the thirtieth day after the sending of such notice, a dissenting shareholder shall send the certificates representing the shares in respect of which the shareholder dissents to the Corporation at its head office at Suite 3123, 595 Burrard Street, P.O. Box 49139, Three Bentall

Centre, Vancouver, British Columbia, V7X 1J1, or to its transfer agent, TMX Equity Transfer Services Inc., 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

On sending a Demand for Payment Notice, a dissenting shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value his shares except where (a) the dissenting shareholder withdraws his Demand for Payment Notice before the Corporation makes or fails to make an Offer (as defined below) or (a) the Corporation's directors revoke an application to continue the Corporation from the Province of Ontario into the Province of British Columbia, in which case the dissenting shareholder's rights are reinstated as of the date the dissenting shareholder sent his Demand for Payment Notice and the dissenting shareholder is entitled, upon presentation and surrender to the Corporation or its transfer agent of any certificate representing the dissenting shareholders' shares, to be issued a new certificate representing the same number of shares as the certificate so presented, without payment of any fee.

The Corporation shall, no later than seven days after the later of the day on which the Continuance is effective or the day the Corporation received the Demand for Payment Notice send to each dissenting shareholder who has sent such notice (a) a written offer (the "Offer") to pay for the dissenting shareholders' shares in an amount considered by the directors of the Corporation to be the fair value thereof, accompanied by a statement showing how the fair value was determined or, (a) if there are reasonable grounds for believing that the Corporation is, or after the payment, would be unable to pay its liabilities as they become due or the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities, a notification that the Corporation is unable lawfully to pay dissenting shareholders for their shares.

An application may be made to the court ("Court Application") after the Continuance is effective by originating notice by the Corporation or by a dissenting shareholder to fix the fair value of for the shares of any dissenting shareholder. Before making the Court Application, the Corporation shall give notice (the "Court Application Notice") to each dissenting shareholder who, at the date upon which the Court Application Notice is given has provided the Corporation with a Demand for Payment Notice and has not accepted the Offer, of the date, place and consequences of the Court Application and of the dissenting shareholder's right to appear and be heard in person or by counsel. A similar notice shall be given to each dissenting shareholder, who, after the date of the Court Application Notice and before termination of the proceedings commenced by the application, (a) provides the Corporation with a Demand for Payment Notice and (b) does not accept the Offer, if such an Offer was made, within three days after the dissenting shareholder satisfies (a) and (b) of this paragraph.

On the Court Application, the court may determine whether any other person is a dissenting shareholder who should be joined as a party to the Court Application and the court shall fix a fair value for the shares of all dissenting shareholders who are parties to the Court Application. The court may in its discretion (a) appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders and (b) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the effective date of the Continuance until the date of payment.

The Corporation is prohibited from making a payment to a dissenting shareholder under Section 185 of the OBCA if there are reasonable grounds for believing that: (a) the Corporation is or would after the payment be unable to pay its liabilities as they become due; or (b) the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities. In such event, and notwithstanding that an order of the Court ("Court Order") has been given in favour of a dissenting shareholder under the Court Application, the Corporation shall, within ten days after the pronouncement of the Court Order, notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares. A dissenting shareholder may, by written notice delivered to the Corporation within 30 days after receiving a notice from the Corporation that it is unable lawfully to pay dissenting shareholders for their shares, may (a) withdraw his notice of objection, in which case the Corporation is deemed to consent to the withdrawal and the shareholder is reinstated to his full rights as a shareholder; or (b) retains his status as a claimant against the Corporation, to be paid as soon as the Corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the Corporation but in priority to its shareholders.

The procedures required in connection with the exercise of rights under Section 185 of the OBCA are very technical, complex and in most cases, time-consuming and expensive. **The sending of a notice of dissent does not deprive a shareholder of his right to vote against this special resolution; however, a vote against this special resolution does not constitute a notice of dissent.**

Any registered shareholder who wishes to exercise his right of dissent and appraisal should seek the advice of qualified independent counsel, as failure to comply strictly with the provisions of Section 185 of the OBCA may prejudice his right of dissent.

In order to dissent, a written objection to the special resolution from the registered shareholder must be received by the Corporation at its head office, Suite 3123, 595 Burrard Street, P.O. Box 49139, Three Bentall Centre, Vancouver, British Columbia, V7X 1J1, or by the Chairman of the Meeting at or before the Meeting. A vote against the special resolution, an abstention or the execution of the proxy to vote against the special resolution does not constitute such written objection.

The above summary is not a comprehensive statement of the procedures to be followed by a dissenting shareholder of the Corporation who seeks payment of the fair value of his Common Shares. Section 185 of the OBCA requires adherence to the procedures established therein and failure to do so may result in the loss of all rights thereunder.

B. Adoption of New Option Plan

The Corporation has an existing stock option plan (the "**Stock Option Plan**") pursuant to which its directors, officers, employees and consultants may be granted options to acquire common shares of the Corporation as an incentive mechanism to foster their interest in the success of the Corporation and to encourage their proprietary ownership of the Corporation. The Corporation is seeking shareholder approval to adopt a new form of stock option plan (the "**New Option Plan**") to comply with the requirements of the TSX Venture Exchange (the "Exchange") whereby a maximum of 10% of the issued shares of the Corporation, from time to time, may be reserved for issuance pursuant to the exercise of options.

A copy of the proposed New Option Plan is available on request from the Corporation, and copies will be available at the Meeting. Some of the key provisions of the proposed New Option Plan are as follows:

- (a) the New Option Plan reserves, for issuance pursuant to the exercise of stock options, a maximum number of common shares of the Corporation equal to up to a maximum of 10% of the issued common shares of the Corporation at the time of any stock option grant;
- (b) under Exchange policy, an optionee must either be an Eligible Charitable Organization or a Director, Employee or Consultant of the Corporation at the time the option is granted in order to be eligible for the grant of a stock option to the optionee;
- (c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12 month period must not exceed 5% of the issued common shares of the Corporation calculated on the date an option is granted to the Person (unless the Corporation has obtained the requisite Disinterested Shareholder Approval);
- (d) the aggregate number of options granted to any one Consultant in a 12 month period must not exceed 2% of the issued common shares of the Corporation, calculated at the date an option is granted to the Consultant;
- (e) the aggregate number of options granted to all Persons retained to provide Investor Relations Activities must not exceed 2% of the issued shares of the Corporation in any 12 month period, calculated at the date an option is granted to any such Person;
- (f) options issued to Persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3 month period;
- (g) the minimum exercise price per common share of a stock option must not be less than the Market Price of the common shares of the Corporation, subject to a minimum exercise price of \$0.05;
- (h) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a "blackout period" (see (o) below);
- (i) stock options (other than options held by a person involved in investor relations activities) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the Board. Stock options granted to persons involved in Investor Relations Activities will cease to be

exercisable 30 days after the optionee ceases to serve in such capacity otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the Board;

- (j) all options are non-assignable and non-transferable;
- (k) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option if the optionee is an Insider of the Corporation at the time of the proposed amendment;
- (l) the New Option Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the common shares;
- (m) upon the occurrence of an Accelerated Vesting Event (as defined in the New Option Plan), the Board will have the power, at its sole discretion and without being required to obtain the approval of shareholders or the holder of any stock option, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of common shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the New Option Plan be final, conclusive and binding;
- (n) in connection with the exercise of an option, as a condition to such exercise the Corporation shall require the optionee to pay to the Corporation an amount as necessary so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option; and
- (o) a stock option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Corporation prohibits optionees from exercising their options, subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Corporation pursuant to its internal trading policies; and (ii) must expire upon the general disclosure of undisclosed Material Information; and (b) the automatic extension of an optionee's stock option will not be permitted where the optionee or the Corporation is subject to a cease trade order (or similar order under Securities Laws) in respect of the Corporation's securities.

"Consultant", "Director", "Disinterested Shareholder Approval", "Eligible Charitable Organization", "Employee", "Investor Relations Activities", "Management Company Employee", "Market Price", "Material Information", "Person" and "Securities Laws" all have the same definition as in the policies of the TSX Venture Exchange.

Pursuant to the Board's authority to govern the implementation and administration of the New Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the New Option Plan.

Management recommends, and the persons named in the enclosed Proxy intend to vote in favour of, the adoption and approval of the New Option Plan.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting in person or by Proxy must be voted in favour of the resolution.

"BE IT RESOLVED THAT the Corporation's New Option Plan dated May 1, 2017 be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Corporation may deem necessary or advisable."

OTHER MATTERS

As of the date of this information circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's comparative financial statements and related Management's Discussion and Analysis for the financial years ended November 30, 2015 and November 30, 2016. Shareholders may contact the Corporation to request copies of financial statements and related Management's Discussion and Analysis at its head office, Suite 3123, 595 Burrard Street, PO Box 49139, Bentall Three, Vancouver, British Columbia, V7X 1J1.

APPROVAL OF THE DIRECTORS

The directors of the Corporation have approved the content and the sending of this information circular.

DATED at Vancouver, British Columbia, this 1st day of May, 2017.

DV RESOURCES LTD.

"GEIR LILAND"

Geir Liland
Chief Executive Officer and a Director

SCHEDULE "A"
DV RESOURCES LTD.
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: THE AUDIT COMMITTEE'S CHARTER (the "Charter")

PURPOSE

The overall purpose of the audit committee (the "**Audit Committee**") of **DV RESOURCES LTD.** (the "**Corporation**") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Corporation, and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Corporation's board of directors (the "**Board**") that through the involvement of the Audit Committee, the external audit will be conducted independently of the Corporation's management to ensure that the independent auditors serve the interests of shareholders rather than the interests of management of the Corporation. The Audit Committee will act as a liaison to provide better communication between the Board and the external auditors. The Audit Committee will monitor the independence and performance of the Corporation's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

- (1) The Audit Committee shall consist of at least three members of the Board.
- (2) At least two (2) members of the Audit Committee shall be independent and the Audit Committee shall endeavour to appoint a majority of independent directors to the Audit Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Audit Committee members' independent judgment. At least one (1) member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Corporation. For the purposes of this Charter, an individual is financially literate if he or she 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.
- (3) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- (4) Unless the Board shall have appointed a chair of the Audit Committee, the members of the Audit Committee shall elect a chair and a secretary from among their number.
- (5) The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- (6) The Audit Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
- (7) Meetings of the Audit Committee shall be conducted as follows:
 - (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Audit Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

- (8) The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

- (1) The overall duties and responsibilities of the Audit Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
- (2) The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - A. contents of their report;
 - B. scope and quality of the audit work performed;
 - C. adequacy of the Corporation's financial and auditing personnel;
 - D. co-operation received from the Corporation's personnel during the audit;
 - E. internal resources used;
 - F. significant transactions outside of the normal business of the Corporation;
 - G. significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - H. the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.
- (3) The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Corporation are to:
- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

- (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Audit Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
 - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
- (4) The Audit Committee is also charged with the responsibility to:
- (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - A. the annual report to shareholders;
 - B. the annual information form, if required;
 - C. annual and interim management's discussion and analysis;
 - D. prospectuses;
 - E. news releases discussing financial results of the Corporation; and
 - F. other public reports of a financial nature requiring approval by the Board,
 and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Corporation's consolidated financial statements;
 - (f) review the minutes of any audit committee meeting of subsidiary companies;
 - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - (i) develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.
- (5) The Audit Committee shall have the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
 - (b) to set and pay the compensation for any advisors employed by the Audit Committee; and
 - (c) to communicate directly with the internal and external auditors.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Audit Committee are Peter Leitch, Geir Liland and Larry Copeland. All of the members are financially literate and Peter Leitch and Larry Copeland are each an independent member of the Audit

Committee. Peter Leitch is the Chairman of the Audit Committee. "Independent" and "financially literate" have the meaning used in National Instrument 52-110 ("**NI 52-110**") of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

NI 52-110 provides that an individual is "financially literate" if he or she 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.

All of the members of the Corporation's Audit Committee are financially literate as that term is defined in NI 52-110. All members have an understanding of the accounting principles used by the Corporation to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting. In addition to each member's general business experience, the education and experience of each Audit Committee member relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

Peter Leitch has sat on a number of public, private and non-profit boards. He is the President of North Shore Studios and Mammoth Studios and is currently the Chair of the Audit Committee for a medium sized financial institution as well as Chair of the Motion Picture Production Industry Association of B.C. Mr. Leitch holds a Bachelor of Commerce degree from U.B.C. and is a Chartered Professional Accountant. He also successfully completed his ICD.D course from the Institute of Corporate Directors. Mr. Leitch was honoured with a fellowship by the Institute of Chartered Accountants of B.C. and also awarded a Queens Diamond Jubilee Medal from the Province of B.C.

Geir Liland has acted as a director, officer (including CFO) and audit committee member of several junior public companies for many years, which experience has given him the knowledge required to understand and assess the general application of the accounting principles used by the Corporation and to understand internal controls and procedures for financial reporting.

Larry Copeland holds diplomas in Environmental Health from the B.C. Institute of Technology and Public Sector Management from the University of Victoria. He has held senior positions in management and retired in December 2008 as a Program Director in environmental health. Since that time he completed a 3 month consultancy for the United Nations in Rome, Italy and has completed other missions on their behalf in Cambodia, Lebanon, Thailand and Bhutan. His responsibilities have included senior policy development, employee recruitment, supervision and discipline, budget development and accountability, federal/provincial negotiations and contract management, and public/media relations.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Corporation's financial year ended November 30, 2015 was a recommendation of the Audit Committee to nominate or compensate an external auditor (currently, DeVisser Gray LLP, Chartered Accountants) not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110, in whole or in part. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Corporation by the external auditor in each of the three fiscal years ended November 30, 2014, 2015, and 2016 is as follows:

	<u>FYE 2016</u>	<u>FYE 2015</u>	<u>FYE 2014</u>
Audit fees for the year ended November 30	\$ 8,000	\$ 8,000	\$ 8,000
Audit related fees	Nil	Nil	Nil
Tax fees	1,500	1,500	1,500
All other fees (non-tax)	Nil	Nil	Nil
Total Fees:	\$ 9,500	\$ 9,500	\$ 9,500

ITEM 8: EXEMPTION

In respect of the financial years ended November 30, 2015 and November 30, 2016, the Corporation is relying on the exemption set out in section 6.1 of NI 52-110.

SCHEDULE "B"
DV RESOURCES LTD.
FORM 58-101F2
CORPORATE GOVERNANCE DISCLOSURE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, DV Resources Ltd. (the "**Corporation**") is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

The Board of Directors of the Corporation facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board.

Messrs. Leitch and Copeland are "independent" in that they are free from any direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Corporation's Board of Directors, be reasonably expected to interfere with the exercise of his independent judgment. Geir Liland is the Chief Executive Officer of the Corporation and is therefore not independent. Brian Paes-Braga is a holds more than 20% of the outstanding voting shares of the Corporation and thus materially affects the control of the Corporation.

ITEM 2. DIRECTORSHIPS

The directors of the Corporation are currently directors of the following other reporting issuers:

Name	Name of Reporting Issuer
Geir Liland	Adamera Minerals Corp. Fiore Exploration Ltd.
Brian Paes-Braga	Lithium X Energy Corp.
Peter Leitch	Nil
Larry Copeland	Nil

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Corporation briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

ITEM 4. ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit of the director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract

or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5. NOMINATION OF DIRECTORS

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

ITEM 6. COMPENSATION

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

ITEM 7. OTHER BOARD COMMITTEES

The Board of Directors has no other committees other than the Audit Committee.

ITEM 8. ASSESSMENTS

The Board of Directors monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

SCHEDULE "C"
DV RESOURCES LTD.

**COMPARISON OF ONTARIO BUSINESS CORPORATIONS ACT
AND BRITISH COLUMBIA BUSINESS CORPORATIONS ACT**

Sale or Disposition of Company's Undertaking

Under the *Business Corporations Act* (Ontario) ("**OBCA**"), the directors of a corporation may authorize the sale, lease or exchange of all or substantially all of the property of a corporation only with shareholder approval by not less than two-thirds of the votes cast by holders of each class or series of shares entitled to vote.

The *Business Corporations Act* (British Columbia) ("**BCBCA**") requires the sale, lease or other disposition of all or substantially all of a company's undertaking to be authorized by special resolution, being a resolution passed by shareholders where the majority of the votes cast by shareholders entitled to vote on the resolution constitutes a special majority (i.e. two-thirds of the votes cast, unless a greater majority of up to three-quarters is required by the articles). The BCBCA contains a number of exceptions that are not included in the OBCA (for example, with respect to dispositions by way of security interests, certain kinds of leases and dispositions related to corporations or entities).

Amendments to the Charter Documents and Other Fundamental Changes of the Company

Any substantive change to the corporate charter of a corporation under the OBCA, such as alteration of the restrictions, if any, on the business that may be carried on by the corporation, a change in the name of the corporation or an increase or reduction of the authorized capital of the corporation requires a special resolution passed by not less than two-thirds of the votes cast by shareholders voting in person or by proxy at a general meeting of the corporation. Other fundamental changes such as an alteration of special rights and restrictions attached to the issued shares or a proposed amalgamation or continuation of a corporation out of the jurisdiction also require a special resolution passed by not less than two-thirds of the votes cast by the holders of shares of each class entitled to vote at a general meeting of the corporation. The holders of shares of a class or of a series are, in certain situations and unless the articles provide otherwise, entitled to vote separately as a class or series upon a proposal to amend the articles.

Under the BCBCA, such changes also require a special resolution passed by a special majority of the votes cast by shareholders entitled to vote on the resolution (i.e. two-thirds of the votes cast, unless a greater majority of up to three-quarters is required by the articles) unless the BCBCA or the articles require a different type of resolution to make such change in certain cases (for example, on amalgamations, where the rights of the holders of a class of shares are affected differently by the alteration than those of the holders of other classes of shares, a special separate resolution is required; similarly, a right or special right attached to issued shares must not be prejudiced or interfered with under the BCBCA or under the notice of articles or articles unless the shareholders holding shares of the class or series of shares to which such right or special right is attached consent by a special separate resolution of those shareholders).

Rights of Dissent and Appraisal

The OBCA provides that shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair market value of such shares. The dissent right is applicable where the corporation proposes to:

- (a) amend its articles under Section 168 of the OBCA to add, change or remove restrictions on the issue, transfer or ownership of shares of a class or a series of shares of a corporation;
- (b) amend its articles under Section 168 of the OBCA to add, change or remove any restriction on the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;
- (c) amalgamate with another corporation under Section 175 or 176 of the OBCA;

- (d) be continued under the laws of another jurisdiction under Section 181 of the OBCA; or
- (e) sell, lease or exchange all or substantially all of its property under subsection 184(3) of the OBCA.

The BCBCA contains a similar dissent remedy, although the triggering events and procedure for exercising this remedy are slightly different than those contained in the OBCA. Under the BCBCA, the dissent right is also applicable with respect to a resolution to approve an arrangement, if the terms of the arrangement permit dissent, any other resolution if dissent is authorized by the resolution, and in respect of any court order that permits dissent. In addition, under the BCBCA, such dissent must be exercised with respect to all of the share so which the dissenting shareholder is the registered and beneficial owner (and cause the registered owner of any such shares beneficially owned by the dissenting shareholder to dissent with respect to all such shares).

Oppression Remedies

Under the OBCA, a shareholder of a corporation has the right to apply to court on the grounds that the affairs of the corporation are being conducted, or the powers of the directors are being exercised in a manner oppressive to the shareholder or that the corporation is acting or proposes to act in a way that is oppressive or unfairly prejudicial to or that unfairly disregards the interest of any security holder, creditor, director or officer. On such an application, the court may make such order as it sees fit, including an order to prohibit any act proposed by the corporation.

The BCBCA contains a similar oppression remedy. However, it is available to a somewhat more limited group of persons. In British Columbia, the oppression remedy is only available to shareholders (which includes beneficial shareholders and any other person whom a court considers to be an appropriate person to make such an application). Comparatively, under the OBCA, a shareholder or former shareholder (whether registered or beneficial), director, former director, officer, former officer of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy may apply to a court for an order to rectify the matters based on the complaint. In addition, the remedy under the BCBCA is not expressly available for "unfairly disregarding the interests" of the shareholder.

Shareholder Derivative Actions

Under the OBCA, a shareholder or former shareholder (whether registered or beneficial), director, former director, officer, former officer of the corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to make such an application may, with judicial leave, bring an action in the name, and on behalf, of the corporation or any of its subsidiaries or intervene in an action to which a corporation or any of its subsidiaries is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of the corporation or subsidiary.

Similar rights to bring a derivative action are contained in the BCBCA but these rights only extend to shareholders (including beneficial shareholder and any other person whom the court consist to be an appropriate person to make such an application) and directors.

Shareholder Proposals

Both the BCBCA and the OBCA contain provisions with respect to shareholder provisions. Under the OBCA, a shareholder entitled to vote at an annual meeting of shareholders may:

- (a) submit to the corporation notice of a proposal; and
- (b) discuss at the meeting any matter in respect of which he would have been entitled to submit a proposal.

The corporation that solicits proxies shall send the proposal in the information circular or attach the proposal to the circular. If requested by the shareholder, management must also enclose with the information circular a statement by the shareholder in support of the proposal provided such statement meets certain criteria. In addition, a proposal may include nominations for the election of directors if the proposal is signed by one or more holders of shares representing in the aggregate not less than five per cent of the shares or five per cent of the shares of a class or series of shares of the corporation entitled to vote at the meeting to which the proposal is to be presented. Management is not required to send the proposal or supporting statement with the management information circular where:

- (a) the proposal is not received at least sixty days before the anniversary date of the previous annual general meeting if the matter is proposed to be raised at an annual meeting, or at least sixty days before a meeting other than the annual meeting, if the matter is proposed to be raised at a meeting other than the annual meeting;
- (b) the proposal has been submitted for the purpose of enforcing a personal claim or redressing a personal grievance against the corporation, its directors, officers or security holders, or for a purpose that is not generally related in any significant way to the business or affairs of the corporation;
- (c) the corporation, at the shareholder's request, included a proposal in a management information circular relating to a meeting of shareholders held within two years preceding the receipt of the request, and the shareholder failed to present the proposal, in person, or by proxy, at such meeting; or
- (d) substantially the same proposal was submitted to shareholders in a management information circular relating to a meeting of shareholders held within two years preceding the receipt of the request and the proposal was defeated.

Under the BCBCA, proposal may only be submitted by qualified shareholders, which means an owner (whether registered or beneficial) of shares that carry the right to vote at a general meeting who has been such a shareholder for an uninterrupted period of at least two years before the date of signing the proposal, provided that such shareholder has not, within two years before the date of the signing of the proposal, failed to present, in person or by proxy, at any annual general meeting, an earlier proposal submitted by such shareholder in respect to which the company complied with its obligations under the BCBCA.

The proposal must meet certain criteria and must be supported by qualified shareholders who, together with the submitter, are registered or beneficial owner of shares that, in the aggregate, constitute at least one per cent of the issued shares of the company that carry the right to vote at general meetings, or that have a fair market value in excess of \$2,000.

A company that receives such a proposal must send the text of the proposal, the names and mailing addresses of the submitter and supporting shareholders, and the text of any supporting statement accompanying the proposal to all of the persons who are entitled to notice of the annual general meeting in relation to which the proposal is made. Such information must be sent in, or within the time for sending of, the notice of the applicable annual general meeting, or in the company's information circular, if any, sent in respect of the applicable annual general meeting. If the submitter is a qualified shareholder at the time of the annual general meeting to which its proposal relates, the company must allow the submitter to present the proposal, in person or by proxy, at such meeting. If two or more proposals received by the company in relation to the same annual general meeting are substantially the same, the company only needs to comply with such requirements in relation to the first proposal received and not any others. The company may also refuse to process a proposal in certain other circumstances, which are similar to those exceptions provided under the OBCA but under the BCBCA a company may also refuse to process a proposal that deals with matters beyond the company's power to implement.

Form of Proxy and Information Circular

The OBCA requires a reporting corporation, currently with or prior to sending notice of a meeting of shareholders, to send a form of proxy to each shareholder who is entitled to receive notice of the meeting, and to provide with the notice of meeting of shareholders a form of proxy in the prescribed form for use by every shareholder entitled to vote at such meeting as well as a management information circular containing prescribed information regarding the matters to be dealt with at, and the conduct of, the meeting.

In British Columbia, the mandatory solicitation of proxies is dealt with under the applicable securities legislation. Therefore, the BCBCA does not contain provisions that require the mandatory solicitation of proxies and delivery of a management information circular.

Place of Meetings

The OBCA requires all meetings of shareholders, subject to the articles and any unanimous shareholder agreement, to be held at the place within or outside Ontario as determined by the directors or, in the absence of such a

determination, at the place where the registered office of the corporation is located.

The BCBCA provides that meetings of shareholders must be held in British Columbia, unless the articles provide for a location outside British Columbia, or the articles do not restrict the company from approving a location outside British Columbia and the location is approved by an ordinary resolution or other type of resolution required by the articles, or unless the location is approved in writing by the BC Registrar before the meeting is held.

Directors

The OBCA provides that an offering corporation shall have a minimum of three directors, at least one-third of whom must not be officers or employees of the corporation or its affiliates. In addition, under the OBCA, a majority of the directors of a corporation must be resident Canadians except in a situation where a corporation has only one or two directors, in which case that director or one of the two directors, as the case may be, shall be a resident of Canada.

The BCBCA only requires that a public company have at least three directors. There is no further requirement with respect to the director's status as officers and/or employees of the corporation or its affiliates. The BCBCA does not contain any residency requirements for directors.

Although both the OBCA and the BCBCA have a minimum requirement of only three directors, in both jurisdictions the audit committee is required to be composed of at least three directors, the majority of which must not be officers or employees of the company or an affiliate of the company.