

REDSTAR GOLD CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the **2019** Annual General Meeting (the "Meeting") of the Shareholders of **Redstar Gold Corp.** (the "Company") will be held at 1500 – 409 Granville Street, Vancouver, British Columbia, on the **25th** day of **September, 2019** at **10:00 a.m.** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2019, together with the auditor's report thereon;
2. To fix the number of directors at six (6);
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year;
5. To consider and, if thought fit, to approve and ratify an ordinary resolution approving the Company's stock option plan, as more fully described in the Information Circular accompanying this Notice;
6. To transact such other business as may properly come before the Meeting and any adjournments thereof.

Members entitled to attend and vote at the Meeting are entitled to appoint a proxy to attend and vote in their stead. If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Instrument of Proxy is solicited by Management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this **19th** day of **August, 2019**.

BY ORDER OF THE BOARD

"Jacques Vaillancourt"

Chairman

INFORMATION CIRCULAR

OF

REDSTAR GOLD CORP.

FOR THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

This information is given as of **August 19, 2019**

I. SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **Redstar Gold Corp.** (the "Company") for use at the Annual General Meeting (the "Meeting") of the Shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

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

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

II. PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed Instrument of Proxy is solicited by Management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Instrument of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the Directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

III. APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy are Directors or Officers of the Company. **Shareholders have the right to appoint a person to attend and act for them on their behalf at the Meeting other than the persons named in the enclosed Instrument of Proxy. To exercise this right, Shareholders shall strike out the names of the persons named in the Instrument of Proxy and insert the name of their nominee in the blank space provided, or complete another Instrument of Proxy. The completed Instrument of Proxy should be deposited with the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays.**

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a Member may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Instrument of Proxy is required to be executed as set out in the notes to the Instrument of Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the Scrutineer at the Meeting as a Member present in person, whereupon such Proxy shall be deemed to have been revoked.

IV. VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered shareholders” because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **Computershare Investor Services Inc.** as provided above; or

- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares, which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

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

V. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On **August 19, 2019, 300,050,293** common shares without par value were issued and outstanding, each share carrying the right to one vote. At a General Meeting of the Company, on a show of hands, every Member present in person shall have one vote and, on a poll, every Member shall have one vote for each share of which he is the holder.

Only shareholders of record on the close of business on **August 19, 2019** who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the Directors and Senior Officers of the Company, only the following own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company:

Name of Member	Number of Shares	Percentage of Issued and Outstanding Shares
Mount Everest Finance S.A ¹	42,249,500	14.1%
Eric Sprott	30,000,000	10.0%

¹ A Company 100% owned and controlled by Jacques Vaillancourt, a Director and Executive Chairman of the Company. The above information was provided by Management of the Company as of **August 19, 2019**.

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

Other than as disclosed elsewhere in this Information Circular, none of the Directors or Senior Officers of the Company, no proposed nominee for election as a Director of the Company, none of the persons who have been Directors or Senior Officers of the Company since the commencement of the Company's last completed financial year 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 matter to be acted upon at the Meeting.

VII. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, “informed person” means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as set out in the following, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

Compensation of key management personnel, excluding share-based payments on vesting of incentive stock options of \$134,208 (2018 - \$323,387) using the Black-Scholes Pricing Model, for the years ended March 31, 2019 and 2018 is summarized as follows:

		2019 \$	2018 \$	2017 \$
John Gray	President (Verde Metals Ltd. ⁽²⁾)	7,708	Nil	Nil
Peter A. Ball	Former CEO and President (Ariston Capital Corp ⁽¹⁾)	Nil	198,387	160,000
Jacques Vaillancourt	Chairman of the Board and Interim CEO	65,000	65,000	50,000
Grant Smith	Former Chief Financial Officer (Clearline CPA Corp ⁽³⁾)	Nil	Nil	48,000
Mark T. Brown	Chief Financial Officer (Pacific Opportunity Capital Ltd. ⁽⁴⁾)	61,500	60,000	Nil
	Total	<u>134,208</u>	<u>323,387</u>	<u>258,000</u>

(1) A company controlled by the former CEO, Peter Ball. Peter Ball resigned from being the CEO effective March 7, 2018.

(2) A company controlled by the president, John Gray. John Gray was appointed as a director and President of the Company effective March 15, 2019.

(3) A company of which the former CFO, Grant T. Smith is a director.

(4) A company controlled by the CFO, Mark T. Brown.

Key management personnel were not paid post-retirement benefits, termination benefits or other long-term benefits during the years ended March 31, 2019 and 2018.

At March 31, 2019, the Company owed:

- \$26,775 (March 31, 2018 - \$43,525) to Jacques Vaillancourt, the Executive Chairman of the Company;
- \$Nil (March 31, 2018 -\$22,332) to Ariston Capital Corp, a company controlled by Peter Ball, former CEO of the company;
- \$13,600 (March 31, 2018 -\$Nil) to Verde Metals Ltd., a company controlled by John Gray, President of the company;
- \$5,891 (March 31, 2018 - \$10,500) to Pacific Opportunity Capital Ltd., a company of which Mark T. Brown, the Company's CFO, is the president.

IX. STATEMENT OF EXECUTIVE COMPENSATION

General Provisions

For the purposes of this Circular:

“**CEO**” of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**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 International Financial Reporting Standards 2 *Share-based Payment*;

“**executive officer**” of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, an officer of the Company or any of its subsidiaries who performed a policy making function in respect of the Company, or any other individual who performed a policy making function in respect of the Company;

“**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;

“**NEO**” or “**Named Executive Officer**” means each of the following individuals:

- (a) a Chairman;
- (b) a CEO;
- (c) a CFO;
- (d) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (e) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

“**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;

“**replacement grant**” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“**repricing**” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

“**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.

COMPENSATION DISCUSSION AND ANALYSIS

Objectives of Compensation Strategy

The objectives of the Company’s compensation strategy are:

- to attract, retain and motivate executives with the requisite skills, experience and commitment necessary to achieve the Company’s goals and objectives for the exploration and subsequent development of the Company’s Projects;
- to strengthen the Company’s senior management team to oversee the affairs of the Company by providing fair, competitive and cost-effective compensation to the Company’s executives;
- to align the interests of management with those of the shareholders; and
- to provide rewards for outstanding corporate and individual performance.

The Company has established a Compensation Committee which has been given the authority to assess the performance of the Company’s senior executives and determine their compensation. The Compensation Committee also reviews, reports and provides recommendations to the Board of Directors.

The Compensation Committee consists of four directors, namely Jacques Vaillancourt, Sean Keenan, George R. Ireland and Susan Mitchell*. Sean Keenan, George R. Ireland and Susan Mitchell* are independent directors. The Board believes that the Shareholders of the Compensation Committee collectively have the knowledge, experience and background required to fulfill their mandate. A summary of their relevant skills and experience is as follows:

*Will not be seeking re-election as a director at the AGM

Mr. Vaillancourt is a Chartered Financial Analyst and has over 30 years’ experience in finance. Mr. Vaillancourt was Managing Director and Global Head of Metals & Mining at HSBC Bank PLC. He was Managing Director and Head of the European Equity products business at BMO Capital Markets and was part of a team that made BMO one of the leading mining investments banks in the world. He is currently President & CEO of Mount Everest Finance, which finances natural resource companies; Chairman of Mineral & Financial Investments Limited, which finances and invests in mining companies and Assets; Director of TH Crestgate GmbH, a private Swiss investment Company.

Mr. Keenan has more than 18 years’ experience in mining and mining finance. Until 2013 he worked with Resource Capital Funds, a leading private equity fund focused on investments in the mining sector. Between 2000 and 2006 he worked with BMO Capital Markets, initially in its Precious Metals

Equity Research team based in New York where he covered senior and intermediate gold, silver and PGM producers, and later in its Corporate and Investment Banking division in Toronto where he was involved in more than \$1.4B in financing and M&A mandates in the mining and metals industry.

Mr. Ireland has over thirty-five years of experience in the mining and metals industry in positions ranging from field geologist to banking and venture capital. Mr. Ireland founded Geologic Resource Partners in 2004 and serves as Chief Investment Officer and CEO. From 2000 to 2004, he was General Partner of Ring Partners, LP, a predecessor investment partnership to GRP. From 1993 to 2000, Mr. Ireland was an analyst for and a partner in Knott Partners LP where he specialized in resource investing. Prior to 1993, Mr. Ireland held a variety of positions at Cleveland-Cliffs Inc, The Chase Manhattan Bank, ASARCO Inc. and VenturesTrident LP. Mr. Ireland graduated from the University of Michigan with a BS from the School of Natural Resources and is a Fellow in the Society of Economic Geologists. Mr. Ireland also serves as Chairman of the Board of Lithium Americas Corp. and is a member of the boards of Amerigo Resources Ltd, Rathdowney Resources Ltd., and Merrill & Ring Inc, a private timber company in the US.

Ms. Mitchell - brings proven business acumen as an investment banker with a principal's perspective as well as her structured approach to building businesses and relationships. She built these qualities as a senior investment banker in two global financial institutions, in treasury of a Fortune 400 mining company and at her own corporate finance advisory firm, S. Mitchell & Associates, LLC, over several decades. Her specialized expertise is in natural resource development globally, having customized project financings for developments in the Americas, Africa and Asia. Her international presence in the minerals, oil and gas and clean energy sectors includes financing, strategic partnerships, mergers & acquisitions and restructuring while working in locales as diverse as Argentina, Australia, Brazil, Canada, Chile, China, England, France, Tanzania and the US. Ms. Mitchell's innovative style and creative problem-solving approach enabled her to advance in the corporate world from Manager at CIBC in Toronto, to Director, Financial Risk Management at Cyprus Amax Minerals and then Managing Director at Westdeutsche Landesbank, Global Structured Finance in New York. She has always supplemented her corporate life with voluntary leadership roles at professional organizations such as Steering Committee of Professional Risk Managers International Association and Board Member, McGill Alumnae Association, New York. During this time, she also taught Enterprise Risk Management at New York University. Born in Bronxville, New York, she earned her Undergraduate Degree in International Economics and Finance from McGill University and her Masters Degree at Thunderbird American Graduate School of International Management. She is a citizen of US, U.K. and Canada and is fluent in English and French, with a working knowledge of Italian and Spanish.

The Board is satisfied that the composition of the Compensation Committee ensures an objective process for determining compensation. All Shareholders of the Compensation Committee have had significant experience in the mining sector, including the junior exploration sector and on other Boards of Directors.

What the Compensation Strategy is Designed to Reward

The Compensation Committee endeavors to ensure that the Company's compensation strategy effectively compensates, motivates and rewards senior management of the Company on the basis of individual and corporate performance, both short term and long term, while keeping in mind the duty that the Company owes to its shareholders.

Each Element of Compensation

Compensation includes base salary, grants of stock options and bonuses based on available funds. The amount of bonus paid, if any, is based on individual performance and achievement of corporate responsibilities, accountabilities and overall contribution to the Company.

How the Company Determines the Amount for Each Element

When determining compensation policies and individual compensation levels for the Named Executive Officers, the Compensation Committee takes into consideration a variety of factors. These factors include the overall financial and operating performance of the Company and the Compensation Committee's overall assessment of each executive's individual performance and his contribution towards meeting corporate objectives, levels of responsibility and length of service.

Salary: The salary for each Named Executive Officer is primarily determined having regard to his position, responsibilities, the assessment of such individual's performance and overall corporate performance as presented by management to the Board.

Bonuses: The Compensation Committee will consider whether it is appropriate and in the best interests of the Company to award a discretionary cash bonus to the Named Executive Officers and if so, in what amount. A cash bonus may be awarded to reward extraordinary performance that has led to increased value for shareholders through property acquisitions or divestitures, the formation of new strategic or joint venture relationships, capital raising efforts or achieving satisfaction of predetermined and agreed upon performance criteria. Demonstrations of extraordinary personal commitment to the Company's interests, the community and the industry may also be rewarded through a cash bonus.

Stock Options: The Compensation Committee may from time to time recommend the grant of stock options to the Company's executive officers under the Stock Option Plan. All grants of options are reviewed and approved by the Board. Grants of stock options are intended to enforce and encourage the executive officer's commitment to the Company's growth and the enhancement of share value and to reward executive officers for the Company's performance. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. The Compensation Committee reviews option balances and recommends grants to newly hired executive officers at the time of their employment, and considers further grants to executive officers from time to time thereafter to such executive officers. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The number of Common shares which may be subject to option in favour of any one individual is limited under the terms of the Stock Option Plan.

The Compensation Committee has not formally considered the risks associated with the Company's compensation policies and practices. The Company's compensation practices give greater weight toward long-term incentives to mitigate the risk of encouraging short term goals at the expense of long term sustainability.

The Company does not have a formal policy prohibiting a NEO or director from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation and held, directly or indirectly, by the NEO or director. However, there is an understanding that the Company's NEOs and directors will not purchase such financial instruments, and no NEO or director has purchased any such financial instruments as at the date of this Circular.

SUMMARY COMPENSATION TABLE

The following table is a summary of compensation paid, payable, awarded or granted to the Named Executive Officers for the financial years ended March 31, 2017, 2018 and 2019. None of the Named Executive Officers received any "share-based awards" or any non-equity long term incentive plan pay grants in 2019. The Company does not have a pension plan.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive	Long-term incentive plans			
Jacques Vaillancourt, <i>Executive Chairman, Interim CEO</i>	2019	65,000	N/A	Nil	Nil	Nil	Nil	Nil	65,000
	2018	65,000	N/A	77,730 ⁽³⁾	Nil	Nil	Nil	Nil	142,730
	2017	50,000	N/A	Nil	Nil	Nil	Nil	Nil	50,000
Peter Ball ⁽¹⁾ <i>Former President, CEO</i>	2019	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2018	198,387	N/A	51,820 ⁽³⁾	Nil	Nil	Nil	Nil	250,207
	2017	160,000	N/A	148,333 ⁽¹⁾	Nil	Nil	Nil	Nil	308,333

Mark T. Brown Pacific Opportunity Capital Ltd. ^(iv) CFO	2019	61,500	N/A	Nil	Nil	Nil	Nil	Nil	61,500
	2018	60,000	N/A	41,456 ⁽³⁾	Nil	Nil	Nil	Nil	101,456
John Gray, President ⁽ⁱⁱ⁾	2019	7,708	N/A	4,807 ⁽²⁾	Nil	Nil	Nil	Nil	12,515
Clearline CPA Corp. ⁽ⁱⁱⁱ⁾ Former CFO	2019	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2017	48,000	N/A	Nil	Nil	Nil	Nil	Nil	48,000

⁽ⁱ⁾ Ariston Capital Corp A company controlled by the former CEO, Peter Ball.

⁽ⁱⁱ⁾ Verde Metals Ltd. A company controlled by the president, John Gray. John Gray was appointed as a director and President of the Company effective March 15, 2019.

⁽ⁱⁱⁱ⁾ A company of which the former CFO, Grant T. Smith is a director.

^(iv) Pacific Opportunity Capital Ltd. A company of which the CFO Mark T. Brown is the president.

- (1) The Company calculated the compensation cost by using the Black-Scholes model assuming a risk free interest rate of 1.06%, a dividend yield of 0.00%, the expected annual volatility of the Company's share price of 75% and an expected life of the options of five years. **Note that there was no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option based awards" were calculated.**
- (2) The Company calculated the compensation cost by using the Black-Scholes model assuming a risk free interest rate of 1.34%, a dividend yield of 0.00%, the expected annual volatility of the Company's share price of 141.91% and an expected life of the options of five years. **Note that there was no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option based awards" were calculated.**
- (3) The Company calculated the compensation cost by using the Black-Scholes model assuming a risk free interest rate of 1.08%, a dividend yield of 0.00%, the expected annual volatility of the Company's share price of 135.53% and an expected life of the options of 5.0 years. **Note that there was no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option based awards" were calculated.**

INCENTIVE PLAN AWARDS

The Company has a Stock Option Plan in place for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan to purchase shares of the Company.

The Company does not have any share-based awards in place.

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company's financial year ended March 31, 2019, including awards granted before this most recently completed financial year:

	Option-based Awards		Share-based Awards
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Name	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Jacques Vaillancourt	400,000 500,000 1,250,000 750,000	0.06 0.06 0.05 0.14	October 29, 2019 May 4, 2020 March 2, 2021 April 11, 2022	N/A N/A N/A N/A	N/A N/A N/A N/A	N/A N/A N/A N/A	N/A N/A N/A N/A
John Gray ⁽ⁱ⁾	2,500,000	0.05	March 15, 2024	N/A	N/A	N/A	N/A
Mark T. Brown	400,000	0.14	April 11, 2022	N/A	N/A	N/A	N/A

⁽ⁱ⁾ John Gray was appointed as a director and President of the Company effective March 15, 2019.

- (1) “In-the-money options” means the excess of the market value of the Company’s shares on March 31, 2019 over the exercise price of the options. The trading price of the Company’s shares on the TSX Venture Exchange (“TSX-V”) was \$0.025 on March 31, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended March 31, 2019:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Jacques Vaillancourt	Nil	N/A	N/A
John Gray ⁽ⁱ⁾	Nil	N/A	N/A
Mark T. Brown	Nil	N/A	N/A

⁽ⁱ⁾ John Gray was appointed as a director and President of the Company effective March 15, 2019.

- (1) “Value vested during the year” means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

Options Repricing

There were no repricing of stock options under the Stock Option Plan or otherwise during the Company’s financial year ended March 31, 2019.

PENSION PLAN BENEFITS

The Company has no pension plans (whether defined contribution or defined benefit) that provide for payments or benefits to any NEO at, following or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as set forth in “Employment Contracts”, the Company is not a party to any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, or a change of control of the Company, its subsidiaries or affiliates or a change in the Named Executive Officer’s responsibilities.

DIRECTOR COMPENSATION

Director Compensation Table

The following table discloses all amounts of compensation provided by the Company to its directors who are not NEOs for the financial year ended March 31, 2019:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Sean Keenan	22,128	N/A	Nil	Nil	Nil	Nil	22,128
Susan Mitchell*	15,979	N/A	Nil	Nil	Nil	Nil	15,979
Ken Booth	20,622	N/A	Nil	Nil	Nil	Nil	20,622
George R. Ireland	20,622	N/A	Nil	Nil	Nil	Nil	20,622
Peter Ball	1,550	N/A	Nil	Nil	Nil	Nil	1,550

*Will not be seeking re-election as a director at the AGM

During the Company’s completed financial year ended March 31, 2019, the Company granted an aggregate of 2,500,000 incentive stock options to directors and officers.

There are no arrangements for the compensation of directors for committee participation or special assignments.

Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

The following table discloses the particulars of all awards for each director who is not a NEO outstanding at the end of the Company’s financial year ended March 31, 2019, including awards granted before this most recently completed financial year:

Name	Option-based Awards				Share-based Awards	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Sean Keenan	500,000	0.06	May 4, 2020	Nil	N/A	N/A
	1,000,000	0.05	March 2, 2021	Nil	N/A	N/A
	200,000	0.14	April 11, 2022	Nil	N/A	N/A

Ken Booth	250,000	0.06	May 4, 2020	Nil	N/A	N/A
	1,000,000	0.05	March 2, 2021	Nil	N/A	N/A
	200,000	0.14	April 11, 2022	Nil	N/A	N/A
George R. Ireland	500,000	0.155	December 20, 2021	Nil	N/A	N/A
	200,000	0.14	April 11, 2022	Nil	N/A	N/A
Susan Mitchell*	N/A	N/A	N/A	N/A	N/A	N/A

*Will not be seeking re-election as a director at the AGM

- (1) “In-the-money options” means the excess of the market value of the Company’s shares on March 31, 2019 over the exercise price of the options. The trading price of the Company’s shares on the TSX-V was \$0.025 on March 31, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of each incentive plan award vested or earned by each director during the financial year ended March 31, 2019:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Jacques Vaillancourt	Nil	N/A	N/A
Ken Booth	Nil	N/A	N/A
Sean Keenan	Nil	N/A	N/A
John Gray	Nil	N/A	N/A
George R. Ireland	Nil	N/A	N/A
Susan Mitchell*	Nil	N/A	N/A

*Will not be seeking re-election as a director at the AGM

- (1) “Value vested during the year” means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

X. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company’s compensation plans (consisting of the Company’s stock option plan) under which equity securities of the Company are authorized for issuance at March 31, 2019:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	10,050,000 securities for options	\$0.07	19,955,029 securities for options
	19,085,200 securities for warrants	\$0.14	
Equity compensation plans not approved by securityholders	Nil	N/A	N/A

Total	10,050,000 securities for options 19,085,200 securities for warrants		19,955,029 securities for options
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XI. INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the Directors or Senior Officers of the Company or any associates or affiliates of the Company are or have been indebted to the Company at any time since the beginning of the last completed financial year of the Company.

XII. MANAGEMENT CONTRACTS

During the Company's most recently completed financial year ended **March 31, 2019**, there were no management functions of the Company, which were to any substantial degree performed by a person other than a Director or senior Officer of the Company.

XIII. CORPORATE GOVERNANCE

Pursuant to National Policy 58-101 – Disclosure of Corporate Governance Practices (“NP 58-101”) the Company is required to and hereby discloses its corporate governance practices as follows:

1. Board of Directors

The Board of Directors of the Company facilitates its exercising of independent supervision over the Company’s management through frequent meetings of the Board, both with and without members of the Company’s management (including members of management that are also directors) being in attendance.

Sean Keenan, George R. Ireland, Ken Booth and Susan Mitchell* are “independent” directors in that they are independent and free from any interest, and any business or other relationship which could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Company, other than interests and relationships arising from shareholdings.

Jacques Vaillancourt, the Company’s Executive Chairman & interim CEO and John Gray, the Company’s President, are members of management and are therefore not independent.

The mandate of the Board, as prescribed by the *Business Corporations Act (British Columbia)*, is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees.

*Will not be seeking re-election as a director at the AGM

2. Directorships

Certain of the directors are presently a director in one or more other reporting issuers, as follows:

Name of Director	Other Issuers
Sean Keenan	Mineral and Financial Investments Ltd.
Ken Booth	Angkor Gold Corp. Gitennes Exploration Inc. Lithium Chile Inc. (Formerly Kairos Capital Corporation)
Susan Mitchell*	-

Jacques Vaillancourt	Mineral and Financial Investments Ltd. TH Cresgate GmbH Redcorp Empreendimentos Mineiros Lda.
George R. Ireland	Amerigo Resources Ltd. Rathdowney Resources Ltd. Lithium Americas Corp. Africo Resources Ltd.
John Gray	Manaar Limited (formerly African Aura Resources Limited)

*Will not be seeking re-election as a director at the AGM

3. Orientation and Continuing Education

Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as such need arises and encourages open discussion at all meetings which format encourages learning by the directors.

4. Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals.

In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

5. Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board, including both formal and informal discussions among Board and the President of the Company. The Board monitors but does not formally assess the performance of individual Board or committee on their contributions.

6. Compensation

The Company's Compensation Committee assesses performance and determines the remuneration of senior officers. The Compensation Committee also administers the Company's stock option plan. The Compensation Committee may recommend to the Board the granting of stock options to directors of the Company as well as determine directors' fees, if any, from time to time. Directors may also be compensated in cash and/or equity for their expert advice and contribution towards the success of the Company.

7. Other Board Committees

The Company has a Compensation Committee consisting of three independent directors, Sean Keenan, George R. Ireland and Susan Mitchell*. Jacques Vaillancourt was also appointed to the Compensation Committee but is a member of management and is therefore not independent.

The Company has a Corporate Governance Committee consisting of three independent directors, Sean Keenan, Ken Booth and Susan Mitchell*; Jacques Vaillancourt was also appointed to the Corporate Governance Committee but is a member of management and is therefore not independent.

The Company also has an Audit Committee consisting of three independent directors, George R. Ireland, Susan Mitchell* and Ken Booth.

The Company also has a Technical Committee consisting of three independent directors, George R. Ireland, Ken

Booth and Sean Keenan. Jacques Vaillancourt was also appointed to the Audit Committee but is a member of management and is therefore not independent.

*Will not be seeking re-election as a director at the AGM

8. Assessments

The Board will annually review its own performance and effectiveness as well as review annually the Audit Committee Charter and recommend revisions to the Board as necessary. Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Company feels its corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

XIV. AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule 'A' to this Information Circular.

The Company's audit committee is comprised of three directors, **George R. Ireland, Ken Booth and Susan Mitchell***. As defined in NI 52-110, **George R. Ireland, Ken Booth and Susan Mitchell*** are "independent". Also as defined in NI 52-110, all of the audit committee members are "financially literate".

*Will not be seeking re-election as a director at the AGM

Mr. Ireland has over thirty-five years of experience in the mining and metals industry in positions ranging from field geologist to banking and venture capital. Mr. Ireland founded Geologic Resource Partners in 2004 and serves as Chief Investment Officer and CEO. From 2000 to 2004, he was General Partner of Ring Partners, LP, a predecessor investment partnership to GRP. From 1993 to 2000, Mr. Ireland was an analyst for and a partner in Knott Partners LP where he specialized in resource investing. Prior to 1993, Mr. Ireland held a variety of positions at Cleveland-Cliffs Inc, The Chase Manhattan Bank, ASARCO Inc. and VenturesTrident LP. Mr. Ireland graduated from the University of Michigan with a BS from the School of Natural Resources and is a Fellow in the Society of Economic Geologists. Mr. Ireland also serves as Chairman of the Board of Lithium Americas Corp. and is a member of the boards of Amerigo Resources Ltd, Rathdowney Resources Ltd., and Merrill & Ring Inc, a private timber company in the US.

Mr. Booth – Mr. Booth's "financial literacy" has been gained through education, an MBA and through work experience in investment banking and public company senior management. Mr. Booth has more than 35 years of experience in exploration, mining and corporate finance and public company administration. In mining corporate finance, he has worked for two of Canada's largest investment banks executing numerous equity financings for both junior and senior companies and was involved in a variety of significant mergers and acquisitions. For the last 19 years he has served as an officer and director of several public mining exploration companies including serving as an audit committee member.

Ms. Mitchell* – Ms. Mitchell's good sense in financial and management governance began as a project finance banker at CIBC, a strongly credit-oriented bank, for 11 years doing internationally complex transactions where the creditworthiness and credibility of sponsors were critical criteria to meet CIBC's approval. She furthered her study of governance by completing a Master in International Management at Thunderbird American Graduate School of International Management prior to taking a senior management role in global treasury and financial risk management at a public Fortune 400 mining company. Her sense of governance has been further honed during her advisory work as President of S. Mitchell & Associates, LLC working closely with executives of junior mining

companies mostly headquartered in North America and with properties around the globe. She has become totally committed to the value of good governance and proper management of technical and financial matters both for the success of a company and credibility with appropriate investors and backers. For 2.5 years she served as CEO of Lupi Pictures, a film development company, where she found herself focused simply on complying with complex laws and regulations to avoid the prolific litigious activity in that industry. Susan is a qualified investment banker with FINRA Series 79 and Series 63.

*Will not be seeking re-election as a director at the AGM

Since the commencement of the Company's most recently completed financial year, the Company's Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 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.

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the audit committee, on a case-by-case basis.

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

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

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
March 31, 2019	\$27,000	\$0	\$0	\$0
March 31, 2018	\$27,000	\$0	\$0	\$0

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

XV. PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

The persons named in the enclosed Instrument of Proxy intend to vote in favour of setting the number of Directors at **six (6)**. As the Company has an advance notice policy in place, the names of further nominees for Directors will not be accepted at the Meeting.

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a Director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a Director.**

The following table sets out the names of the persons to be nominated for election as Directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employments during the past five years if such nominee is not presently an elected Director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

Name and Residence of Proposed Directors and Present Offices Held	Principal Occupation	Number of Shares
Jacques Vaillancourt United Kingdom <i>Executive Chairman and Director</i>	Executive Chairman of Mineral & Financial; President & CEO of Mount Everest Finance from July 2011 to present; Managing Director and Global Head of Metals & Mining, HSBC Bank Plc. from July 2009 to July 2011; Managing Director and Head of the European Equity Capital Markets, BMO Capital Markets from October 1992 to July 2009.	42,249,500 ¹
Ken Booth West Vancouver, BC Canada <i>Director</i>	President of Gitennes Exploration Inc. since February 2012 and director since April 2000; Interim CEO of Redstar Gold Corp. from March 2014 to September 2014 and from March 2015 to January 2016 and director since March 2014; Director of NV Gold Corporation from September, 2016 to December, 2018; Director of Lithium Chile Corp. (formerly Kairos Capital Corp.) since February, 2017; President of Highwood Advisory a private financial consulting firm since 1998 CEO and director of Invenio Resources Corp. from December 2010 to July 2014.	145,000
Sean Keenan Perth, Australia <i>Director</i>	Executive Director and CEO of Pure Minerals Ltd from August 2017 to Present; General Manager of Corporate Development at Chalice Gold Mines and Liontown Resources Ltd. from March, 2016 to December 2016; Managing Director of Ophir Metals Pty. Ltd. from March 2013 to present; Associate at Resource Capital Funds Management from September 2006 to January 2013; Associate, Investment and Corporate Banking at BMO Capital Markets from September 2004 to August 2006.	625,000

<p>George R. Ireland Boston, Massachusetts USA</p>	<p>Chief Executive Officer, Chief Investment Officer, and Managing Member at Geologic Resource Partners LLC. President of GRI Holdings LLC since June 2000. General Partner of Ring Partners LP from 2000 to 2004. Partner and Analyst at Knott Partners since February 1991 until May 2003. From February 1991 to May 2003, Partner and Analyst at Knott Partners LP. From 1987 to 1991, Vice President of Fulcrum Management, Inc. and Sr VP and Chief Financial Officer of MinVen Gold Corporation. Director at Lithium Americas Corp. since November 2015 and Chairman since March 30, 2016. Director of Blue Wolf Mongolia Holdings Corp., since May 2011, and Peru Copper Inc., since May 2004. Independent Director at Amerigo Resources Ltd. since June 2012. He serves on the board of directors of Merrill & Ring Forest Products LLC. He has been a Director of Geo informatics Exploration Inc. since November 2005. Non-Executive Director at Africo Resources Ltd. since October 2014. He has been a Director of Rathdowney Resources Ltd. since August 2014. Director of Kiska Metals Corporation from June 2010 to July 2015. Director of Taseko Mines Ltd. from 2014 to February 2016. Director at Kiska Metals from November 2005 to December 2007 and from August 2008 to August 2009. Director of Great Western Minerals Group, Ltd from April 2012 to December 2013 and Uranium Resources, Inc. from May 1995 to July 2008. Director of Kiska Metals Corporation from November 2005 to December 2007 and August 2008 until August 2009 respectively.</p>	<p>1,996,000</p>
<p>Patrick Chidley Connecticut USA</p>	<p>Currently partners with the 3ppm LP, a US based investment group focused on mining industry private equity and venture capital opportunities. Mr. Chidley is also a partner and director with several other mining industry companies, including 3ppb LLC, a management consulting firm providing specialist advice and services in the corporate development field to mining and exploration companies, and Gemdale Ltd, a private mineral exploration company operating in Europe.</p>	<p>Nil</p>
<p>John Gray Oxford, England United Kingdom</p>	<p>President & Director of Redstar Gold Corp.</p>	<p>Nil</p>

(1) These are common shares held indirectly.

With the exception of Jacques Vaillancourt, Sean Keenan, Patrick Chidley, John Gray and George R. Ireland, each of the proposed nominees are ordinarily residents of Canada.

Jacques Vaillancourt was appointed to the Board of Directors on August 21, 2013. **Ken Booth** was appointed to the Board of Directors on March 24, 2014. **Sean Keenan** was appointed to the Board of Directors on November 19, 2014, **George R. Ireland** was appointed to the Board of Directors on November 24, 2016, **Patrick Chidley** is not currently a member of the Board of Directors, however, is up for election at the AGM, and **John Gray** was appointed to the Board of Directors on March 15, 2019.

Pursuant to the provisions of the *Business Corporations Act* of British Columbia, the Company is required to have an Audit Committee which, at the present time, is comprised of **Ken Booth**, **George R. Ireland** and **Susan Mitchell***. *Will not be seeking re-election as a director at the AGM. A replacement will be appointed prior to the AGM.

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

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

No proposed director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

The above information was provided by Management of the Company.

B. APPOINTMENT OF AUDITOR

The persons named in the enclosed Instrument of Proxy intend to vote for the re-appointment of **MNP LLP**, as the Company's auditors until the next Annual General Meeting of Shareholders at a remuneration to be fixed by the Board of Directors. MNP LLP was first appointed auditors of the Company on November 6, 2014.

C. APPROVAL AND RATIFICATION OF STOCK OPTION PLAN

Pursuant to the Company's Stock Option Plan, the number of Shares which may be issued pursuant to options previously granted and those authorized to be granted under the Stock Option Plan is a maximum of 10% of the issued and outstanding Shares of the Company at the time of the grant. In addition, the number of Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities, or, is a consultant. Based on the issued and outstanding common Shares of the Company as at August 19, 2019, options exercisable to acquire an aggregate of 30,005,029 Shares of the Company are currently authorized to be granted under the Stock Option Plan, of which options exercisable to acquire an aggregate of 10,050,000 Shares of the Company have been granted.

Under TSX Venture Exchange policy, all such rolling stock option plans which set the number of Shares issuable under the plan at a maximum of 10% of the issued and outstanding Shares must be approved and ratified by Shareholders on an annual basis. Therefore, at the Meeting, Shareholders will be asked to pass a resolution in substantially the following form:

"RESOLVED that the Company approve and ratify, subject to regulatory approval, the stock option plan of the Company pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company to a maximum of 10% of the issued and outstanding common Shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding Shares being reserved to any one person on a yearly basis."

The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the Shareholders. Options will be exercisable over periods of up to ten years as determined by the Board of Directors of the Company and are required to have an exercise price no less than the closing market price of the Shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSX Venture Exchange. Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the issue of options to directors, officers employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Stock Option Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

The full text of the Stock Option Plan is available for viewing by request to the Company at Suite 1500 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2 and will be available for viewing at the Meeting.

The directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that Shareholders of the Company vote in favour of the resolution.

The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of Shares who has given such proxy has directed that the votes be otherwise cast.

XVI. OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

XVII. ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR at www.sedar.com. Financial Information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial year ended **March 31, 2019**.

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company as follows:

Redstar Gold Corp.
1500 – 409 Granville Street
Vancouver, BC V6C 1T2

Telephone: (604) 484-7855
Fax: ((604) 484-7155
E-mail: info@redstargold.com

BOARD APPROVAL

The content and sending of this Information Circular has been approved by the Company's Board of Directors. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE ALBERTA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

DATED at Vancouver, British Columbia, this 19th day of **August, 2019**.

BY ORDER OF THE BOARD

"Jacques Vaillancourt"
Chairman

“SCHEDULE A ”**REDSTAR GOLD CORP.**
(the “Company”)**AUDIT COMMITTEE CHARTER****PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to provide an open avenue of communication between management, the Company’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The Members of the Committee shall elect a Chairman from among their number. A majority of the Members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the Members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards (“IFRS”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.