

INTERNATIONAL SAMUEL EXPLORATION CORP.
888 – 700 West Georgia Street
Vancouver, BC V6C 2T6
Tel: (604) 718-5454

**NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON DECEMBER 11, 2017**

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the shareholders of International Samuel Exploration Corp. (the “**Corporation**”) will be held at 888 – 700 West Georgia Street, Vancouver, BC V6V 2T6 on Monday, December 11, 2017 at 9:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended June 30, 2017, together with the auditor’s report thereon;
2. to re-appoint DeVisser Gray LLP, Chartered Professional Accountants, of Vancouver, BC, as the Corporation’s auditor and to authorize the directors to fix their remuneration;
3. to set the number of directors at four (4);
4. to elect directors for the ensuing year;
5. to re-approve the Corporation’s Stock Option Plan; and
6. to transact any other business which may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Corporation has fixed November 6, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Corporation and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Corporation’s transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the time and date of the Meeting or any adjournment or postponement thereof.

If you receive more than one form of proxy because you own common shares registered in different names or addresses, each form of proxy should be completed and returned.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the applicable accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form. **It is the intention of the persons named in the enclosed applicable form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the resolutions proposed by management as set forth under “Particulars of Matters to be Acted Upon” in the accompanying Information Circular.**

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 10th day of November, 2017.

BY ORDER OF THE BOARD

“*Conrad Swanson*”

Conrad Swanson
Chairman, President, CEO & Director

INTERNATIONAL SAMUEL EXPLORATION CORP.
888 – 700 West Georgia Street
Vancouver, BC V6C 2T6
Tel: (604) 718-5454

MANAGEMENT INFORMATION CIRCULAR
as at **November 6, 2017** (except as indicated)

This information circular (“**Information Circular**”) is provided in connection with the solicitation of proxies by the management of **International Samuel Exploration Corp.** (the “**Corporation**”) for use at the Annual General Meeting of the shareholders of the Corporation (the “**Meeting**”) to be held on Monday, **December 11, 2017**, at 888–700 West Georgia Street, Vancouver, BC at **9:00 a.m. (Vancouver time)** and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General Meeting (“**Notice of Meeting**”).

The solicitation of proxies is made on behalf of the management of the Corporation. Such solicitation will be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Corporation. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Information Circular will be borne by the Corporation. The cost of the solicitation will be borne by the Corporation.

DISTRIBUTION OF MEETING MATERIALS

This Information Circular and related Meeting materials are being sent to both registered and non-registered holders of common shares of the Corporation.

If you are a non-registered holder and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding common shares on your behalf. “**Intermediary**” means a broker, a financial institution, an investment firm, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds securities on behalf of a non-registered shareholder.

A shareholder may receive multiple packages of Meeting materials if the shareholder holds common shares through more than one Intermediary, or if the shareholder is both a registered shareholder and a non-registered shareholder for different shareholdings. Any such shareholder should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired, separately for each shareholding to ensure that all the common shares from the various shareholdings are represented and voted at the Meeting. Please return your voting instructions as specified in the appropriate voting information form.

PROXY INFORMATION

Appointment of Proxyholder

A duly completed form of proxy for the Corporation will constitute the persons named in the enclosed form of proxy as the shareholder’s proxyholder. The individuals whose names are printed in the enclosed form of proxy for the Meeting are directors and/or officers of the Corporation (the “**Management Proxyholders**”). The persons named in the enclosed form of proxy as Management Proxyholders have indicated their willingness to represent, as proxyholders, the shareholders who appoint them.

A shareholder has the right to appoint a person other than the Management Proxyholders to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder of the Corporation. Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder’s shares are to be voted.

Voting Of Proxies

Each shareholder may instruct its proxyholder how to vote its shares by completing the blanks in the enclosed proxy form. Shares represented by properly executed proxy forms will be voted or withheld from voting on any poll in accordance with instructions made on the proxy forms, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's shares shall be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, it is intended that such person will vote in favour of the matters to be voted on at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Each proxy must be dated and executed by the shareholder or its attorney authorized in writing or by an Intermediary acting on behalf of a shareholder (see "*Voting by Non-Registered Shareholders*" below). In the case of a corporation, the proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed, signed and dated form of proxy is delivered to the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or as otherwise indicated in the instructions contained in the form of proxy (including, where applicable, through the transfer agent's internet and telephone proxy voting services). All proxies in respect of the Meeting must be completed and received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Voting by Non-Registered Shareholders

The information in this section is important to many shareholders as a substantial number of shareholders do not hold their shares in their own name.

Shareholders who hold common shares through Intermediaries (such shareholders being collectively called "**Beneficial Shareholders**") should note that only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting.

If common shares are shown on an account statement provided to a Beneficial Shareholder by a broker or other Intermediary, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the central securities register of the Corporation. Such common shares will most likely be registered in the name of the broker or an agent of the broker or other Intermediary. In Canada, the vast majority of such common shares will be registered in the name of "CDS & Co.", the registration name of The Canadian Depository for Securities Limited, which acts as a nominee for many brokerage firms. Such common shares can only be voted by the Intermediary and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker or other Intermediary with this Information Circular and ensure that they direct the voting of their common shares in accordance with those instructions.**

Applicable regulatory policies require brokers and other Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. In accordance with the requirements of National Instrument 54-101, the Corporation will distribute the Meeting materials to Intermediaries and clearing agencies for onward distribution to non-registered holders. The Corporation does not intend to pay Intermediaries to forward the Meeting materials if the non-registered holders have provided instructions to their Intermediary that they object to the Intermediary disclosing ownership information about the non-registered holders. In this case, such non-registered holder will not receive the Meeting materials if the Intermediary does not assume the cost of delivery. Each Intermediary has its own mailing procedures and provides its own return instructions to clients.

Intermediaries are required to forward the Meeting materials to non-registered holders unless a non-registered holder has waived the right to receive Meeting materials. Generally, non-registered holders who have not waived the right to receive Meeting materials will be sent a voting instruction form which must be completed, signed and returned by the non-registered holder in accordance with the Intermediary's directions on the voting instruction form. Intermediaries often use service companies to forward the Meeting materials to non-registered holders. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**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 common shares 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 that such common shares are voted.**

In some cases, Beneficial Shareholders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Beneficial Shareholder but which is otherwise not completed. This form of proxy does not need to be signed by the Beneficial Shareholder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Investor Services Inc. as described under "*Completion and Return of Proxy*" above.

The purpose of these procedures is to permit non-registered holders to direct the voting of the common shares that they beneficially own. Should a Beneficial Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the Proxy and insert the Beneficial Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Revocation of Proxies

A proxy may be revoked at any time prior to the exercise thereof. If a registered shareholder who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such shareholder may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the registered shareholder or by his/her attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited to the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of such Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders (Beneficial Shareholders) who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf well in advance of the Meeting.**

RECORD DATE AND VOTING SECURITIES

The directors of the Corporation have set the close of business on November 6, 2017, as the record date (the "**Record Date**") for the Meeting.

Only common shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholders transfer shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established ownership of such shares, requests not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee will be entitled to vote such shares at the Meeting.

Voting at the Meeting will be by show of hands, with each shareholder present having one vote, unless a poll is requested or required, whereupon each shareholder or proxyholder present is entitled to one vote for each common share held.

The Corporation is authorized to issue an unlimited number of common shares without par value of which 55,920,653 shares are issued and outstanding as at the Record Date. The Corporation has no other class of voting securities.

QUORUM

A quorum for the transaction of business at the Meeting shall be one person who is, or who represents by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares of the Corporation entitled to be voted at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of the directors and executive officers of the Corporation, and based on the Corporation's review of the records maintained by Computershare Investor Services Inc., electronic filings with the System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), no shareholder beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the voting rights attached to all outstanding shares of the Corporation as at the Record Date.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer of the Corporation, any nominee for election as a director of the Corporation or any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors.

For the purpose of this disclosure, “**associate**” of a person means: (a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person; (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or similar capacity; and (d) a relative of that person if the relative has the same home as that person.

EXECUTIVE COMPENSATION

The Corporation is a “venture issuer” as defined under National Instrument 51-102 – *Continuous Disclosure Obligations* and is disclosing its director and executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation-Venture Issuers* (“**Form 51-102F6V**”).

Definitions

In this Information Circular:

- ◆ “**Board**” means the board of directors of the Corporation.
- ◆ “**Chief Executive Officer**” or “**CEO**” means an individual who served as chief executive officer of the Corporation, or performed functions similar to a chief executive officer, for any part of the most recently completed financial year.
- ◆ “**Chief Financial Officer**” or “**CFO**” means an individual who served as chief financial officer of the Corporation, or performed functions similar to a chief financial officer, for any part of the most recently completed financial year.
- ◆ “**Exchange**” means the TSX Venture Exchange.
- ◆ “**Named Executive Officer**” or “**NEO**” means each of the following individuals:
 - (i) a CEO;
 - (ii) a CFO;

- (iii) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and
- (iv) each individual who would be an NEO under paragraph (iii) 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 that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any non-NEO directors of the Corporation for the periods noted therein:

Table of compensation excluding compensation securities							
Name and position	Year Ended June 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Conrad Swanson⁽¹⁾ <i>Chairman, President, CEO & Director</i>	2017 2016	\$5,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	\$5,000 Nil
Chantelle Collins <i>CFO</i>	2017 2016	\$19,425 \$4,400	Nil Nil	Nil Nil	Nil Nil	Nil Nil	\$19,425 \$4,400
Mark Tommasi⁽²⁾ <i>Former President, CEO & Director</i>	2017 2016	Nil \$29,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil \$29,000
Gregory Stewart <i>Director</i>	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Shane Ebert <i>Director</i>	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Michael Arthurs⁽³⁾ <i>Director</i>	2017 2016	Nil --	Nil --	Nil --	Nil --	Nil --	Nil --

Notes:

- (1) Mr. Swanson was the President and CEO of the Corporation from April 1996 to December 18, 2015 at which time he resigned from both positions and was appointed Chairman of the Board. On March 27, 2017, Mr. Swanson was again appointed President and CEO of the Corporation.
- (2) Mr. Tommasi was appointed President, CEO and a director of the Corporation on December 18, 2015. Mr. Tommasi resigned from all positions on March 27, 2017, but continues to provide advisory services to the Corporation as a consultant.
- (3) Mr. Arthurs was appointed a director of the Corporation March 27, 2017.

External Management Companies

During the year ended June 30, 2017, no management functions of the Corporation were to any substantial degree performed by a person other than the directors or executive officers of the Corporation.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to NEOs or non-NEO directors during the financial year ended June 30, 2017, for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Conrad Swanson⁽¹⁾ <i>Chairman, CEO, President & Director</i>	Stock Options	600,000	Apr 27, 2017	0.05	0.06	0.07	Apr 27, 2022
Chantelle Collins <i>CFO</i>	Stock Options	235 ,000	Apr 27, 2017	0.05	0.06	0.07	Apr 27, 2022
Gregory Stewart <i>Director</i>	Stock Options	300,000	Apr 27, 2017	0.05	0.06	0.07	Apr 27, 2022
Shane Ebert <i>Director</i>	Stock Options	100,000	Apr 27, 2017	0.05	0.06	0.07	Apr 27, 2022
Michael Arthurs <i>Director</i>	Stock Options	480,000	Apr 27, 2017	0.05	0.06	0.07	Apr 27, 2022
Mark Tommasi⁽²⁾ <i>Former President, CEO & Director</i>	Stock Options	200,000	Apr 27, 2017	0.05	0.06	0.07	Apr 27, 2022

Notes:

- (1) Mr. Swanson was the President and CEO of the Corporation from April 1996 to December 18, 2015 at which time he resigned from both positions and was appointed Chairman of the Board. On March 27, 2017, Mr. Swanson was again appointed President and CEO of the Corporation.
- (2) Mr. Tommasi was appointed President, CEO and a director of the Corporation on December 18, 2015. Mr. Tommasi resigned from all positions on March 27, 2017, but continues to provide advisory services to the Corporation as a consultant.

No compensation securities were exercised by any NEOs or non-NEO directors during the fiscal year ended June 30, 2017.

Stock Option Plans and Other Incentive Plans

The only equity compensation plan of the Corporation is its Stock Option Plan, details of which are set out below under “*Securities Authorized for Issuance under Equity Compensation Plans*”.

Employment, Consulting and Management Agreements

There are no employment, consulting or management agreements.

Non-NEO directors of the Corporation do not currently receive compensation for acting as a director of the Corporation.

NEOs and directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as NEOs and directors, as the case may be. NEOs and directors are also entitled to participate in the Stock Option Plan.

Oversight and Description of Director and NEO Compensation

Director Compensation

The Corporation has no standard arrangements pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the Stock Option Plan and the policies of the Exchange. Currently, no fees are paid to the directors

for serving as directors of the Corporation. Should the Corporation's financial circumstances change in fiscal 2018, the Board as a whole will determine the compensation payable to the directors of the Corporation, taking into consideration general industry standards for companies similar to the Corporation.

The Board believes that the granting of incentive stock options provides a reward to directors for achieving results that improve the Corporation's performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Corporation's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each director; the aggregate value in securities of the Corporation that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Corporation to reward directors for their efforts to increase value for shareholders without requiring the Corporation to use cash from its treasury. The terms and conditions of the Corporation's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Description of the Stock Option Plan*" below.

The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

Named Executive Officer Compensation

The Corporation is a junior Exchange-listed resource company. The Corporation has, as of yet, no significant revenues from operations and during fiscal 2017 operated, and for the foreseeable future will operate, with limited financial resources. As a result, the directors of the Corporation have to consider not only the financial situation of the Corporation at the time of the determination of executive compensation, but also the estimated financial situation of the Corporation in the mid and long term.

Compensation paid to NEOs during the fiscal year ended June 30, 2017 is noted in the table above under "*Director and Named Executive Officer Compensation, Excluding Compensation Securities*". It is anticipated that similar compensation will be paid to NEOs during fiscal 2018 until such time as the Corporation completes a significant financing.

As the Corporation grows its business, the general objectives of the Corporation's compensation strategy will be to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that enables the Corporation to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the financial constraints that the Corporation is under.

In considering the compensation of its NEOs, the Board will consider how it can best balance the interests of the Corporation and provide competitive compensation to attract and retain officers who will contribute to the success of the Corporation, while mindful of the financial constraints of the Corporation. The Board will take into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies. All consulting or other compensation arrangements between the Corporation and its NEOs, if any, will be considered and approved by the independent members of the Board.

Given the Corporation's current financial situation, the primary element of executive compensation is that of stock options, which do not require cash disbursements by the Corporation, with nominal cash fees accruing or paid to the CFO and CEO for their services rendered to the Corporation. The Board believes that the granting of incentive stock options provides a reward to NEOs for achieving results that improve Corporation performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Corporation's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each NEO; the aggregate value in securities of the Corporation that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Corporation to reward NEOs for their efforts to increase value for shareholders without requiring the Corporation to use cash from its treasury. The terms and conditions of the Corporation's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Description of the Stock Option Plan*" below.

Other than as described above, there are no other prerequisites provided to the NEOs. The Corporation does not use specific benchmark groups in determining compensation or any element of compensation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Corporation's current stock option (the "**Stock Option Plan**"), being the Corporation's only equity compensation plan as of the fiscal year ended June 30, 2017 and as of the Record Date. The Stock Option Plan was most recently approved by the Corporation's shareholders at its last annual general meeting held on December 12, 2016. The following information is as at the Record Date:

Plan Category	Number of common shares to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of common shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by Shareholders	5,150,000	\$0.08	442,065
Equity Compensation Plans not approved by Shareholders	Nil	N/A	N/A
TOTAL:	5,150,000	\$0.08	442,065

Description of the Stock Option Plan

The following is a summary of the substantive terms of the Stock Option Plan, a copy of which is available upon request from the corporate secretary of the Corporation.

- ♦ The aggregate number of optioned shares that may be issued may not exceed 10% of the number of issued and outstanding common shares of the Corporation at the time of granting of options under the Stock Option Plan.
- ♦ The Board has the discretion to grant options pursuant to the terms of the Stock Option Plan. Options may be granted to eligible persons, being: directors, officers, employees, management company employees or consultants.
- ♦ Limitations on issue include: (a) no more than 5% of the issued common shares of the Corporation, calculated at the date of the grant of options, may be granted to any one optionee in any 12 month period unless the Corporation has obtained disinterested shareholder approval; (b) no more than 2% of the issued common shares of the Corporation, calculated at the date of the grant of options, may be granted to any one consultant in any 12 month period; and (c) and no more than an aggregate of 2% of the issued common shares of the Corporation, calculated at the date of the grant of options, may be granted to all persons conducting investor relations activities within any 12 month period.
- ♦ The exercise price of options will be set by the Board and cannot be less than the Discounted Market Price (as such term is defined in Exchange policies).
- ♦ Options may be granted for a maximum of 5 years from the date of grant.
- ♦ Any options that expire unexercised or that are otherwise lawfully cancelled will be eligible for re-issue under the Stock Option Plan.
- ♦ All options granted under the Stock Option Plan are non-assignable.
- ♦ Options granted to consultants conducting investor relations activities will vest, at a minimum, over a period of not less than 12 months with no more than ¼ of the options vesting in any 3 month period.
- ♦ Any reduction in exercise price of an option previously granted to an insider requires disinterested shareholder approval.

- ◆ Options will expire immediately upon the optionee leaving his or her employment/office except that:
 - (a) in the case of death of an optionee, any vested options held by the deceased at the date of death will become exercisable by the optionee’s estate until the earlier of one year after the date of death and the date of expiration of the term otherwise applicable to such option;
 - (b) options may be extended for such period of time as the Board may determine at the time of grant up to a maximum period of one year and failing such determination, the options will expire on the date that is 90 days after the optionee ceases to be employed/provide services, (30 days if the optionee was engaged in Investor Relation activities as defined in Exchange policy, but in all cases only to the extent that such options were vested in the optionee at the date the optionee ceased to be employed/provide services; and
 - (c) in the case of an optionee dismissed from employment/service for cause, such options, whether vested or not, will immediately terminate without right to exercise same.

A copy of the Stock Option Plan is available for review at the Corporation’s office during normal business hours up to and including the date of the Meeting.

In accordance with Exchange policies, as the Stock Option Plan is a “rolling” stock option plan, it must receive approval of the Corporation’s shareholders yearly at the Corporation’s annual general meeting. Refer to “*Particulars of Matters to be Acted Upon – 5. Re -Approval of the Stock Option Plan*” below.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No (a) director; (b) executive officer; (c) proposed nominee for election as a director; (d) associate of a director, executive officer or proposed nominee for election as a director; (e) employee; or (f) former director, executive officer or employee of the Corporation, is, as at November 6, 2017, or was at any time during the Corporation’s last completed financial year, indebted to the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than transactions carried out in the normal course of business of the Corporation or any of its affiliates, no informed person and none of the proposed directors of the Corporation or any associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

MANAGEMENT CONTRACTS

During the year ended June 30, 2017, no management functions of the Corporation were to any substantial degree performed by a person other than the directors or NEOs of the Corporation.

CORPORATE GOVERNANCE DISCLOSURE

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

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires that each reporting company disclose its corporate governance practices on an annual basis. The Corporation’s general approach to corporate governance is summarized below.

Board of Directors

Independence

The Corporation has four directors: Conrad Swanson, Gregory Stewart, Shane Ebert and Michael Arthurs.

Section 1.4 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) sets out the standard for director independence. Under NI 52-110, a director is independent if he has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Corporation.

Applying the definition set out in section 1.4 of NI 52-110, three directors, Gregory Stewart, Shane Ebert and Michael Arthurs are independent. Conrad Swanson is not independent by virtue of the fact that he is an executive officer of the Corporation (Chairman, President & CEO).

Other Directorships

Certain directors are presently a director of one or more other reporting issuers or reporting issuer equivalents, as set out below:

Name of Director	Reporting Issuer(s) or Equivalent(s)
Conrad Swanson	Gold Reach Resources Ltd. Snipp Interactive Inc. Vela Minerals Ltd.
Shane Ebert	Gold Reach Resources Ltd. CANEX Metals Inc. Manson Creek Resources Ltd.

Orientation and Continuing Education

The Corporation has not adopted a formalized process of orientation for new Board members. Orientation of new directors has been and will be conducted on an ad hoc basis through discussions and meetings with other directors, officers and employees/consultants where a thorough description of the Corporation’s business, assets, operations and strategic plans and objectives are discussed. Orientation activities have been and will be tailored to the particular needs and experiences of each director and the overall needs of the Board.

The Board does not take any formal measures to provide continuing education for the directors. Directors are kept informed as to matters impacting, or which may impact, the Corporation’s operations through periodic discussions and through presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management, advisors and other directors who can answer any questions that may arise.

At this stage in the Corporation’s development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has not adopted a formal written Code of Business Conduct and Ethics. In recruiting new Board members, the Board considers only persons with a demonstrated record of ethical business conduct.

The Board has concluded that fiduciary duties placed on individual directors by the Corporation’s governing corporate legislation and the common law, in addition to the applicable corporate legislation restrictions placed 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.

Nomination of Directors

The Board has not adopted a written mandate or formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among committee and Board members. 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 required time, show support for the Corporation's mission and strategic objectives and have a willingness to serve.

Compensation

The Board has not adopted a written mandate or formal procedure with respect to determining compensation for the directors and NEOs.

Refer to "*Oversight and Description of Director and NEO Compensation*" above for a detailed description of the Corporation's compensation policies.

Other Board Committees

At the present time, the Corporation's only standing committee is the audit committee (the "**Audit Committee**") (see "*Audit Committee*" below).

Assessments

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Corporation's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

Audit Committee

NI 52-110 requires the Corporation's Audit Committee to meet certain requirements. It also requires the Corporation to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Audit Committee's mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system, reviews and appraises the work of the external auditors, and provides an open avenue of communication between the external auditors, senior management and the Board.

The Audit Committee Charter

The Corporation's Board has adopted an Audit Committee Charter which sets out the Audit Committee's mandate, organization, powers and responsibilities. A copy of the Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The Corporation's Audit Committee is comprised of three directors consisting of Gregory Stewart, Shane Ebert and Conrad Swanson. The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate' for the purposes of NI 52-110.

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
Gregory Stewart	Yes	Yes
Shane Ebert	Yes	Yes
Conrad Swanson	No	Yes

Notes:

- (1) To be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Accordingly, an executive officer of the Corporation is not independent, nor is a director that is paid consulting fees for non-director services provided to the Corporation.
- (2) To be considered financially literate, a member of the Audit Committee must have 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.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

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

Member	Education/Experience
Gregory Stewart	Mr. Stewart is a self-employed businessman. He is a founding partner and the Chairman and CEO of Belvedere Parkway Capital Management (since 1988), a private company. Mr. Stewart has served as a director or executive officer of public companies most recently being a director (1999 – December 2011) and Chairman and CEO (January 2008 – April 2010) of Algonquin Oil and Gas Ltd., a company then trading on the TSXV.
Shane Ebert	Dr. Ebert is a registered professional geoscientist. In 1991 Dr. Ebert completed his BSC with honours in geology from the University of Alberta and in 1995 completed his PhD from the University of Western Australia. Dr. Ebert also has over 15 years experience providing services as a director or officer to various public companies, most recently being a director of Gold Reach Resources (since March 2011), the President, CEO and a director of CANEX Metals Inc. (since February 2003) and a director of Manson Creek Resources (since 2003).
Conrad Swanson	Mr. Swanson is an entrepreneur businessman with over 25 years' experience. Over the past 25 years he has served as a director or executive officer of numerous public companies engaged in various industries including mineral and coal resource, dot.com and other technologies and clean energy sectors. In addition to his positions with the Corporation, Mr. Swanson is also currently a director of Gold Reach Resources Ltd. (since December, 2003), a TSXV-listed junior resource company; a director of Snipp Interactive Inc. (since March 2012), a TSXV-listed company that provides a one-stop marketing technology platform; and a director of Vela Minerals Ltd. (since 2015), a TSXV-listed company.

Audit Committee Oversight

Since the commencement of the Corporation's most recent financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

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

Since the Corporation is a "venture issuer" (as such term is defined in NI 52-110), it is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* (as described in "*Composition of the Audit Committee*" above) and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about an audit committee in the Corporation's Annual Information Form, if any, and this Information Circular).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter, attached hereto as Schedule "A".

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
June 30, 2017	\$13,900	Nil	\$500	Nil
June 30, 2016	\$13,500	Nil	\$500	Nil

Notes:

- (1) The aggregate fees billed by the Corporation's auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Corporation's auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the 'Audit Fees' column.
- (3) The aggregate fees billed for professional services rendered by the Corporation's auditor for tax compliance, tax advice and tax planning. These services include the filing of the Corporation's annual tax returns.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements and Auditor's Report

The Board has approved the audited financial statements for the fiscal year ended June 30, 2017, together with the auditor's report thereon, copies of which have been sent to those shareholders who had requested receipt of same. Copies of these materials are available on SEDAR at www.sedar.com.

2. Re-Appointment of Auditors

Shareholders of the Corporation will be asked to vote for the approval of the re-appointment of DeVisser Gray LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as auditor of the Corporation, to hold office until the next annual general meeting of the shareholders, or until its successor has been appointed, at a remuneration to be fixed by the directors.

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

3. Set Number of Directors

Management of the Corporation intends to propose a resolution to set the number of directors at four (4).

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

4. Election of Directors

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Corporation for the ensuing year. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the election of the nominees listed below to the Board.** Each director elected will hold office until the close of the next annual general meeting or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated.

The following table sets out the names of management's nominees for election as directors, all offices in the Corporation each now holds, each nominee's current principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of common shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 6, 2017. Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name, Province or State and Country of Residence and Position Held⁽¹⁾	Principal Occupation for the Past Five (5) Years	Director of the Corporation Since	Number of Shares Beneficially Owned or Controlled⁽¹⁾
CONRAD SWANSON⁽²⁾ British Columbia, Canada <i>Chairman, President, CEO & Director</i>	Chairman of the Corporation (since Dec, 2015) and President & CEO of the Corporation (since Mar 2017 and Apr 1996 - Dec 2015) and Director of the Corporation (since April 1996); CEO (Dec 2011 – Apr 2015) and Director of Gold Reach Resources Ltd (since Dec 2003); and a Director of Snipp Interactive Inc. (since March 2012); and a Director of Vela Minerals Ltd. (since 2015).	April 1996	1,792,511 ⁽³⁾
GREGORY STEWART⁽²⁾ Alberta, Canada <i>Director</i>	Self employed businessman - Founding Partner, Chairman and CEO of Belvedere Parkway Capital Management (since 1988).	December 2011	1,439,400
SHANE EBERT⁽²⁾ British Columbia, Canada <i>Director</i>	President & CEO (since June 2016) and Director and Vice President Exploration (since Mar 2011) of Gold Reach Resources Ltd.; President, CEO and Director of CANEX Metals Inc. (since Feb 2003); and Director of Manson Creek Resources (since 2003).	December 2011	100,000
MICHAEL ARTHURS Alberta, Canada <i>Director</i>	Self-employed businessman – Co-founding member of Diamond A Ventures Inc (since 2008); Co-founder of Selex Group Inc. (since 2013); former Consultant to Buckeye Partners, LP (2014-2016); former Consultant to Nexen Inc. (2008-2015).	March 2017	300,000

Notes:

(1) This information has been furnished by the respective directors.

(2) Denotes member of Audit Committee.

(3) 226,656 shares are owned directly and that balance of the shares are held by Third Millennium Capital Corp., a private British Columbia company wholly-owned by Mr. Swanson.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) 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.

Penalties and Sanctions

To the knowledge of the Corporation, no proposed director:

- (a) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company.

5. Re-Approval of Stock Option Plan

During the past year, the Corporation maintained a 10% rolling stock option plan (the “**Stock Option Plan**”) which was approved by the shareholders of the Corporation at its last annual general meeting held on December 12, 2016. In accordance with Exchange policies, as the Stock Option Plan is a “rolling” stock option plan, it must receive approval of the Corporation’s shareholders yearly at the Corporation’s annual general meeting. Therefore, shareholders will be asked at the Meeting to consider and, if thought fit, to approve the following ordinary resolution ratifying and re-approving the Corporation’s existing Stock Option Plan.

“BE IT RESOLVED, as an ordinary resolution, that, subject to regulatory approval:

1. the Corporation’s stock option plan (the “**Plan**”), as set forth in the Corporation’s Information Circular dated November 6, 2017, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued shares of the Corporation, be and is hereby re-approved, confirmed and ratified;
2. the Corporation be authorized to abandon or terminate all or any part of the Plan if the board of directors of the Corporation deems it appropriate and in the best interests of the Corporation to do so;

3. the Corporation be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Plan;
4. the Corporation be and is hereby authorized to make such amendments to the Plan from time to time as the Board of Directors may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Plan, the shareholders, and
5. any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by applicable regulatory authorities and to complete all transactions in connection with the implementation of the Plan.”

Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

ADDITIONAL INFORMATION

Additional information relating to the Corporation concerning the Corporation and its operations is available on SEDAR at www.sedar.com. Financial information concerning the Corporation is provided in its comparative financial statements and management’s discussion and analysis for the Corporation’s most recently completed financial year. Copies of this information are available either on SEDAR or by contacting the Corporation at its head office located at 888 – 700 West Georgia Street, Vancouver, BC V6C 2T6, Att: Corporate Secretary; Tel: (604) 718-5454.

OTHER MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the Board.

ON BEHALF OF THE BOARD OF DIRECTORS

“Conrad Swanson”
Conrad Swanson
Chairman, President, CEO & Director

**SCHEDULE “A”
TO INFORMATION CIRCULAR OF
INTERNATIONAL SAMUEL EXPLORATION CORP
(THE “CORPORATION”)
(NOVEMBER 6, 2017)**

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

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

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

The Committee shall also perform any other activities consistent with this Charter, the Corporation’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 Corporation or of an affiliate of the Corporation. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. 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 Corporation’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles (“GAAP”). 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 Corporation’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 Corporation in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Corporation’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, 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 Corporation'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 Corporation'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 Corporation'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 Corporation, including consideration of the independent auditor's judgment about the quality and appropriateness of the Corporation'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 Corporation by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Corporation and all non-audit work performed for the Corporation by the independent auditor.
11. Establish and review the Corporation'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 Corporation.
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 National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.