

**ETHOS GOLD CORP.  
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**SUPPLEMENT NO. 1  
to the Information Circular of Ethos Gold Corp. dated May 8, 2017  
in respect of the Annual General Meeting convened on June 20, 2017**

**ADJOURNED MEETING**

This supplement ("**Supplement No. 1**") to the management information circular (the "**Circular**") of Ethos Gold Corp. (the "**Company**") dated May 8, 2017, originally mailed to shareholders in connection with the Annual General Meeting (the "**Meeting**") of the Company held on June 20, 2017, is being sent to shareholders of the Company in connection with the adjournment of the Meeting to Tuesday, July 25, 2017, at 10:00 a.m. (PDT) at the offices of the Company, Suite 1430 - 800 West Pender Street, Vancouver, British Columbia (the "**Adjourned Meeting**"), for the purposes set out in the accompanying Notice of Adjournment and in this Supplement No. 1 dated June 26<sup>th</sup>, 2017, sent to shareholders in respect of the Adjourned Meeting.

This Supplement No. 1 amends, supplements and is deemed to form part of the Circular. In particular, the section of the Circular entitled "**Particulars of Other Matters to be Acted Upon**" is amended to add, as a further item, the information provided in the section of this Supplement No. 1 entitled "**Change of Business**".

**SOLICITATION OF PROXIES**

This Supplement No. 1 and the accompanying documents are furnished in connection with the solicitation of proxies by the management of the Company for use at the Adjourned Meeting of shareholders of the Company to be held on Tuesday, July 25, 2017 and any adjournment thereof at the time and place and for the purposes set forth in the accompanying Notice of Adjournment. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors and regular employees of the Company. All costs of solicitation will be borne by the Company.

**APPOINTMENT AND REVOCATION OF PROXIES**

The individuals named in the accompanying form of proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE ADJOURNED MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES OR BY COMPLETING ANOTHER FORM OF PROXY.** To be valid, a proxy must be in writing and executed by the shareholder or its attorney authorized in writing, unless the shareholder chooses to complete the proxy by the internet as described in the enclosed proxy form. Completed proxies must be received by TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1 (fax: 416.595.9593), before Friday, July 21, 2017 at 10:00am PDT, or, at the discretion of the Chairman of the Adjourned Meeting, delivered to the Chairman of the Adjourned Meeting prior to the commencement of the Adjourned Meeting or prior to any re-commencement of the Adjourned Meeting after an adjournment.

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, 1800 – 510 West Georgia Street, Vancouver, BC V6B 0M3, at any time up to and including the last business day preceding the day of the Adjourned Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Adjourned Meeting on the day of the Adjourned Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **INFORMATION FOR BENEFICIAL HOLDERS OF SHARES, AND EXERCISE OF DISCRETION**

The sections of the Circular entitled "**Information for Beneficial Holders of Shares**" and "**Exercise Of Discretion**", applies to any proxies in connection with the Adjourned Meeting.

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

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Company since the commencement of the Company's last completed financial year, or of any proposed nominee for election as a director of the Company, or of any associate or affiliate of any of such persons, in any manner to be acted upon at the Adjourned Meeting other than the election of directors or the appointment of auditors.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

As at May 8, 2017, the Company has issued and outstanding 47,335,381 fully paid and non-assessable common shares, each share carrying the right to one vote. **THE COMPANY HAS NO OTHER CLASSES OF VOTING SECURITIES.**

Any shareholder of record at the close of business on May 8, 2017 who either personally attends the Adjourned Meeting or who has completed and delivered a form of proxy in the manner and subject to the provisions described in the Circular shall be entitled to vote or to have his shares voted at the Adjourned Meeting.

To the knowledge of the directors and executive officers of the Company, there are no persons or companies who beneficially own, or control or direct, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as disclosed in the Circular, no informed person of the Company, proposed nominee for election as a director, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction or proposed transaction since January 1, 2016 which has materially affected or would materially affect the Company.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No director, executive officer, employee or former director, executive officer or employee or any of their respective associates or affiliates or any proposed nominee for election as a director of the Company is or has been at any time since the beginning of the last completed financial year, indebted to the Company or any of its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Company or any of its subsidiaries:

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### **Change of Business – Investment Issuer**

The Company's board of directors (the "**Board**") and senior officers ("**Management**") believe that it is in the Company's interests to consider whether the optimal allocation of the Company's working capital would be within the framework of an investment issuer. To allow the Company to proceed expeditiously in the event that the Board and Management, after completing their deliberations on the matter, determine that a change of the Company's business from a mining issuer to an investment issuer (the "**Change of Business**") is in the Company's best interests, the Board and Management are, on the basis set out below in this Supplement No. 1, proactively seeking a shareholder approval.

If the Company determines to proceed with the Change of Business, then the Company will consider making investments involving conventional equity, debt and other forms of investments in private and public companies. The Company's shareholders (the "**Shareholders**") are cautioned that, as at the date of this supplement to the Information Circular the Company has not:

- entered into any investment letters of intent, term sheets or contracts relating to investments, or identified any specific investment opportunities;
- determined the particular thresholds of returns to be earned on investments or what will constitute a reasonable rate of capital appreciation, or
- determined investment horizons as to how long the Company will hold any such investments.

The nature and timing of the Company's investments would depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company. As discussed below, subject to the availability of capital, the Company would seek to create a diversified portfolio of investments. The composition of its investment portfolio would vary over time depending on the Company's assessment of a number of factors including the performance of financial markets and credit risk.

The Company believes that the Change of Business, if and when implemented, will not be a Related Party Transaction for the purposes of the TSX Venture Exchange (the "**TSXV**").

### ***Investment Policy***

The listing requirements of the TSXV for an investment issuer require that the Company adopt an investment policy to govern its investment activities, including the investment objectives and strategy based on the fundamental investment principles. A complete draft copy of the Company's proposed investment policy is set out below. The final investment policy will be posted on the Company's website and filed on SEDAR prior to the completion of the Change of Business.

### ***Investment Objectives***

The Company's principal investment objectives will be as follows:

- to seek high return investment opportunities by investing directly in equity securities of public and private companies through a range of investment instruments;
- assisting in early-stage projects by providing financial support;
- to identify early-stage opportunities with attractive risk/reward ratios;
- to preserve capital and limit downside risk while achieving a reasonable rate of return by focusing on opportunities with attractive risk to reward profiles.
- to achieve a reasonable rate of capital appreciation;
- to minimize the risk associated with investments in securities; and

- to seek liquidity in its investments so as to be able to realize value from same in a prudent and orderly fashion.

The Company's investment objectives, investment strategy and investment restrictions may be amended from time to time on the recommendation of senior management and approval by the board of directors. The Company does not anticipate the declaration of dividends to shareholders during its initial stages and plans to reinvest the profits of its investments to further the growth and development of the Company's investment portfolio.

### ***Investments***

*Principal Targets:* Natural resource, industrial, manufacturing, services and technology industries.

*Composition:* The Company believes that any risk of limited diversification may be mitigated by closely monitoring its investments, and liquidating individual investments that show signs of weakness. The actual composition of the Company's investment portfolio will vary over time depending on its assessment of a number of factors, including credit risk. Pending investment of available funds, monies will be held in bank or trust accounts with financial institutions determined by the Board to be acceptable to the Company.

*Types:* The Company will maintain a flexible position with respect to the form of investments taken, and may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments.

*Jurisdictions:* While the Company intends to focus on investments in Canada and the U.S., investments may extend globally. Preference will be given to developed countries but investment in all countries is permissible depending on the risk assessment made by the Company's board of directors and management at the time the investment is made and the risk-reward relationship associated with each investment in a particular jurisdiction.

*Timing:* The timing of the Company's investments will depend, in part, on available capital at any particular time, and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a suitably diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk.

*Size:* Unlimited, which may result in the Company holding a control position in a target corporation or possibly requiring future equity or debt financings to raise money for specific investments.

*Timelines:* Not limited.

*Investee Structures:* Investments in public or private corporations, partnerships or other legal entities which own and/or operate, or propose to own and/or operate, businesses presenting investment opportunities that are attractive to the Company.

### ***Investment Strategy***

The Company aims to adopt a flexible approach to investment targets without placing unnecessary limits on potential returns on its investment. This approach is demonstrated in the Company's proposed investment strategy set out below.

To achieve the investment objectives, as stated above, while mitigating risk, the Company, when appropriate, will seek to employ the following investment management practices:

- the Company will undertake due diligence of the relevant business sector in which the investments will be made, as well as of specific investee targets;
- the Company may utilize the services of independent consultants and registered securities dealers to gain additional information on target investments where appropriate;
- as its investment business develops, the Company may select a specific industry in which to focus its investments, and in such a case, may retain the services of parties knowledgeable in this space; and
- the Company will work closely with an investee target company's management and board, and in some cases, assist in sourcing experienced and qualified persons to add to the investee's board and/or management.

Investments will be made in either private or public companies, or for the Company's own account directly into a project. Investments may include any combination of:

- acquisitions, short term development and resale of interests, joint venture percentage or equity holdings in the target Company;
- direct acquisition of a business or its assets via a wholly-owned subsidiary and assisting in developing the underlying business;
- capital investment in private companies, and assistance in moving them to an acquisition or merger transaction with a larger Company or to the public stage through initial public offering, reverse takeover or other liquidity event;
- early-stage equity investments in public companies believed to have favourable management and business; and
- where appropriate, acting as a third-party advisor for opportunities in target or other companies, in exchange for a fee, and investing in distressed situations where a change of management or other restructuring is required to realize the value of the asset.

The Company will have flexibility on the returns sought from any particular investments and its portfolio as a whole, while seeking to recapture its capital within a reasonable period following the initial investment. The Company will seek to maintain the ability to actively review and revisit all of its investments on an ongoing basis. From time to time, the Company may insist on board or management representation with target companies in order to safeguard and maximize returns from its investments.

The Company will take holdings in companies within the framework of the above guidelines, which, from time to time, may result in the Company holding a control position in, or complete ownership of a target Company.

Notwithstanding the foregoing, from time to time, the Board may authorize such investments outside of this proposed investment strategy as it sees fit for the benefit of the Company and the Shareholders.

### ***Procedures and Implementation***

The Board may, in its discretion, appoint an investment committee (the "**Committee**") to assist the Board in discharging its responsibilities relating to the Company's investment business. Any Committee members will be individuals with a broad range of business experience and their own networks of business partners, financiers, venture capitalists and finders through whom potential investments may be identified. If the Board elects not to appoint a Committee, then references in this document to the Committee are to be read as being references to the Board.

Prospective investments will be channelled through the Committee. The Committee will make an assessment of whether the proposal fits with the investment and corporate strategy of the Company in accordance with the investment objectives and strategy set out in this policy, and then proceed with preliminary due diligence, leading to a decision to reject or move the proposal to the next stage of detailed due diligence. This process may involve the participation of outside professional consultants.

The Company will obtain detailed knowledge of the relevant business the investment shall be made in, as well as the investee corporation, their management team, quality of asset(s) and risks associated as applicable.

Once a decision has been reached to invest in a particular situation, a summary of the rationale behind the investment decision shall be prepared by the Committee and submitted to the Board. This summary should include, among other things, the estimated return on investment, timeline of investment, guidelines against which future progress can be measured, and risks associated with the investment. The summary should also disclose any finder's or agent's fees payable.

All investments shall be submitted to the Board for final approval. The Committee will select all investments for submission to the Board and monitor the Company's investment portfolio on an ongoing basis, and will be subject to the direction of the Board. The Committee will present an overview of the state of the investment portfolio to the Board on a quarterly basis.

Negotiation of terms of participation is a key determinant of the ultimate value of any opportunity to the Company. Negotiations may be ongoing before and after the performance of due diligence. The representative(s) of the Company involved in these negotiations will be determined in each case by the circumstances of the investment opportunity.

### ***Compliance***

All investments shall be made in compliance with applicable laws in relevant jurisdictions, and shall be made in accordance with and governed by the rules and policies of applicable regulatory authorities.

From time to time, the Board may authorize such additional investments outside of the guidelines described herein as it sees fit for the benefit of the Company and its shareholders.

### ***Management Participation***

The Company will, where it determines it is appropriate to do so in order to safeguard and maximize its investment returns, seek an active role in the corporations and other entities in which it invests, and provide such investee targets with financial and personnel resources, as well as strategic counsel. In this regard, the Company may, in its discretion, make investments with a view to: exercising or seeking to exercise control of its investee targets; and/or being actively involved in the management of its investee targets. This may include the Company seeking board representation in cases where it makes a significant investment in the business of an investee target. The Company's nominee(s) will be determined by the Board as appropriate in such circumstances.

### ***Registration Status***

The Company will aim to structure its investment business in such a way as not to be deemed to be either an investment fund or mutual fund, as defined by applicable securities laws, and otherwise, to avoid the requirement to register as an investment fund manager or investment advisor.

**Conflicts of Interest**

The Company and its affiliates, directors, officers are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with their duties to the Company. These include serving as directors, officers, promoters, advisers or agents of other public and private companies, including companies in which the Company may invest. These persons may also engage in transactions with the Company where any one or more of them is acting in a capacity as financial advisor, broker, intermediary, principal, or counterparty, provided that such transactions are carried out on terms similar to those which would apply in a like transaction between parties not connected with any one of them and such transactions are carried out on normal commercial terms as if negotiated at arm's length.

The Company has no restrictions with respect to investing in corporations in which a Board member may already have an interest. However, directors and senior officers will be required to disclose any conflicts of interest, including holding any interest in a potential investment. Further, where a conflict is determined to exist, the person having a disclosable interest shall abstain from making further decisions or recommendations concerning such matter, and any potential investments where there is a material conflict of interest involving an employee, officer or director of the Company may only proceed after receiving approval from the disinterested directors of the Board.

The Company will also be subject to "related party" transaction policies of the securities exchange(s) on which its shares are listed for trading. Such policies may require disinterested shareholder approval and valuations for certain investment transactions.

Prior to making any investment commitment, the Company shall adopt procedures for checking for potential conflicts of interest, which shall include but not be limited to a circulation of the names of a potential target corporation and its affiliates to the Board and Management.

All members of the Board shall be obligated to disclose any interest in the potential investment. In the event a conflict is detected, the target corporation shall be notified of the potential conflict in writing. The members of the Board and its advisors shall be responsible for detecting a potential conflict. Disclosable conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (British Columbia).

Where a conflict is determined to exist within Management or the Board, the individual having a conflicting interest shall provide full disclosure of their interest in the potential investment and, if such person is a Board member, shall abstain from voting on the investment decision but may participate in discussions regarding the potential investment opportunity.

The members of the Board, Management, the Committee, and their respective affiliates (collectively the "**Parties**") are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with their duties to the Company. These include serving as directors, officers, promoters, advisers or agents of other public and private corporations, including corporations in which the Company may invest. The Parties may also engage in transactions with the Company where any one or more of the Parties is acting in their capacity as financial advisor, broker, intermediary, principal, or counterparty, provided that such transactions are carried out on terms similar to those which would apply in a similar transaction between persons not connected with the Parties or any one of them and such transactions are carried out on normal commercial terms as if negotiated at arm's length.

**Risk Factors**

Set out in this section below are certain material risk factors relating to the investment business proposed to be carried on by the Company. As the Company proceeds to develop and carry out its business plans, it will be necessary continually to monitor, re-evaluate, and manage such risks. Shareholders should

carefully such risks in consider the proposed Change of Business. consider each of such risks. The success of the Company as an investment issuer will depend largely on the expertise, ability, judgment, discretion, integrity and good faith of its board of directors and management. The principal risks include the following:

*No Operating History as an Investment Issuer:* The Company does not have any record of operating as an Investment Issuer. As such the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Company will not achieve its financial objectives as estimated by Management. Furthermore, past successes of the Management or the Board in other ventures do not guarantee future success.

*Risks of Competition:* The Company will face competition from other capital providers, all of which compete with it for investment opportunities. These competitors may limit the Company's opportunities to acquire interests in investments that are attractive to the Company. The Company may be required to invest otherwise than in accordance with its Investment Objectives and Investment Strategy in order to meet its investment objectives. If the Company is required to invest other than in accordance with its Investment Policy and Investment Strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

*Risks of Fluctuations in the Value of the Company and the Common Shares:* The net asset value of the Company and market value of the Company's common shares will fluctuate with changes in the market value of the Company's investments. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of corporations whose securities are part of the Company's investment portfolio and changes in interest rates which may affect the value of interest-bearing securities owned by the Company. There can be no assurance that Shareholders will realize any gains from their investment in the Company and may lose their entire investment.

*Due Diligence:* The due diligence process undertaken by the Company in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Company will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

*Risks of Investment in Illiquid Securities:* There is a possibility that the Company will be unable to dispose of illiquid securities held in its portfolio and if the Company is unable to dispose of some or all of its investments at the appropriate time, a return on such investment may not be realized.

*Loss of Investment Risk:* An investment in the Company is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider an investment in the Company.

*No Guaranteed Return Risk:* There is no guarantee that an investment in the Company will earn any positive return in the short term or long term.

*Dividends:* To date, the Company has not paid dividends on any of its common shares and the Company is not required to pay any dividends on its common shares in the foreseeable future. Any decision to pay dividends will be made on the basis of the Company's earnings, financial requirements and other conditions.

*Currency Risk:* Some of the Company's assets may be invested in foreign securities. Consequently, the Canadian dollar equivalent of the Company's net denominated assets and dividends would be adversely affected by reductions in the value of the applicable foreign currencies relative to the Canadian dollar and would be positively affected by increases in the value of the applicable foreign currencies relative to the Canadian dollar.

*Commodity Risk:* The Company may invest in sectors that are very sensitive to the fluctuations of commodity prices.

*Foreign Investment Risks:* Foreign investments made by the Company in specific sectors such as natural resource, industrial or technology may be subject to political risks, risks associated with changes in foreign exchange rates, foreign exchange control risks and other similar risks.

*Risk of Lack of Diversification of Investments:* Investments concentrated in specific sectors such as natural resources, industrial or technology are generally more volatile than the overall market. Investing in only one specific sector of the stock market, such as the energy sector, entails greater risk (and greater potential reward) than investing in all sectors of the stock market. If a sector declines or falls out of favour, the share values of most or all of the corporations in that sector will generally fall faster than the market as a whole. The opposite is also true. Investing in any particular sector can be speculative in nature and the value of the Company's investments may be subject to significant fluctuations. All business investments entail a degree of risk, regardless of the skill and experience of the corporation's management. The assets, earnings and share values of corporations in any sector (e.g. natural resources, industrial, manufacturing, services, or technology) are subject to risks associated with the world prices of various commodities, forces of nature, economic cycles, commodity prices, exchange rates, royalty and taxation changes and political events. Government restrictions, such as price regulations, production quotas, royalties and environmental protection, can also be factors.

*Equity Market Risk:* The price of the equity securities in which the Company may invest are influenced by the issuing corporation's outlook, market activity and regional, national and international economic conditions. When the economy is expanding, the outlook for many corporations is equally promising, and the value of their equity securities should rise in agreement. The opposite is also true. Typically, the greater the potential reward, the greater the potential risk. For small corporations and corporations in the emerging sectors the risk and reward ratio is usually greater. Equity-related securities, which give indirect exposure to the equity value of a corporation, such as warrants and convertible securities, can also be affected by this equity risk.

*Private Corporation Risks:* Investments in private corporations cannot be resold without a prospectus, an available prospectus exemption or an appropriate ruling under relevant securities legislation. Even if they can be sold, there may not be a market for such securities. This may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private corporations may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. The process of valuing investments in private corporations will inevitably be based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments.

*Dependence Upon Key Management:* The Company will depend on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be

required. The Company may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Company's operations.

### ***Amendment***

The Company's investment objectives, strategy and restrictions and other provisions of this Investment Policy may be amended from time to time on the recommendation of Management and approval by the Board. Unless required by the policies of the securities exchange(s) on which its shares are listed for trading, approval by the Company's shareholders of any such amendments is not required.

### ***Regulatory and Shareholder Approval***

The Change of Business requires the approval of the TSXV. There can be no assurance that such TSXV approval will be obtained. Under TSXV policies, a change of business also requires approval by the Company's shareholders. Accordingly, at the Adjourned Meeting, the Shareholders will be asked to pass the following ordinary resolution:

**"RESOLVED** as an ordinary resolution of the Company that:

1. the change of business of Ethos Gold Corp. (the "**Company**") from a "Mining Issuer" to an "Investment Issuer", as those terms are used in the policies of the TSX Venture Exchange ("**TSXV**"), substantially as described in the supplement no. 1 dated June 26, 2017 (the "**Supplement No. 1**") to the Company's Information Circular dated May 8, 2017, (the "**Change of Business**") be and is hereby approved, subject to acceptance by the TSXV;
2. the Company's investment strategy and policy as set out in Supplement No. 1 may be amended in the discretion of the board of directors of the Company (the "**Board**") to satisfy the requirements or requests of the TSXV, or otherwise as determined by the Board to be in the interests of the Company, without requiring further approval of the shareholders of the Company;
3. notwithstanding that this ordinary resolution has been duly passed by the shareholders of the Company, the Board may revoke this resolution at any time and determine not to proceed with the proposed Change of Business as set out in the Supplement No. 1, if such revocation is considered desirable by the Board, without further approval of the shareholders of the Company; and
4. any one director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this ordinary resolution."

***Recommendation by the Board***

The Board of Directors believes that the above-described approval by the Shareholders of the Change of Business is in the best interests of the Company and its Shareholders, and will allow the Company to proceed most expeditiously if and when the Board decides to proceed with the Change of Business. Therefore, the Board unanimously recommends that Shareholders vote in favour of the resolution approving a possible Change of Business. The persons named in the enclosed proxy intend to vote for the approval of the foregoing resolutions at the Adjourned Meeting unless otherwise directed by the Shareholders appointing them.

**OTHER BUSINESS**

Management of the Company knows of no matters to come before the Adjourned Meeting other than those referred to in the Notice of Adjournment accompanying this Supplement No. 1. However, if any other matters properly come before the Adjourned Meeting, it is the intention of the persons named in the form of proxy accompanying this Supplement No. 1 to vote the same in accordance with their best judgment of such matters.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at its offices located at Suite 800, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2 or by telephone at 604.682.4750 to request copies of any document referenced herein, including the Company's financial statements and MD&A. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year.

DATED at Vancouver, British Columbia, this 26<sup>th</sup> day of June, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

*"Gary Freeman"*

Gary Freeman,  
President and Chief Executive Officer