

JASPER MINING CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of the shareholders of Jasper Mining Corporation (“the Corporation”) will be held at The Ranchmen’s Club, 710 - 13th Avenue SW, Calgary, AB T2R 0K9 on Wednesday, the 19th day of December, 2018 at 10:00 a.m. (Calgary time) for the following purposes:

1. Receiving the consolidated financial statements for the year ended December 31, 2017 and the auditor’s report thereon;
2. Electing directors;
3. Appointing Auditors of the Corporation;
4. To consider, and if deemed appropriate, pass a Special Resolution authorizing the Directors of the Company to amend and replace the existing Fixed Number Stock Option Plan with a “Rolling” Stock Option Plan which would reserve a maximum of 10% of the issued shares of the Corporation at the time of the stock option grant. The proposed Rolling Stock Option Plan is in the form attached as Schedule “A” to the management information circular.
5. Transacting such other business as may properly come before the meeting or any adjournment thereof.

Information relating to the matters to be brought before the Meeting is set forth in the Information Circular which accompanies this notice and which is expressly made as part of this Notice.

Shareholders who are unable to attend the meeting or any adjournment thereof in person and who wish to ensure that their shares will be voted are requested to complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the form of proxy in the Information Circular accompanying this notice.

DATED at Calgary, Alberta, this 15th day of November, 2018.

By Order of the Board of Directors
“**Gordon F. Dixon, Q.C.**”
President

IMPORTANT

Only holders of common shares of the Corporation of record at the close of business on November 14th, 2018 are entitled to notice of the Meeting and only those holders of the common shares of the Corporation of record at the close of business on November 14th, 2018 or who subsequently become shareholders and comply with the provisions of the *Business Corporations Act* (Alberta) are entitled to vote at the Meeting. If you are unable to attend in person, kindly fill in, sign and return the enclosed proxy in the envelope provided for that purpose.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or an adjournment of the Meeting.

DRESS CODE enforced by The Ranchmen’s Club: No jeans, warm-up suits, sweatshirts, athletic shoes, t-shirts, tank tops, flip flops, apparel with slogans and commercial messages.

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JASPER MINING CORPORATION
501, 888 - 4 Avenue SW
Calgary, AB T2P 0V2

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Jasper Mining Corporation (the "Corporation") for use at the Annual and Special General Meeting of the Shareholders of the Corporation (the "Meeting") to be held on Wednesday, the 19th day of December, 2018 at 10:00 a.m. (Calgary time) at The Ranchmen's Club, 710 - 13 Avenue SW, Calgary, AB and for the purposes set out in the accompanying Notice of Meeting. The solicitation of proxies is expected to 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. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Corporation ("Common Shares") pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of such solicitation will be borne by the Corporation.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted and where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the proxy will be voted in accordance with such specifications. **In the absence of any such specifications, the management designees, if named as proxy, will vote IN FAVOUR of all the matters set out herein.**

The enclosed instrument of proxy confers discretionary authority upon the management designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. At the date hereof, the Corporation is not aware of any amendments to, or variations of, or other matters, which may come before the Meeting. In the event that other matters come before the Meeting, then the management designees intend to vote in accordance with the discretion of such management designees.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 not less than 48 hours prior to the time of the meeting (excluding Saturdays, Sundays and holidays) or any adjournment.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are officers of the Corporation. **A shareholder has the right to designate a person (who need not be a shareholder of the Corporation) other than Gordon F. Dixon or Dena Dixon, the management designees, to attend and represent it and act on its behalf at the Meeting.** Such right may be exercised by inserting in the blank space provided, the name of the person to be designated and deleting therefrom the names of the management designees or by completing another proper instrument of proxy and, in either case, depositing the instrument of proxy with the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 not less than 48 hours prior to the time of the meeting (excluding Saturdays, Sundays and holidays) or any adjournment.

You may revoke your proxy at any time prior to a vote. If you attend personally at the Meeting, you may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation. To be effective the instrument in writing must be deposited either at the Corporation's head office, or with Computershare Trust Co. of Canada, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof.

Advice to Beneficial Holders of Common Shares on Voting Their Common Shares

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

Applicable regulatory rules require intermediaries/brokers seek voting instructions from Beneficial Shareholders in advance of a shareholders’ meeting. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge typically prepares a Voting Instruction Form (“VIF”) and mails the VIF to the Beneficial Shareholders and asks Beneficial Shareholders to return the VIF to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting. **A Beneficial Shareholder receiving a VIF from Broadridge cannot use that VIF to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its broker (or an agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Request for Financial Statements

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

Voting Shares and Principal Holders Thereof

The Corporation has an authorized capital consisting of an unlimited number of Common Shares of which 16,456,716 are issued and outstanding as of the date hereof. The holders of Common Shares are entitled to one vote for each Common Share held on all matters to be considered and acted upon at the Meeting. The Corporation does not have any other class of voting securities.

The Corporation has set **November 14th, 2018** as the record date for determining shareholders entitled to receive notice of and to vote at the Meeting. The Corporation will prepare a list of shareholders of record at the close of business on the record date. Holders of shares of the Corporation named on the list will be entitled to vote the shares then registered in their name at the Meeting, except to the extent that (a) the holder has transferred the ownership of any of his shares after that date, and (b) the transferee of those shares produces properly endorsed share certificates, or otherwise

establishes that he owns the shares, and demands not later than ten days before the Meeting that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his shares at the Meeting.

The by-laws of the Corporation provide that a quorum for the transaction of business at any meeting of shareholders shall be: (a) where the Corporation has only one shareholder, or one shareholder holds a majority of the shares entitled to vote at the meeting, that shareholder, in person or represented by proxy; (b) in all cases two shareholders personally present and owning or representing by proxy 5% of the shares entitled to vote at the meeting.

The following table sets out as of **November 14th, 2018** the only persons, firms or corporations, to the knowledge of the directors and senior officers of the Corporation, beneficially owning, directly or indirectly, or exercising control or discretion over voting securities carrying more than 10% of the voting rights attached to the Common Shares of the Corporation.

<u>Name</u>	<u>Number of Common Shares</u>	<u>Percent of Outstanding Shares</u>
CDS & Co.	7,094,803	43.11%
Gordon F. Dixon ⁽¹⁾	7,265,313	44.15%

1. Gordon F. Dixon is the registered holder of 7,265,313 common shares which include registered broker held shares, Calalta Amusements Ltd., Stockwork Properties Ltd., Xon Office Condo Ltd., Gordon F. Dixon Professional Corporation and RRSP account held shares, all of which are owned or controlled by Mr. Dixon.

BUSINESS OF THE SPECIAL AND ANNUAL MEETING

To the knowledge of the Corporation's directors, the matters to be placed before the Meeting are those matters set forth in the accompanying Notice of Meeting and relating to (1) the receipt of the audited financial statements for the financial year ended December 31, 2017 and the auditors' report thereon; (2) the election of the directors of the Corporation for the ensuing year; (3) the appointment of the auditors of the Corporation for the ensuing year; and (4) approve the amendment and replacement of the current stock option plan to a 10% Rolling Stock Option Plan. **However, if any other matter properly comes before the Meeting, the management designees, if named as proxy, will vote on such matter in accordance with the best judgment of the person or persons voting the proxy.**

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below:

(1) Financial Statements

At the Meeting, Shareholders will receive and consider the audited financial statements of the Corporation for the year ended December 31, 2017, together with the auditors' report thereon.

The 2017 and 2016 consolidated and comparative audited financial statements of the Corporation and the auditor's reports to the Corporation can be viewed at www.sedar.com. The Corporation has also posted the audited financial statements and management's discussion and analysis on its website at www.jaspermining.com.

(2) Election of Directors

The Articles of the Corporation currently provide that the Corporation shall have not fewer than three and not more than nine directors. The board of directors presently consists of three and it is proposed that these directors be elected to serve until the next annual meeting or until their successors are duly elected or appointed.

It is proposed that the persons named below be nominated for election at the Meeting as management's nominees for election as directors. The persons designated in the enclosed proxy forms, unless instructed otherwise, intend to vote for the election of these nominees. Management does not contemplate that any of the nominees will be unable to serve as 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.

The following table sets forth, for all persons proposed to be nominated for election as directors, all positions and offices

with the Corporation now held by them, their present principal occupations and the number of voting shares of the Corporation beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction as of **November 14th, 2018**.

<p>Gordon F. Dixon, Q.C. ⁽²⁾ Not Independent Calgary, AB Chairman and President, Acting Secretary Director since 1995 7,265,313 common shares</p>	<p>Gordon F. Dixon, Q.C. is in private legal practice at Dixon Law in Calgary, Alberta. He obtained a Bachelor of Arts from the University of Calgary in 1965 with majors in Political Science, History and English and a Bachelor of Laws from the University of Alberta in Edmonton in 1968. He was appointed a Queen's Counsel in 1992. From 1969 to 1994 he practiced law with the Macleod Dixon law firm in Calgary as a partner. He has been involved with the Calgary Centre for the Performing Arts and the Calgary Philharmonic Orchestra and he is a member of the Downtown Rotary Club. Mr. Dixon developed the San Antonio gold mine and was President of New Forty-Four Mines Ltd. and Portage Avenue Gold Mines Ltd. where he restored the property to gold production in 1980. He has been a director or an officer of several other publicly traded companies, which were mostly involved in the oil and gas business in Western Canada. During June 2014 he resigned as board chairman of PanTerra Resource Corporation (now Ikkuma Resources Corp.) Mr. Dixon has no other oil and gas public corporation board associations. Mr. Dixon owns and operates Calaway Park, Western Canada's largest amusement park. He has developed several hundred residential condominiums as a principal developer. For many years he was a director and part owner of the Fernie Ski Hill until its sale in 1999. Mr. Dixon has been involved in farming and ranching for over 40 years. Mr. Dixon has been active in mining and oil and gas exploration in Western Canada for more than 40 years.</p>
<p>Jean-Pierre Pelletier ⁽³⁾ Independent Paris, France Director since 2000 31,250 common shares</p>	<p>Jean-Pierre Pelletier has served on the boards of public and private companies in both oil and gas exploration and mining businesses in Canada for more than 20 years. He has been a director of New Forty-Four Mines Ltd., Portage Avenue Gold Mines Ltd., Canadian Fortune Resources Inc., Fortune Energy Inc. and Raider Resources Ltd., all of which were public companies whose shares were listed for trading on either the Alberta Stock Exchange or the Toronto Stock Exchange. Mr. Pelletier is a graduate of the University of Paris in Business Administration and Political Science (1972 - 1974). He is a Canadian citizen presently residing in France.</p>
<p>M. Blake Willard ⁽³⁾ Independent Okotoks, AB Director since 2009 37,437 common shares</p>	<p>Blake Willard is a retired Captain of the Calgary Fire Department after 31 years of distinguished service. He devotes much of his time to local charitable foundations including the Alberta Children's Hospital, Children's Wish Foundation, Make A Wish Foundation, Firefighter Support Foundation, ALS, the Mustard Seed, Foothills Fetal Alcohol Society, Women in Need, Angels for Mexico, Four Directions Foster Parents, Calgary Stampede Foundation, Canadian Diabetes Association (Alberta Chapter), Alzheimer Society and William Roper Hull Foundation. Mr. Willard is the owner/operator of Quick Fire Fireplaces and First Class Carriages in Okotoks, AB. He is an investor in a private investment trust involved in private and public mining, oil and gas and real estate investments and he has a registered quarter horse breeding program.</p>

2. Represents shares held directly and indirectly and shares over which voting control is exercised and shares held by Stockwork Properties Ltd. and/or Calalta Amusements Ltd. and/or Xon Office Condo Ltd. and/or Gordon F. Dixon Professional Corporation.
3. Members of the Audit Committee.

A TSX listed company must have each director elected by a majority of votes (50%) cast in respect of his or her election. This vote applies only to the shareholders entitled to vote at the shareholders' meeting.

Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of resolutions to appoint Gordon F. Dixon, Q.C., Jean-Pierre Pelletier, and M. Blake Willard as directors of the Corporation. If elected, Gordon F. Dixon, Q.C., Jean-Pierre Pelletier, and M. Blake Willard will hold office as directors of the Corporation until the next annual meeting of Shareholders or until their successor is duly elected or appointed pursuant to the by-laws of the Corporation, unless their position is earlier vacated in accordance with the provisions of the ABCA or the Corporation's by-laws.

Cease Trade Orders

To the knowledge of management, no proposed director of the Corporation is, as of the date of this Information Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 days, that was issued (i) while that person was acting in such capacity, or (ii) after that person ceased to act in such capacity but which resulted from an event that occurred while that person was acting in such capacity.

Bankruptcies

To the knowledge of management, no proposed director of the Corporation is, as of the date of this Information Circular, or has been, within 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such 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 his its assets.

To the knowledge of management, no proposed director of the Corporation 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 or Sanctions

To the knowledge of management, no proposed director of the Corporation 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 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.

(3) Appointment of Auditors

The shareholders will be asked to vote for the appointment of Crowe MacKay LLP of 1700, 717 - 7 Avenue SW, Calgary, AB T2P 0Z3 as the auditors of the Corporation. Crowe MacKay LLP were appointed the auditors of the Corporation effective February 9, 2011.

Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of a resolution to appoint Crowe MacKay LLP as auditors of the Corporation, at a remuneration to be fixed by the Board of Directors. If elected, Crowe MacKay LLP will hold office as auditors of the Corporation until the next annual meeting of Shareholders or until their successor is duly elected or appointed pursuant to the by-laws of the Corporation, unless their position is earlier vacated in accordance with the provisions of the ABCA or the Corporation's by-laws.

(4) Approval of Amendment to Stock Option Plan

Pursuant to the policies of the TSXV, listed issuers are permitted to have “rolling” stock option plans reserving a maximum of 10% of the issued shares of the listed issuer at the time of the stock option grant (“**Rolling Plan**”). The Corporation currently has a fixed number stock option plan and is requesting shareholder approval to amend and replace the current stock option plan with a “rolling” stock option plan. The proposed Rolling Stock Option Plan is in the form attached as Schedule “A” to this information circular.

The text of the special resolution which management intends to place before the Meeting for the approval of shareholders is as follows:

“**BE IT HEREBY RESOLVED** as a special resolution of the shareholders of Jasper Mining Corporation (“the **Corporation**”) that:

1. The stock option plan (“the **Stock Option Plan**”) of the Corporation, substantially in the form attached as Schedule “A” to the management information circular of the Corporation dated November 15, 2018 be and is hereby approved and adopted as the stock option plan of the Corporation and replaces the existing fixed number stock option plan in its entirety.
2. The form of Stock Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation; and
3. Any officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute, deliver and file all such documents and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this special resolution and any matters contemplated thereby.”

Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote in favour of the special resolution to approve the amendment and replacement of the Stock Option Plan. In order for the foregoing resolution to be passed, it must be approved by 66 2/3 of the votes present and voting at the meeting.

EXECUTIVE COMPENSATION

Compensation of Executive Officers

No compensation has been paid to the executives of the Corporation in this year. Employees and consultants are paid by the Corporation.

Stock Options

The Table below sets out the stock options granted by the Corporation to the directors, executives, employees or consultants **which have been** exercised during 2017 and 2018 to the date hereof.

<u>Name</u>	<u>Number of Common Shares Under Option</u>	<u>Exercise Price Per Common Share</u>	<u>Date Option Exercised</u>
none	none		

The Table below sets out the current outstanding options, the number of common shares reserved, the exercise price per share, and the expiry date of the options as at the date hereof. See note below.

<u>Name</u>	<u>Number of Common Shares Under Option</u>	<u>Exercise Price Per Common Share</u>	<u>Expiry Date</u>
Gordon F. Dixon	300,000	0.10	September 22, 2020
	200,000	0.08	June 1, 2022
	250,000	0.10	October 18, 2023

Jean-Pierre Pelletier	100,000 100,000	0.10 0.10	September 22, 2020 October 18, 2023
M. Blake Willard	100,000 100,000	0.10 0.10	September 22, 2020 October 18, 2023
Dena Dixon	75,000 75,000	0.10 0.10	September 22, 2020 October 18, 2023
Susan Lawrence	75,000 75,000	0.10 0.10	September 22, 2020 October 18, 2023
TOTAL	1,450,000		

Compensation of Directors

The Corporation has no standard arrangement pursuant to which Directors are compensated by the Corporation for their services in their capacity as Directors other than the unissued treasury shares reserved for the grant of Directors' Stock Options. There have been no other arrangements pursuant to which Directors were compensated by the Corporation in their capacity as Directors during the Corporation's financial year ended December 31, 2017.

Indebtedness of Directors and Senior Officers

There is no indebtedness to the Corporation by any Director or Senior Officer.

INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of any of the insiders, any proposed nominee for election as a director, or any associate or affiliate of such persons, in any transaction since the last completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of the subsidiaries, except as disclosed elsewhere in this management information circular.

AUDIT COMMITTEE INFORMATION

Mandate of the Audit Committee

The Mandate of the Corporation's audit committee charter is as follows:

Role and Objective

The Audit Committee (the "Committee") is a committee of the board of directors of the Corporation to which the board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for board of director approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee are as follows:

1. To assist directors to meet their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
2. To provide better communication between directors and external auditors;
3. To enhance the external auditor's independence;
4. To increase the credibility and objectivity of financial reports; and
5. To strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and external auditors.

Membership of Committee

1. The Committee shall be comprised of at least two (2) directors of the Corporation, none of whom are members of management of the Corporation, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a member of the Committee.
2. The Board of Directors shall have the power to appoint the Committee Chairman.
3. All of the members of the Committee shall be financially literate. For the purpose of the Audit Committee Mandate, the definition “financially literate” is 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 presumably be expected to be raised by the Corporation’s financial statements.

Meetings

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
2. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the board.
3. Meetings of the Committee should be scheduled to take place at least four times per year. Minutes of all meetings of the Committee shall be taken. The Chief Financial Officer shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.
4. The Committee shall forthwith report the results and minutes of meetings and reviews undertaken and any associated recommendations to the board.
5. The Committee shall meet with the external auditor at least once per year (in connection with the preparation of the year end financial statements) and at such other times as the external auditor and the Audit Committee consider appropriate.

Responsibilities of Committee

1. It is the responsibility of the Committee to oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting.
2. It is the responsibility of the Committee to satisfy itself on behalf of the board with respect to the Corporation’s internal control systems:
 - identifying, monitoring and mitigating business risks;
 - ensuring compliance with legal, ethical and regulatory requirements.
3. It is a primary responsibility of the Committee to review the annual financial statements of the Corporation prior to their submission to the board of directors for approval. The process should include but not be limited to:
 - reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years’ financial statements;
 - reviewing significant accruals, reserves or other estimates such as provisions against finance receivables;
 - reviewing accounting treatment of unusual or non-recurring transactions;
 - ascertaining compliance with covenants under loan agreements;
 - reviewing disclosure requirements for commitments and contingencies
 - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - reviewing unresolved differences between management and the external auditors; and
 - obtain explanations of significant variances with comparative reporting periods.

4. The Committee is to review the financial statements, prospectuses, management discussions and analysis (MD&A), annual information forms (AID) and all public disclosure containing audited or unaudited financial information before release and prior to board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of all other financial information and shall periodically assess the accuracy of those procedures.
5. With respect to the appointment of external auditors by the board, the Committee shall:
 - recommend to the board the appointment of the external auditors;
 - recommend to the board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors shall report directly to the Committee;
 - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;
 - review and approve any non-audit services to be provided by the external auditors' firm and consider the impact on the independence of the auditors; and
 - determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed.
6. Review with external auditors their assessment of the internal controls of the Corporation, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of the Corporation and its subsidiaries.
7. The Committee must pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the external auditors. The Committee may delegate to one or more members the authority to pre-approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.
8. The Committee shall review risk management policies and procedures of the Corporation (i.e. hedging, litigation and insurance).
9. The Committee shall establish a procedure for:
 - the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall have the authority to investigate any financial activity of the Corporation. All employees of the Corporation are to cooperate as requested by the Committee.
11. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in filling their responsibilities at the expense of the Corporation without any further approval of the board.

CORPORATE GOVERNANCE

Mandate of the Board of Directors

The Board of Directors is responsible for the stewardship of the Corporation. It establishes the overall policies and standards for the Corporation. The Directors are kept informed of the Corporation's operations and meetings of the Board and Committees of the Board, through reports, analyses and discussions with management.

The Board of Directors is responsible not only for the adoption of a strategic planning process, but also for contributing to the development of strategic direction and for approving a strategic plan that takes into account the identification of business opportunities and business risks.

The Board of Directors of a listed corporation explicitly assume responsibility for the stewardship of the corporation, which includes (i) strategic planning (ii) identification of risk (iii) succession planning (iv) internal control, and (v) investor

communication.

Composition of the Board of Directors

Although the shares of the Corporation are listed for trading on the TSX Venture Exchange (“TSX”) the Toronto Stock Exchange (“TSE”) guidelines define an “unrelated” Director as a Director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the Director’s ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding.

Two of the Corporation’s current Directors are “unrelated” to the Corporation. They are Jean-Pierre Pelletier and M. Blake Willard.

The Corporation’s board consists of both related and unrelated directors. Equally important to a junior mining company are directors who know the Corporation’s business and can bring skill, judgment and experience to the board. All Directors have unfettered access to information regarding the Corporation’s activities and are able to engage outside advisors when required or necessary.

The Board of Directors has reviewed the size of the proposed Board and believes that its size will be appropriate to carry out its duties effectively and efficiently while presenting a diversity of view and experience.

Committees of the Board of Directors

The Board of Directors has established two standing committees: the Audit Committee and the Governance Committee; and has delegated certain responsibilities to each of these committees to make recommendations and report to the Board of Directors.

Governance Committee

The Governance Committee is responsible for developing the Corporation’s approach to governance issues, for ensuring processes are in place to enhance and assess the effectiveness of the Board, its committees and the contribution of individual directors, for recommending nominees to the Board and for training, development and orientation of Board members, in accordance with the governance guidelines as recommended by the TSE. As at December 31, 2017 Gordon F. Dixon, M. Blake Willard and Jean-Pierre Pelletier are members of the Governance Committee.

The Governance Committee does not have specific procedures in place for recruiting new directors. Any future nominees will be recommended by the Committee to the Board of Directors having regard to the opportunities and risks facing the Corporation as well as the competencies, skills and personal qualities it should seek in new board members in order to add value to the Corporation.

Decisions Requiring Prior Approval by the Board of Directors

The Board of Directors decides the course of action to be taken by the Corporation. The main objective of the Corporation is the exploration for and development of Lead, Zinc, Silver, Gold, Copper and Molybdenum properties in the Province of British Columbia. The Corporation is looking for and considering investments in other resources, such as oil and gas. The work is generally carried out by consultants and employees of the Corporation following policy which is set by the President as approved by the Board.

Shareholder Communications

The Board of Directors reports quarterly and annually to shareholders. Inquiries from shareholders are always welcome and the Board gives them serious consideration.

OTHER MATTERS

As of the date of this Information Circular, the Board of Directors does not know of any other matters to come before the Meeting other than those set forth in the Notice of the Meeting. If other matters are properly brought before the Meeting, the persons named in the enclosed proxy will vote the proxy on such matters in accordance with their best judgment.

CERTIFICATE

The foregoing contains no untrue statements of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

DATED at the City of Calgary, in the Province of Alberta, this 15th day of November, 2018.

“Gordon F. Dixon, Q.C.”
Director, Calgary, AB

“M. Blake Willard”
Director, Okotoks, AB

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SCHEDULE "A"

JASPER MINING CORPORATION
DIRECTORS', MANAGEMENT AND EMPLOYEES'
STOCK OPTION PLAN

1. Purpose

The purpose of the Plan is to provide an incentive to the directors, officers, employees and consultants of the Corporation or any of its subsidiaries to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

2. Definitions and Interpretation

Whenever used in this Plan, unless there is something in the subject matter or context inconsistent therewith, the following words and expressions shall have the following meanings, namely:

- (a) **"Board of Directors"** means the board of directors of the Corporation;
- (b) **"Common Shares"** means common shares in the capital of the Corporation and any shares or securities of the Corporation into which such common shares are changed, converted, subdivided, consolidated or reclassified;
- (c) **"Corporation"** means Jasper Mining Corporation, and any successor corporation and any reference herein to action by the Corporation means action by or under the authority of its Board of Directors or a duly empowered committee appointed by the Board of Directors;
- (d) **"Exchange"** means the TSX Venture Exchange Inc. or any other stock exchange on which the Common Shares are listed;
- (e) **"Exchange Policies"** means, collectively, Policy 4.4 of the Exchange entitled "Incentive Stock Options", Policy 1.1 of the Exchange entitled "Interpretation" and any other policies set forth in the Corporate Finance Manual of the Exchange applicable to incentive stock options;
- (f) **"Option"** means an option granted by the Corporation to an Optionee entitling such Optionee to acquire a designated number of Common Shares from treasury at a price determined by the Board of Directors;
- (g) **"Option Period"** means the period determined by the Board of Directors during which an Optionee may exercise an Option not to exceed the maximum period permitted by the Exchange, which maximum period is ten (10) years from the date the Option is granted;
- (h) **"Optionee"** means a person who is a director, officer, employee or consultant of the Corporation or a subsidiary of the Corporation; a corporation wholly-owned by such persons; or any other individual or body corporate who may be granted an option pursuant to the requirements of the Exchange, who is granted an Option pursuant to this Plan; and
- (I) **"Plan"** shall mean the Corporation's incentive stock option plan as embodied herein and as from time to time amended.

Capitalized terms in the Plan that are not otherwise defined herein shall have the meaning set out in the Exchange Policies, including without limitation "Consultant", "Discounted Market Price", "Employee", "Insider", "Investor Relations

Activities”, “Management Company Employee”, “Tier 1 Issuer” and “Tier 2 Issuer”.

Wherever the singular or masculine is used in this Plan, the same shall be construed as meaning the plural or feminine or body corporate and vice versa, where the context or the parties so require.

3. Administration

The Plan shall be administered by the Board of Directors. The Board of Directors shall have full and final discretion to interpret the provisions of the Plan and to prescribe, amend, rescind and waive rules and regulations to govern the administration and operation of the Plan. All decisions and interpretations made by the Board of Directors shall be binding and conclusive upon the Corporation and on all persons eligible to participate in the Plan, subject to the approval of the Exchange (including shareholder approval if required by the Exchange). Notwithstanding the foregoing or any other provisions contained herein, the Board of Directors shall have the right to delegate the administration and operation of the Plan to a special committee of directors appointed from time to time by the Board of Directors, in which case all references herein to the Board of Directors shall be deemed to refer to such committee.

4. Eligibility

The Board of Directors may at any time and from time to time designate those Optionees who are to be granted an Option pursuant to the Plan and grant an Option to such Optionee. Subject to Exchange Policies and the limitations contained herein, the Board of Directors is authorized to provide for the grant and exercise of Options on such terms (which may vary as between Options) as it shall determine. No Option shall be granted to any person except upon the approval of the Board of Directors. A person who has been granted an Option may, if he is otherwise eligible and if permitted by Exchange Policies, be granted an additional Option or Options if the Board of Directors shall so determine. Pursuant to Exchange Policies, the Corporation shall represent that the Optionee is a *bona fide* Employee, Consultant or Management Company Employee in respect of Options granted to such Optionee.

5. Participation

Participation in the Plan shall be entirely voluntary and any decision not to participate shall not affect an Optionee’s relationship or employment with the Corporation.

Notwithstanding any express or implied term of this Plan or any Option to the contrary, the granting of an Option pursuant to the Plan shall in no way be construed as conferring on any Optionee any right with respect to continuance as a director, officer, employee or consultant of the Corporation or any subsidiary of the Corporation.

Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director or officer of or a consultant to the Corporation or any of its subsidiaries, where the Optionee at the same time becomes or continues to be a director, officer or employee of or a consultant to the Corporation or any of its subsidiaries.

No Optionee shall have any of the rights of a shareholder of the Corporation in respect of Common Shares issuable on exercise of an Option until such Common Shares shall have been paid for in full and issued by the Corporation on exercise of the Option, pursuant to this Plan.

6. Common Shares Subject to Options

The number of authorized but unissued Common Shares that may be issued upon the exercise of Options granted under the Plan at any time plus the number of Common Shares reserved for issuance under outstanding incentive stock options otherwise granted by the Corporation shall not exceed ten percent (10%) of the issued and outstanding Common Shares on a non-diluted basis, and such number shall increase or decrease as the number of issued and outstanding Common Shares changes.

Subject to Exchange Policies, the aggregate number of Common Shares reserved for issuance to any one (1) Optionee under Options granted in any 12 month period shall not exceed five percent (5%) of the issued and outstanding Common Shares determined at the date of grant, or two percent (2%) of the issued and outstanding Common Shares determined at

the date of grant in the case of an Optionee who is a Consultant. In addition, no more than an aggregate of two percent (2%) of the issued and outstanding Common Shares determined at the date of grant may be granted to Employees conducting Investor Relations Activities.

Appropriate adjustments shall be made as set forth in Section 14 hereof in both the number of Common Shares covered by individual grants and the total number of Common Shares authorized to be issued hereunder, to give effect to any relevant changes in the capitalization of the Corporation.

If any Option granted hereunder shall expire or terminate for any reason without having been exercised in full, the unexercised Common Shares subject thereto shall again be available for the purpose of the Plan.

7. Option Agreement

A written agreement will be entered into between the Corporation and each Optionee to whom an Option is granted hereunder, which agreement will set out the number of Common Shares subject to option, the exercise price and any other terms and conditions approved the Board of Directors, all in accordance with the provisions of this Plan (herein referred to as the "Stock Option Agreement"). The Stock Option Agreement will be in such form as the Board of Directors from time to time approve, and may contain such terms as may be considered necessary in order that the Option will comply with any provisions respecting options in the income tax or other laws in force in any country or jurisdiction of which the Optionee may from time to time be a resident or citizen or the rules of the Exchange or any other regulatory body having jurisdiction over the Corporation.

8. Option Period and Exercise Price

Each Option and all rights thereunder shall be expressed to expire on the date set out in the respective Stock Option Agreement, which date shall be no later than the expiry of the Option Period (the "Expiry Date"), subject to earlier termination as provided in Sections 10, 11 and 16 hereof.

Subject to Exchange Policies and any limitations imposed by any other regulatory authority having jurisdiction over the Corporation, the exercise price of an Option granted under the Plan shall be as determined by the Board of Directors when such Option is granted. In the event that the Corporation proposes to reduce the exercise price of Options granted to an Optionee who is an Insider of the Corporation at the time of the proposed amendment, such amendment shall not be effective until disinterested shareholder approval has been obtained in respect of the reduction of the exercise price, if required by the rules and policies of the Exchange then in effect.

9. Exercise of Options

An Optionee shall be entitled to exercise an Option granted to him at any time prior to the Expiry Date, subject to Sections 10, 11 and 16 hereof, the withholding obligations set forth below and to vesting limitations which may be imposed by the Board of Directors at the time such Option is granted as set out in the Stock Option Agreement. Subject to Exchange Policies, the Board of Directors may, in its sole discretion, determine the time during which an Option shall vest and the method of vesting, or that no vesting restriction shall exist.

The exercise of any Option will be conditional upon receipt by the corporation at its head office of a written notice of exercise, specifying the number of Common Shares in respect of which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Common Shares with respect to which the Option is being exercised.

Upon exercise of an Option, the Optionee will, upon notification of the amount due and prior to or concurrently with the delivery of the certificates representing the Common Shares, pay to the Corporation amounts necessary to satisfy applicable withholding tax requirements or will otherwise make arrangements satisfactory to the Corporation for such requirements. In order to implement this provision the Corporation or any related corporation will have the right to retain and withhold from any payment of cash or Common Shares under this Plan the amount of taxes required to be withheld or otherwise deducted and paid in respect of such exercise. At its discretion, the Corporation may require an Optionee receiving Common Shares upon the exercise of an Option to reimburse the Corporation for any such taxes required to be

withheld by the Corporation and withhold any distribution to the Optionee in whole or in part until the Corporation is so reimbursed. The lieu thereof, the Corporation will have the right to withhold from any cash amount due or to become due from the Corporation to the Optionee an amount equal to such taxes. The Corporation may also retain and withhold or the Optionee may elect, subject to approval by the Corporation at its sole discretion, to have the Corporation retain and withhold a number of Common Shares having a market value not less than the amount of such taxes required to be withheld by the Corporation to reimburse the Corporation for any such taxes and cancel (in whole or in part) any such Common Shares issuable upon exercise of an Option so withheld.

10. Ceasing to be a Director, Officer, Employee or Consultant

If an Optionee ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries for any reason other than death, any Options granted to such Optionee must expire within a reasonable period following the Optionee's ceasing to be a director, officer, employee or consultant, as the case may be, and in all cases must expire no later than the Expiry Date; however, such Options may be exercised by an Optionee who has ceased to be a director, officer, employee or consultant only if the Optionee was entitled to exercise the Options at the date of such cessation pursuant to the terms of the Optionee's Stock Option Agreement.

11. Death of Optionee

In the event of the death of an Optionee, the Option previously granted to him shall be exercisable within one (1) year following the date of the death of the Optionee or prior to the Expiry Date, whichever is earlier and then only:

- (a) by the person or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or the laws of descent and distribution, or by the Optionee's legal personal representative; and
- (b) to the extent that the Optionee was entitled to exercise the Option at the date of the Optionee's death pursuant to the terms of the Optionee's Stock Option Agreement.

12. Optionee's Rights Not Transferable

No right or interest of any Optionee in or under the Plan is assignable or transferable, in whole or in part, either directly or by operation of law or otherwise in any manner except pursuant to Section 11 hereof, subject to the requirements of the Exchange, or as otherwise allowed by the Exchange.

Subject to the foregoing, the terms of the Plan shall bind the Corporation and its successors and assigns, and each Optionee and his heirs, executors, administrators and personal representatives.

13. Takeover or Change of Control

The Corporation shall have the power, in the event of:

- (a) any disposition of all or substantially all of the assets of the Corporation, or the dissolution, merger, amalgamation or consolidation of the Corporation with or into any other corporation or of such corporation into the Corporation; or
- (b) any change in control of the Corporation,

to make such arrangements as it shall deem appropriate for the exercise of outstanding Options or continuance of outstanding Options, including without limitation, to amend any Stock Option Agreement to permit the exercise of any or all of the remaining Options prior to the completion of any such transaction. If the Corporation shall exercise such power, the Option shall be deemed to have been amended to permit the exercise thereof in whole or in part by the Optionee at any time or from time to time as determined by the Corporation prior to the completion of such transaction.

14. Anti-Dilution of the Option

In the event of:

- (a) any subdivision, redivision or change of the Common Shares at any time during the term of the Option into a greater number of Common Shares, the Corporation shall deliver at the time of any exercise thereafter of the Option, such number of Common Shares as would have resulted from such subdivision, redivision or change if the exercise of the Option had been made prior to the date of such subdivision, redivision or change;
- (b) any consolidation or change of the Common Shares at any time during the term of the Option into a lesser number of Common Shares, the number of Common Shares deliverable by the Corporation on any exercise thereafter of the Option shall be reduced to such number of Common Shares as would have resulted from such consolidation or change if the exercise of the Option had been made prior to the date of such consolidation or change;
- © any reclassification of the Common Shares at any time outstanding or change of the Common Shares into other shares, or in case of the consolidation, amalgamation or merger of the Corporation with or into any other corporation (other than a consolidation, amalgamation or merger which does not result in a reclassification of the outstanding Common Shares or a change of the Common Shares into other shares), or in case of any transfer of the undertaking or assets of the Corporation as an entirety or substantially as an entirety to another corporation, at any time during the term of the Option, the Optionee shall be entitled to receive, and shall accept, in lieu of the number of Common Shares to which he was theretofore entitled upon exercise of the Option, the kind and amount of shares and other securities or property which such holder would have been entitled to receive as a result of such reclassification, change, consolidation, amalgamation, merger or transfer if, on the effective date thereon he had been the holder of the number of Common Shares to which he was entitled upon exercise of the Option.

Adjustments shall be made successively whenever any event referred to in this section shall occur. For greater certainty, the Optionee shall pay for the number of shares, other securities or property as aforesaid, the amount the Optionee would have paid if the Optionee had exercised the Option prior to the effective date of such subdivision, redivision consolidation or change of the Common Shares or such reclassification consolidation, amalgamation, merger or transfer, as the case may be.

15. Costs

The Corporation shall pay all costs of administering the Plan.

16. Termination and Amendment

- (a) The Board of Directors may amend or terminate this Plan or any outstanding Option granted hereunder at any time without the approval of the shareholders of the Corporation or any Optionee whose Option is amended or terminated, in order to conform this Plan or such Option, as the case may be, to applicable law or regulation or the requirements of the Exchange or any other regulatory authority having jurisdiction over the Corporation, whether or not such amendment or termination would affect any accrued rights, subject to the approval of the Exchange or such other regulatory authority.
- (b) The Board of Directors may amend or terminate this Plan or any outstanding Option granted hereunder for any reason other than the reasons set forth in Section 16(a) hereof, subject to the approval of the Exchange or any other regulatory authority having jurisdiction over the Corporation, and the approval of the shareholders of the Corporation if required by the Exchange or such other regulatory authority. Subject to Exchange Policies, disinterested shareholder approval will be obtained for any reduction in the exercise price of an Option if the Optionee is an Insider of the Corporation at the time of the proposed amendment. No such amendment or termination will, without the consent of an Optionee, alter or impair any rights which have accrued to him prior to the effective date thereof.
- © The Plan, and any amendments thereto, shall be subject to acceptance and approval by the Exchange. Any Options granted prior to such approval and acceptance shall be conditional upon such approval and

acceptance being given and no such Options may be exercised unless and until such approval and acceptance are given.

17. Applicable Law

This Plan shall be governed by, administered and construed in accordance with the Laws of the Province of Alberta and the laws of Canada applicable therein.

18. Prior Plans

On the effective date (as defined in Section 19 hereof), subject to Exchange approval and, if required, shareholder approval:

- (a) the Plan shall entirely replace and supersede prior stock option plans, if any, enacted by the Corporation; and
- (b) all outstanding options shall be deemed to be granted pursuant to the Plan.

19. Effective Date

This Plan shall become effective as of and from, and the effective date of the Plan shall be, the date of shareholder approval for the Plan, if such approval is required by the Exchange, subject to final Exchange approval for the Plan, or the date of final Exchange approval for the Plan if the Exchange does not require shareholder approval for the Plan.