

AMV CAPITAL CORPORATION

Suite 200, 551 Howe Street,
Vancouver, British Columbia,
V6C 2C2

2021	Notice of Annual General Meeting of Shareholders
ANNUAL	Management Information Circular
GENERAL	Form of Proxy and Notes Thereto
MEETING	Financial Statement Request Form
Place:	AMV Capital Corporation Bentall 5 Conference Room, Ground Floor, 550 Burrard Street Vancouver, British Columbia Canada V6C 2B5
Time:	10:00 a.m. (Vancouver Time)
Date:	Thursday, September 30, 2021

AMV CAPITAL CORPORATION

CORPORATE DATA

Head Office

Suite 200, 551 Howe Street
Vancouver, British Columbia
V6C 2C2

Directors and Officers

Qiang Sean Wang – President, Chief Executive Officer and Director
Jerry A. Minni – Chief Financial Officer, Secretary and Director
Brett A. Kagetsu – Director
David Forest – Director
Michael Dake – Director

Registrar and Transfer Agent

Odyssey Trust Company

Legal Counsel

Gowling WLG (Canada) LLP

Auditor

Manning Elliott LLP, Chartered Professional Accountants

Stock Exchange Listing

TSX Venture Exchange
Symbol “**AMV**”

AMV CAPITAL CORPORATION
Suite 200, 551 Howe Street
Vancouver, British Columbia, V6C 2C2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of AMV Capital Corporation (the “**Company**”) will be held at Bentall 5 Conference Room, Ground Floor, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5 on Thursday, the 30th day of September, 2021 at 10:00 a.m. (Vancouver Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended April 30, 2021 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To fix the number of directors at five (5);
3. To elect the directors for the ensuing year;
4. To appoint Manning Elliott LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors of the Company to fix their remuneration; and
5. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s employees, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather attend the meeting in person. Accordingly, participants are encouraged to vote on the matters before the meeting by proxy and to join the annual meeting by teleconference. To access the meeting by teleconference, dial toll free at 1-866-201-0079, Access Code: 099084#.

Accompanying this Notice is the Information Circular, a form of Proxy, Audited Financial Statements made up to April 30, 2021, Management’s Discussion and Analysis related thereto, and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Shareholders of the Company are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read the notes to the enclosed form of Proxy and then to, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 18th day of August, 2021.

BY ORDER OF THE BOARD

(signed) “Qiang Sean Wang”
Qiang Sean Wang,
President, Chief Executive Officer and Director

**AMV CAPITAL CORPORATION
Suite 200, 551 Howe Street
Vancouver, British Columbia
V6C 2C2**

INFORMATION CIRCULAR

(Containing information as at August 18, 2021 unless indicated otherwise)

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of AMV Capital Corporation (the “**Company**”) for use at the Annual General Meeting of Shareholders of the Company (and any adjournment thereof) to be held on Thursday, September 30, 2021 (the “**Meeting**”) for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s employees, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather attend the Meeting in person. Accordingly, participants are encouraged to vote on the matters before the Meeting by proxy and to join the annual meeting by teleconference. To access the Meeting by teleconference, dial toll free at 1-866-201-0079, Access Code: 099084#.

The contents and the sending of this Information Circular have been approved by the directors of the Company (the “**Board of Directors**” or “**Board**”).

APPOINTMENT OF PROXYHOLDER

The individuals named in the accompanying form of proxy are officers and/or directors of the Company (collectively, “**Management’s Nominees**”). **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM, HER OR IT AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF MANAGEMENT’S NOMINEES NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.**

A proxy will not be valid unless the completed form of proxy is received by Odyssey Trust Company (the “Transfer Agent”) at Proxy Department, #350 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, Canada, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof. Proxies delivered after that time will not be accepted.

REVOCAION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his, her or its attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Company, at **Gowling WLG (Canada) LLP, Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5, Canada** at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the 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 NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered shareholders may vote 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 such shareholder's name on the records of the Company. 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 registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their 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 is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. 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 machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**”, or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**”, or “**NOBOs**”). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf. The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company

(and not the intermediary holding shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form (“**VIF**”) from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. The Transfer Agent will tabulate the results of the VIF’s received from the Company’s NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIF’s they receive.

The Company is not sending its proxy-related materials to the registered shareholders or Beneficial Shareholders using “notice and access”, as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

The Company does not intend to pay for intermediaries to deliver the proxy-related materials and Form 54-101F7 to OBOs, as defined under NI 54-101. As a result, OBOs will not receive the Meeting materials unless the OBOs intermediary assumes the costs of delivery.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend 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 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.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The common shares represented by a properly executed proxy in favour of persons proposed by Management as proxyholders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Authorized Share Structure: an unlimited number of common shares without par value
Issued and Outstanding: 12,500,001⁽¹⁾ common shares without par value

Note:

(1) As at the date hereof.

The common shares are the only voting securities of the Company. Only shareholders of record at the close of business on August 18, 2021 (the “**Record Date**”) who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their common shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in his, her or its name.

To the knowledge of the directors and senior officers of the Company, the only persons or companies who beneficially own, directly or indirectly or exercise control or direction over shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company are:

Name	No. of Shares	Percentage
Qiang Sean Wang	3,610,000 ⁽¹⁾	28.9%
Asia Metals Investment Holdings Group Limited ⁽²⁾	2,000,000 ⁽¹⁾	16.0%

Notes:

- (1) A portion of these shares are subject to escrow pursuant to an escrow agreement (the “**Escrow Agreement**”) dated June 17, 2019 between the Company, Odyssey Trust Company as escrow agent, Asia Metals Investment Holdings Group Limited, the directors and officers of the Company, and certain other shareholders of the Company.
- (2) A private company majority owned and controlled by Mr. Xiangnan Meng.

ELECTION OF DIRECTORS

The Board of Directors presently consists of five (5) directors and it is intended to determine the number of directors at five (5) and to elect five (5) directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as the nominees of management and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes thereto states the name of each person proposed to be nominated by management for election as a director (a “**proposed director**”), the province or state and country in which he or she is ordinarily resident, all offices of the Company now held by him or her, his or her principal occupation, business or employment for the five preceding years for new director nominees, the period of time for which he or she has been a director of the Company, and the number of common shares of the

Company beneficially owned by him or her, directly or indirectly, or over which he or she exercises control or direction, as at the date hereof.

Name, Position, Province or State and Country of Residence ⁽¹⁾	Principal Occupation ⁽¹⁾	Director Since	Number of Common Shares beneficially owned or directly or indirectly controlled ⁽²⁾
Qiang Sean Wang President, Chief Executive Officer and Director British Columbia, Canada	Chartered Financial Analyst; President and CEO of the Company from May 1, 2018 to present; Partner, China Youth Holding Group from January 2018 to January 2019; Chief Investment Officer, Sun Seven Stars Investment Group, December 2016 to December 2017; Managing Director, Beijing Nanbel Huijin Investment Company Limited, from January 2015 to November 2016; CEO and Managing Director, DragonTech Ventures Management Limited from March 2000 to December 2014.	January 31, 2019	3,610,000 ⁽⁴⁾
Jerry A. Minni ⁽³⁾ Chief Financial Officer, Secretary and Director British Columbia, Canada	Certified General Accountant since 1988; Chief Executive Officer of Mcorp Investment Group, a private investment company, since 1992.	January 31, 2019	345,000 ⁽⁴⁾
Brett Kagetsu ⁽³⁾ Director British Columbia, Canada	Lawyer at Gowling WLG (Canada) LLP, an international law firm, since 1999.	January 31, 2019	150,000 ⁽⁴⁾
David Forest Director British Columbia, Canada	Geologist. Writer for Casey Research, a financial newsletter service, since May 2017; former Director of Nordic Gold Inc. from September 2013 to January 2019; formerly a writer for Street Authority from June 2013 to April 2016.	January 31, 2019	150,000 ⁽⁴⁾
Michael Dake ⁽³⁾ Director British Columbia, Canada	Self-employed businessman; President of Creston Capital Corp. since February 2010; Director and/or Officer of a number of reporting issuers.	March 12, 2019	415,000 ⁽⁴⁾

Notes:

- (1) The information as to the province or state, and applicable country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to the common shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Denotes member of the Audit Committee.
- (4) A portion of these shares are subject to escrow pursuant to the Escrow Agreement.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Save and except as set forth below, none of the proposed directors (or any of their personal holding companies) of the Company:

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

For the purposes of paragraphs (a)(i) and (a)(ii) above, an “order” means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Brett Kagetsu served as a director of Finore Mining Inc. (“**Finore**”). On May 2, 2016, the British Columbia Securities Commission (the “**BCSC**”) issued a Management Cease Trade Order (the “**MCTO**”) in respect of Finore as a result of Finore not having filed annual audited financial statements for the year ended December 31, 2015 and Management’s Discussion and Analysis in respect thereof. Mr. Kagetsu resigned as a director of Finore in July, 2016. The BCSC subsequently revoked the MCTO on August 18, 2016.

None of the proposed directors (or any of their personal holding companies) has been subject to:

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

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), companies are required to provide disclosure with respect to their audit committee including the text of the audit committee’s charter, composition of the audit committee and the fees paid to the external auditor.

Accordingly the Company provides the following disclosure with respect to its audit committee:

Audit Committee's Charter

The text of the Audit Committee's Charter is set out in the attached Schedule "A" to this Information Circular.

Composition of the Audit Committee

The current members of the audit committee are:

Jerry A. Minni	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
Brett Kagetsu	Independent ⁽¹⁾	Financially literate ⁽²⁾
Michael Dake	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Mr. Minni is not independent as he served as the Chief Financial Officer and Secretary within the past three years.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Jerry Minni

Mr. Minni is a Certified General Accountant. Mr. Minni has over 35 years expertise in the administration, management and finance of public and private companies. He is Chief Executive Officer of Mcorp Investment Group. Mr. Minni is a former director and chief financial officer of Nexco Resources Inc., Apac Resources Inc., Universal mCloud Corp. and Portofino Resources Inc.

Brett Kagetsu

Mr. Kagetsu has been a corporate finance and securities lawyer since 1996 and the majority of his clients have been Canadian reporting issuers. Mr. Kagetsu earned a Bachelor of Commerce degree from the University of British Columbia in 1991 before earning his Bachelor of Laws degree from the University of British Columbia in 1995. Mr. Kagetsu has been an instructor for the TSX Venture Exchange's Rules and Tools corporate governance workshop for over 16 years.

Michael Dake

Mr. Dake is a director and/or officer of five companies listed on the TSX Venture Exchange ("**Exchange**"). Mr. Dake is President, CEO and a director of Cayenne Capital Corp. since May 2015, director and CEO of 66 Resources Corp. since May 2017, director of Cricket Resources Inc. since June 2008, and director of Pure Energy Minerals Inc. since March 2012. He is a former director of Trinity Valley Energy Corp.

Each member of the audit committee has:

- an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience with analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre Approval Policies and Procedures

The Audit Committee reviews all non-audit services and pre-approves all non-audit services to be provided to the Corporation by its external auditors.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2021	\$12,000	Nil	Nil	Nil
2020	\$12,000	Nil	Nil	Nil

Notes:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees".
- (3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form as prescribed by NI 52-110.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a "Named Executive Officer", or "NEO", means each of the following individuals:

- (a) each individual who, during any part of the Company's financial year ended April 30, 2021, served as chief executive officer ("CEO") of the Company, including an individual performing functions similar to a CEO;
- (b) each individual who, during any part of the Company's financial year ended April 30, 2021, served as chief financial officer ("CFO") of the Company, including an individual performing functions similar to a CFO;
- (c) the most highly compensated executive officers of the Company and its subsidiaries, other than the individuals identified in paragraphs (a) and (b), as at April 30, 2021 whose total compensation was

more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6, for the financial year ended April 30, 2021; and

- (d) each individual who would be a NEO under paragraph (c) above but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, as at April 30, 2021.

Based on the foregoing definitions, the Company has two Named Executive Officers: Qiang Sean Wang, the Company's President and CEO, and Jerry A. Minni, the Company's CFO. The Summary Compensation table below provides information for the two most recently completed financial years ended April 30, 2021 regarding compensation paid to or earned by each of the Named Executive Officers.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid, payable, awarded, granted or given, or otherwise provided, directly or indirectly to the Company's Named Executive Officers and directors for the fiscal years ended April 30, 2021 and April 30, 2020.

Table of Compensation Excluding Compensation Securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Qiang Sean Wang ⁽²⁾ CEO, President and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Jerry A. Minni ⁽²⁾ CFO, Secretary and Director	2021	Nil	Nil	Nil	Nil	Nil ⁽⁵⁾	Nil ⁽⁵⁾
	2020	Nil	Nil	Nil	Nil	Nil ⁽⁵⁾	Nil ⁽⁵⁾
Brett Kagetsu ⁽³⁾ Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
David Forest ⁽³⁾ Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Michael Dake ⁽⁴⁾ Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Financial years ended April 30.
- (2) Messrs. Wang and Minni were appointed CEO and CFO of the Company, respectively, on January 31, 2019.
- (3) Messrs. Kagetsu and Forest were appointed directors of the Company on January 31, 2019.
- (4) Mr. Dake was appointed a director of the Company on March 12, 2019.
- (5) During the financial year ended April 30, 2021, the Company paid or accrued fees in the amount of \$24,600 (2020 - \$24,600) to J.A. Minni & Associates Inc., a company controlled by Jerry Minni, which provides accounting and financial statement preparation services to the Company. Fees are charged on a normal commercial basis for such services. See "Employment, Consulting and Management Agreements" and "Interest of Informed Persons in Material Transactions".

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to all Named Executive Officers and directors by the Company or any of its subsidiaries during the fiscal year ended April 30, 2021 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security on date of grant (\$) ⁽¹⁾	Closing Price of Security on date at year end (\$)	Expiry Date
Qiang Sean Wang CEO, President and Director	Stock Options	Nil ⁽²⁾	N/A	N/A	N/A	N/A	N/A
Jerry A. Minni CFO, Secretary and Director	Stock Options	Nil ⁽²⁾	N/A	N/A	N/A	N/A	N/A
Brett Kagetsu Director	Stock Options	Nil ⁽²⁾	N/A	N/A	N/A	N/A	N/A
David Forest Director	Stock Options	Nil ⁽²⁾	N/A	N/A	N/A	N/A	N/A
Michael Dake Director	Stock Options	Nil ⁽²⁾	N/A	N/A	N/A	N/A	N/A

Note:

- (1) The Company's Common Shares commenced trading on the Exchange on December 12, 2019.
 (2) As at April 30, 2021, each director held 170,000 stock options of the Company entitling each director to acquire, upon exercise 170,000 Common Shares in the capital of the Company at a price of \$0.10 per share until December 12, 2024. As of April 30, 2021, all stock options held by each director have fully vested.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by the Company's Named Executive Officers and directors during the fiscal year ended April 30, 2021.

Stock Option Plans and Other Incentive Plans

The Board has previously adopted the Company's stock option plan (the "**Plan**"), which provides that the Board may from time to time, in its discretion and in accordance with Exchange requirements, grant to directors, officers, employees and consultants of the Company and its affiliates, non-transferable stock options ("**Stock Options**") to purchase Common Shares, provided that the total number of Common Shares reserved for issuance will not exceed 2,400,000 Common Shares (representing 19.2% of the issued and outstanding Common Shares). The Plan was adopted, effective June 5, 2019, and was subsequently approved by the Exchange and by the shareholders at the Company's last annual general meeting held on July 28, 2020. Any amendments to the Plan must be approved by the Exchange and, if necessary, approval by the disinterested shareholders of the Company obtained prior to becoming effective. Approval by the disinterested shareholders means approval by a majority of votes cast by all shareholders at a meeting, excluding votes attached to common shares beneficially owned by insiders of the Company to whom options may be granted pursuant to the Plan and their associates in accordance with the policies of the Exchange.

The purpose of the Plan is to allow the Company to grant options to directors, officers, employees and consultants, as an incentive to dedicate their efforts to advance the success of the Company. The granting of options is intended to align the interests of such persons with that of the members.

Eligible Optionees

Under the policies of the Exchange, to be eligible for the issuance of a stock option under the Plan an optionee must either be a director, officer, consultant or an employee of the Company or a company providing management or other services to the Company or a subsidiary of the Company at the time the option is granted (an “**Eligible Optionee**”).

Options may be granted only to an individual or to a non-individual that is wholly owned by individuals eligible for an option grant. If the option is granted to a non-individual, it must provide the Exchange with an undertaking that it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect, without the consent of the Exchange.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

- (a) the Board may from time to time, in its discretion, and in accordance with the Exchange requirements and the terms of the Plan, grant options to Eligible Optionees;
- (b) the maximum aggregate number of Common Shares that may be reserved for issuance pursuant to the exercise of Options under the Plan shall be 2,400,000 Common Shares, provided that if any Options are forfeited, expired, are terminated or are cancelled for any reason whatsoever (other than by reason of exercise), then the Common Shares subject to such Options shall again be issuable pursuant to the exercise of Options for the purpose of the Plan.
- (c) the option period for an option shall be determined by the Board at the time the option is granted and shall be exercisable for a maximum of ten (10) years from the date the option is granted;
- (d) all options granted under the Plan are non-assignable and non-transferable and exercisable for a period of up to ten years from the date of granting thereof;
- (e) subject to policies of the Exchange, the exercise price of an option granted under the Plan must be no less than the closing market price of the Common Shares prevailing on the day preceding the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the Exchange;
- (f) options granted to consultants performing investor relations activities vest over a minimum of 12 months with no more than 1/4 of such options vesting in any 3 month period. The Plan contains no other vesting requirements, but permits the Board to specify a vesting schedule in its discretion;
- (g) the maximum aggregate number of Common Shares reserved for issuance pursuant to the Plan or any other share compensation arrangement (pre-existing or otherwise) to insiders of the Company shall not exceed 10% of the Common Shares outstanding at any time unless the Company has obtained prior approval of the disinterested shareholders of the Company (the “**Share Reservation Restriction**”);
- (h) the aggregate number of Common Shares issued and options granted pursuant to the Plan or any other share compensation arrangement (pre-existing or otherwise) to insiders within any a 12-month period shall not exceed 10% of the Common Shares outstanding unless the Company has obtained prior approval of the disinterested shareholders of the Company;

- (i) the number of common shares of the Company which may be issued to any one individual pursuant to the exercise of options may not exceed 5% of the issued common shares on a yearly basis;
- (j) the number of common shares of the Company which may be issued to any one consultant pursuant to the exercise of options may not exceed 2% of the issued common shares on a yearly basis;
- (k) the number of common shares of the Company which may be issued, in the aggregate, to a person conducting investor relations activities may not exceed 2% of the issued common shares on a yearly basis;
- (l) for stock options granted to employees or service providers (inclusive of management company employees), the Company must ensure that the proposed optionee is a bona fide employee or service provider (inclusive of management company employees), as the case may be, of the Company or any subsidiary;
- (m) if an optionee ceases to be an Eligible Optionee, any options held by such optionee shall expire no later than 90 days from the date such optionee ceases to be an Eligible Optionee;
- (n) if an Eligible Optionee ceases to be an optionee due to death, the Options held by such optionee will expire six months after the date of the optionee's death, always provided that the board may, in its discretion, extend the date of such termination to a date not exceeding the earlier of the expiry date and the date which is twelve months after the date of the optionee's death.
- (o) in the event that the Eligible Optionee shall cease to be an optionee due to death, any Options held by such optionee and which have vested shall pass to the qualified successor of the optionee and shall be exercisable by such qualified successor until the earlier of one (1) year following the date of such death and the expiry date. Options which have not vested as of the date of an optionee's death shall terminate and cease to be exercisable on such date;
- (p) in the event that the optionee shall cease to be an optionee by reason of such optionee's disability, any Options held by such optionee that have vested and that could have been exercised immediately prior to such cessation shall be exercisable by such optionee, or by his guardian, for a period of thirty (30) days following the date of such cessation. If such optionee dies within that 30 day period, any Options held by such optionee that have vested and that could have been exercised immediately prior to his or her death shall pass to the qualified successor of such optionee, and shall be exercisable by the qualified successor until the earlier of thirty (30) days following the death of such optionee and the expiry of the option period. options which have not vested as of the cessation date shall terminate and shall cease to be exercisable on such date;
- (q) employment shall be deemed to continue intact during any military or sick leave or other bona fide leave of absence if the period of such leave does not exceed one hundred eighty (180) days or, if longer, for so long as the optionee's right to re-employment with the Company or its subsidiary is guaranteed either by statute or by contract. If the period of such leave exceeds one hundred eighty (180) days and the optionee's re-employment is not so guaranteed, then the optionee's employment shall be deemed to have terminated on the 181st day of such leave;
- (r) in the event that the Eligible Optionee shall cease to be an optionee by reason of such optionee's termination for cause, the options shall terminate and shall cease to be exercisable upon such termination for cause;
- (s) the exercise price and the number of Common Shares which are subject to an option may be adjusted from time to time in the event of reclassifications, reorganizations or changes in the capital structure of the Company;
- (t) on the occurrence of a takeover bid made for all or any of the issued and outstanding Common Shares, whether fully vested and exercisable or remaining subject to vesting provisions or other

limitations on exercise shall be exercisable in full to enable the Common Shares subject to such options to be issued and tendered to such bid;

- (u) specific disinterested Shareholder approval is required to reduce the exercise price of an option for an optionee who is an insider, and on any extension of the option period beyond its original expiration date of any options held by insiders; and
- (v) If the normal expiration date of any option falls within any blackout period or within 10 business days following the end of any blackout period, then the expiry date of such restricted options shall, without any further action, be extended to the date that is 10 business days following the end of such blackout period.

Employment, Consulting and Management Agreements

There were no agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were: (a) performed by a director or named executive officer; or (b) performed by any other party but are services typically provided by a director or a named executive officer.

J.A. Minni & Associates Inc., a company controlled by Mr. Minni, the CFO and a director of the Company, provides accounting - and financial statement preparation services to the Company. Fees are charged on a normal commercial basis for such services. There are no provisions with J. A. Minni & Associates Inc. with respect to, or any incremental payments that will be triggered by or result from, a change of control, severance, termination or constructive dismissal.

Oversight and Description of Named Executive Officer and Director Compensation

The Company's Named Executive Officer and director compensation is administered by the Board. The Board has primary responsibility for approval with respect to the appointment and remuneration of Named Executive Officers of the Company and the remuneration of the Board. The Board also evaluates the performance of the Company's senior executive officers and reviews the design and competitiveness of the Company's compensation plans.

The executive compensation program is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term. Base salaries are competitive with corporations of a comparable size and stage of development within the mineral exploration industry, thereby enabling the Company to compete for and retain executives critical to the Company's long term success. Incentive compensation is directly tied to corporate and individual performance. Share ownership opportunities are provided to align the interests of executive officers with the longer term interests of shareholders. Compensation for each of the Named Executive Officers consists of a base salary, along with annual incentive compensation in the form of a performance based bonus, and a longer term incentive in the form of stock options.

Base Salary

The Board approves ranges for base salaries for employees at all levels of the Company based on reviews of market data from peer companies in the mineral exploration industry. In selecting peer group companies, the Board primarily looks for public companies that are comparable in terms of business and size. The level of base salary for each employee within a specified range is determined by the level of past performance, as well as by the level of responsibility and the importance of the position to the Company.

The Board approves the base salary to be paid to the Chief Executive Officer, and Chief Financial Officer.

Annual Bonus

Senior managers are eligible for annual incentive awards. Corporate performance, as assessed by the Board, determines the aggregate amount of bonus to be paid by the Company to all eligible senior managers in respect of a fiscal year, if any.

The aggregate amount of bonus to be paid will vary with the degree to which targeted corporate performance was achieved for the year. The individual performance factor allows the Company effectively to recognize and reward those individuals whose efforts have assisted the Company to attain its corporate performance objective.

The Board approves the bonuses to be paid to the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary, if any.

Stock Options

The Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers stock option grants when reviewing executive officer compensation packages as a whole.

The Board has sole discretion to determine the key employees to whom it recommends that grants be made and to determine the terms and conditions of the options forming part of such grants. The Board approves ranges of stock option grants for each level of executive officer. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Company.

The number of stock options which may be issued under the Plan in the aggregate and in respect of any fiscal year is limited under the terms of the Plan and cannot be increased without shareholder approval.

Directors

The Company has no standard arrangement pursuant to which Directors are compensated by the Company for their services in their capacity as Directors other than the unissued treasury Common Shares that may be issued upon the exercise of the Directors' Stock Options. There has been no other arrangement pursuant to which Directors were compensated by the Company in their capacity as Directors except as disclosed herein or disclosed in the Company financial statements and management discussion and analysis.

In addition, all directors are entitled to be reimbursed for reasonable expenses incurred on behalf of the Company. In addition, each director is eligible to receive stock options pursuant to the Plan.

Pension Disclosure

The Company did not have any pension plans in place that provided for payments or benefits made to the Named Executive Officers or directors at, following, or in connection with retirement during the fiscal year ended April 30, 2021.

The Company does not permit its NEOs or directors to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Effective June 30, 2005, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) was adopted in each of the provinces and territories in Canada. NI 58-101 requires reporting

issuers to disclose the corporate governance practices that they have adopted on an annual basis. The Company's approach to corporate governance is provided in the attached Schedule "B".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At any time during the Company's last completed financial year, no director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries is or has been indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table provides information regarding compensation plans under which equity securities of the Company are authorized for issuance in effect as of the end of the Company's most recently completed financial year:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved By Shareholders ⁽¹⁾	850,000	\$0.10	1,550,000
Equity Compensation Plans Not Approved By Shareholders	N/A	N/A	N/A
Total:	850,000	\$0.10	1,550,000

Note:

(1) The Company's Board of Directors adopted the Plan prior to the Company's common shares being listed on the Exchange. The Plan is a fixed number stock option plan reserving for issuance, pursuant to the exercise of stock options, a maximum of 2,400,000 Common Shares (representing approximately 19.2% of the issued and outstanding Common Shares). Shareholders of the Company approved the Share Reservation Restriction at the Company's last annual general meeting held on July 28, 2020. For terms of the Plan, see "*Stock Option Plans and Other Incentive Plans*".

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below and elsewhere in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, nor any shareholder beneficially owning, directly or indirectly, common shares of the Company, or exercising control or direction over common shares of the Company, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Company nor an associate or affiliate of any of the foregoing persons has since the commencement of the Company's most recently completed financial year any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

During the financial year ended April 30, 2021, the Company incurred \$20,200 (2020 - \$67,724) in administrative fees to J.A. Minni, a private company wholly-owned by Jerry Minni, CFO and a director of the Company.

During the financial year ended April 30, 2021, \$7,768 (2020 - \$67,724) was paid by the Company for legal services to Gowling WLG (Canada) LLP, a law firm in which Mr. Brett Kagetsu is a partner.

APPOINTMENT OF AUDITORS

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of Manning Elliott LLP, Chartered Professional Accountants, as auditors of the Company, at a remuneration to be determined by the directors. Manning Elliott LLP, Chartered Professional Accountants, were first appointed auditors of the Company on January 31, 2019.

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

Other than as set forth below, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and executive officers may be interested in the annual approval of the Plan as detailed below. See "*Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan*".

ANY OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com "Company Profiles – AMV Capital Corporation." The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting the CFO, Jerry Minni, AMV Capital Corporation, Suite 200, 551 Howe Street, Vancouver, British Columbia, Canada, V6C 2C2 at telephone number (604) 683-8610.

SCHEDULE "A"
AMV CAPITAL CORPORATION
(the "Company")
AUDIT COMMITTEE CHARTER
(Adopted by the Board of Directors on May 9, 2019)

1. Purpose and Objectives

- 1.1 The Audit Committee will assist the board of directors (the "Board") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company's business, operations and risks.

2. Authority

- 2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.
- 2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

3. Composition, Procedures and Organization

Membership

- 3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.
- 3.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- 3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.
- 3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Audit Committee.
- 3.5 The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Meetings

- 3.6 The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

3.7 Meetings of the Audit Committee shall be conducted as follows:

- (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. Special meetings shall be convened as required. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
- (b) the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee meetings and determining the time and place of such meetings;
- (c) the Audit Committee may invite such other persons (e.g. the President (if any) or Chief Financial Officer) to its meetings, as it deems appropriate; and
- (d) notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.

3.8 The proceedings of all meetings of the Audit Committee will be minuted.

Procedures

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

3.10 The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

4. Roles and Responsibilities

4.1 The overall duties and responsibilities of the Audit Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements;
- (b) to establish and maintain a direct line of communication with the Company's internal auditors, if any, and external auditors and assess their performance; and
- (c) to ensure that the management of the Company's has designed, implemented and is maintaining an effective system of internal financial controls.

4.2 The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors and ensure no unjustifiable restrictions or limitations have been placed on the scope;

- (c) to review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to approve in advance the provision of non-audit services provided by the external auditors;
 - (e) to review with the external auditors, upon completion of their audit:
 - (i) the content of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) internal resources used;
 - (v) significant transactions outside of the normal business of the Company;
 - (vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.
- 4.3 The duties and responsibilities of the Audit Committee as they relate to the Company's internal auditors, as and when applicable, shall be as follows:
- (a) to periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department; and
 - (b) to review significant internal audit findings and recommendations.
- 4.4 The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:
- (a) to review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (c) to periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
- 4.5 The Audit Committee is also charged with the responsibility to:
- (a) review the annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;
 - (b) evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:

- (i) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (ii) generally accepted accounting principles have been consistently applied;
 - (iii) there are any actual or proposed changes in accounting or financial reporting practices; and
 - (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure;
- (c) review and approve the financial sections of:
- (i) the annual report to shareholders;
 - (ii) the annual information form (if any);
 - (iii) prospectuses (if any); and
 - (iv) other public reports requiring approval by the Board; and report to the Board with respect thereto;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review the minutes of any Audit Committee meeting;
- (f) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and
- (i) establish a procedure for:
- (i) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - (ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

Procedures for External Advisor

- 5.1 The board of directors should implement a system which enables an individual director to engage an outside adviser at the expense of the Listed Issuer in appropriate circumstances. The engagement of the outside advisor should be subject to the approval of an appropriate committee of the board.

SCHEDULE "B"

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Statement of Corporate Governance Practices

National Policy 58-201 - *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") mandates disclosure of corporate governance practices for Venture Issuers in Form 58-101F2, which disclosure is set out below.

Board of Directors

Structure and Compensation

The Board is currently composed of five (5) directors and all members of the current Board are the proposed nominees for election as director at the Meeting.

NP 58-201 suggests that the Board of every listed corporation should be constituted with a majority of individuals who qualify as "independent" directors under NI 58-101, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgement. Of the current directors, Qiang Sean Wang, the President and Chief Executive Officer and Jerry Minni, the Chief Financial Officer, are "inside" or management directors and accordingly are considered not "independent". The remaining directors are considered by the Board to be "independent", within the meaning of NI 52-110.

The Company determined that it does not require a formal compensation committee given its size and limited scope of operations at this time. The Board reviews the adequacy and form of compensation and compares it to other companies of similar size and stage of development. There is no minimum share ownership requirement of directors. Directors' compensation will be in the form of stock options and the payment of directors' fees. The Company's Board reviews and approves the general compensation philosophy and guidelines, incentive plan design and other remuneration for all directors and executive officers, including the CEO.

Directorships

The following directors of the Company and proposed nominees are directors of other reporting issuers:

Name	Name of Other Reporting Issuer
Michael Dake	Pure Energy Minerals Inc. (TSXV) Cayenne Capital Corp. (CSE) Lot 49 Capital Corp.

Nomination, Assessment, Orientation and Continuing Education

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

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

New directors are briefed on strategic plans, short, medium and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current limited operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies in the natural resource sector. Board members are encouraged to communicate with management, auditor and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Reference is made to the table under the heading "Election of Directors" in the Circular for a description of the current principal occupations of each member of the Company's Board.

Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives. To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations and the small number of officers and employees allow the independent members of the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Other Board Committees

The Board currently has one standing committee: the Audit Committee.