INFORMATION CIRCULAR
(as at December 4, 2018, unless indicated otherwise)

SOLICITATION OF PROXIES

This Information Circular is provided in connection with the solicitation of proxies by the management of Max Resource Corp. (the "Company") for use at the annual general and special meeting of the shareholders of the Company to be held on December 31, 2018 (the "Meeting"), at the time and place and for the purposes set out in the accompanying notice of meeting and at any adjournment thereof. The solicitation will be made by mail and may also be supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company will bear the cost of this solicitation. The Company will not reimburse shareholders, nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy.

APPOINTMENT AND REVOCATION OF PROXY

Registered Shareholders

Registered shareholders may vote their common shares by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1 or by facsimile at 1-866-249-7775 or (416) 263-9524 (by mail, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy.

The persons named in the proxy are directors and officers of the Company and are proxyholders nominated by management. **A shareholder has the right to appoint a person other than the nominees of management named in the enclosed instrument of proxy to represent the shareholder at the Meeting. To exercise this right, a shareholder must insert the name of its nominee in the blank space provided. A person appointed as a proxyholder need not be a shareholder of the Company.**

A registered shareholder may revoke a proxy by:

(a) signing a proxy with a later date and delivering it at the place and within the time noted above;

(b) signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed, as set out in the notes to the proxy) and delivering it to the registered office of the Company, 700 - 9th Avenue S.W., Suite 3000, Calgary, Alberta, T2P 3V4, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof,

(c) attending the Meeting or any adjournment thereof and registering with the scrutineer as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked; or

(d) in any other manner provided by law.

Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as many shareholders do not hold their shares in the Company in their own name. Shareholders holding their shares through banks, trust companies, securities dealers or brokers, trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans or other persons (any one of which is herein referred to as an "Intermediary") or otherwise not in their own name (such shareholders herein referred to as "Beneficial Shareholders") should note that only proxies deposited by shareholders appearing on the records maintained by the Company's transfer agent as registered shareholders will be recognized and allowed to vote at the Meeting. If a shareholder's shares are listed in an account statement provided to the shareholder by a broker, in all likelihood those shares are **not** registered in the shareholder's name and that shareholder is a Beneficial Shareholder. Such shares are most likely registered in 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 The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms. Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the Meeting at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or "NOBOs") or objecting to their Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or "OBOs").

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the notice of meeting, this Information Circular and a request for voting instructions (a "VIF"), instead of a proxy (the notice of Meeting, Information Circular and VIF or proxy are collectively referred to as the "Meeting Materials") directly to the NOBOs and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to OBOs. The Company does not intend to pay for Intermediaries to forward the Meeting materials to OBOs. OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

Meeting Materials sent to Beneficial Shareholders are accompanied by a VIF, instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder's shares on the Beneficial Shareholder's behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The majority of Intermediaries now delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge Investor Communication Solutions ("Broadridge") in Canada. Broadridge typically prepares a machine-readable VIF, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through an Intermediary, please contact that Intermediary for assistance.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own. **A Beneficial Shareholder receiving a VIF cannot use that form to vote common shares directly at the Meeting – Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.** Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, at least seven days before the Meeting, arrange for its Intermediary to revoke its VIF on its behalf.

All references to shareholders in this Information Circular and the accompanying instrument of proxy and notice of Meeting are to registered shareholders unless specifically stated otherwise.

The Meeting Materials are being sent to both registered and non-registered owners of the Company's shares. If you are a Beneficial Shareholder and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of the Company's securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

If a shareholder specifies a choice with respect to any matter to be acted upon, the shares represented by proxy will be voted or withheld from voting by the proxy holder in accordance with those instructions on any ballot that may be called for. In the enclosed form of proxy, in the absence of any instructions in the proxy, it is intended that such shares will be voted by the proxyholder, if a nominee of management, in favour of the motions proposed to be made at the meeting as stated under the headings in the notice of meeting accompanying this Information Circular. If any amendments or variations to such matters, or any other matters, are properly brought before the Meeting, the proxyholder, if a nominee of management, will exercise its discretion and vote on such matters in accordance with its best judgment.

The instrument of proxy enclosed, in the absence of any instructions in the proxy, also confers discretionary authority on any proxyholder other than the nominees of management named in the instrument of proxy with respect to the matters identified herein, amendments or variations to those matters, or any other matters which may properly be brought before the Meeting. To enable a proxyholder to exercise its discretionary authority a shareholder must strike out the names of the nominees of management in the enclosed instrument of proxy and insert the name of its nominee in the space provided, and not specify a choice with respect to the matters to be acted upon. This will enable the proxyholder to exercise its discretion and vote on such matters in accordance with its best judgment.

At the time of printing this Information Circular, management of the Company is not aware that any amendments or variations to existing matters or new matters are to be presented for action at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of each of the following persons in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors:

(a) each 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;

(b) each proposed nominee for election as a director of the Company; and

(c) each associate or affiliate of any of the foregoing.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of common shares. On November 14, 2018 (the "Record Date"), the Company had 54,884,864 common shares outstanding. All common shares in the capital of the Company are of the same class and each carries the right to one vote. Only those shareholders of record on the Record Date are entitled to attend and vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, there are no persons that beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the common shares of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* for the most recently completed financial year ended December 31, 2017.

General

For the purposes of this Statement of Executive Compensation:

"CEO" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"Named Executive Officer" or "NEO" means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than $150,000 as determined in accordance with applicable securities laws; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

Based on the foregoing definition, during the recently completed financial year of the Company ended December 31, 2017, the Company had two NEOs, namely, Stuart Rogers, the previous "CEO", and Mark Gelmon, the previous "CFO."

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO and director, in any capacity, for the two most recently completed financial years ended December 31, 2017 and 2016:

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of Perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Stuart Rogers[(1)] *Director, previous President & CEO*	2017 2016	15,000 30,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	15,000 30,000
Mark Gelmon[(2)] *Previous CFO*	2017 2016	6,000 6,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	6,000 6,000
Paul John *Director*	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Joseph Campbell[(3)] *Previous Director*	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Clarence Wendt[(4)] *Previous Director*	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:
(1) Stuart Rogers resigned as President and CEO on February 15, 2018
(2) Mark Gelmon resigned as CFO on March 12, 2018
(3) Joseph Campbell resigned as a director on April 9, 2018.
(4) Clarence Wendt resigned as a director on June 14, 2018.

Stock Options and Other Compensation Securities

During the financial year ended December 31, 2017, the following NEOs and directors of the Company were issued compensation securities:

Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Stuart Rogers *Director, previous*	N/A	N/A	N/A	N/A	N/A	N/A	N/A

President & CEO							
Mark Gelmon *Previous CFO*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Paul John *Director*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Joseph Campbell *Previous Director*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Clarence Wendt *Previous Director*	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Exercise of Stock Options

During the financial year ended December 31, 2017, the following NEOs and directors of the Company exercised compensation securities:

Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security ($)	Date of exercise	Closing price per security on date of exercise ($)	Difference between exercise price and closing price on date of exercise ($)	Total value on exercise date ($)
Stuart Rogers *Director, previous President & CEO*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mark Gelmon *Previous CFO*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Paul John *Director*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Joseph Campbell *Previous Director*	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Clarence	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Wendt *Previous Director*							

Stock Option Plan and Other Incentive Plans

The Company has adopted a fixed stock option plan (the "Fixed Plan") pursuant to which the board of directors (the "Board") may grant options (the "Options") to purchase common shares of the Company (the "Shares") to NEOs, directors and employees of the Company or affiliated corporations and to consultants retained by the Company.

The purpose of the Fixed Plan is to attract, retain, and motivate NEOs, directors, employees and other service providers by providing them with the opportunity, through options, to acquire an interest in the Company and benefit from the Company's growth. Under the Fixed Plan, the maximum number of Shares reserved for issuance, including Options currently outstanding, is equal to 20% of the Shares outstanding.

The number of Shares which may be the subject of Options on a yearly basis to any one person cannot exceed 5% of the number of issued and outstanding Shares at the time of the grant. Options may be granted to any employee, officer, director, consultant, affiliate or subsidiary of the Company exercisable at a price which is not less than the discounted market price of common shares of the Company on the date of the grant. The directors of the Company may, by resolution, determine the time period during which any option may be exercised (the "Exercise Period"), provided that the Exercise Period does not contravene any rule or regulation of such exchange on which the Shares may be listed. All Options will terminate on the earliest to occur of (a) the expiry of their term; (b) the date of termination of an optionee's employment, office or position as director, if terminated for just cause; (c) 90 days (or such other period of time as permitted by any rule or regulation of such exchange on which the Shares may be listed) following the date of termination of an optionee's position as a director or NEO, if terminated for any reason other than the optionee's disability or death; (d) 30 days following the date of termination of an optionee's position as a consultant engaged in investor relations activities, if terminated for any reason other than the optionee's disability, death, or just cause; and (e) the date of any sale, transfer or assignment of the Option.

Options are non-assignable and are subject to early termination in the event of the death of a participant or in the event a participant ceases to be a NEO, director, employee, consultant, affiliate, or subsidiary of the Company, as the case may be. Subject to the foregoing restrictions, and certain other restrictions set out in the Fixed Plan, the Board is authorized to provide for the granting of Options and the exercise and method of exercise of options granted under the Fixed Plan.

Employment, Consulting and Management Agreements

There are no employment contracts between the Company and the NEOs.

There are no compensatory plans, contracts or arrangements between the Company and any NEO, where the NEO is entitled to receive more than $50,000 from the Company, including periodic payments or installments, in the event of:

(a) the resignation, retirement or any other termination of employment of the NEOs employment with the Company;

(b) a change of control of the Company; or

(c) a change of the NEOs responsibilities following a change in control.

Oversight and Description of Director and NEO Compensation

Compensation Program Objectives

The objectives of the Company's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Company's continued success;
- to align the interests of the Company's executives with the interests of the Company's shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Overall, the executive compensation program aims to design executive compensation packages that meet executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Company is a junior mineral exploration company involved in exploration and development of early-stage mineral properties and will not be generating significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company to be appropriate in the evaluation of the performance of the NEOs.

Purpose of the Compensation Program

The Company's executive compensation program has been designed to reward executives for reinforcing the Company's business objectives and values, for achieving the Company's performance objectives and for their individual performances.

Elements of Compensation Program

The executive compensation program consists of a combination of consulting fees, performance bonus and stock option incentives.

Purpose of Each Element of the Executive Compensation Program

The consulting fees of a NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

In addition to a fixed consulting fee, each NEO is eligible to receive a performance-based bonus meant to motivate the NEO to achieve short-term goals. The pre-established, quantitative target(s) used to determine performance bonuses are set each fiscal year. Awards under this plan are made by way of cash payments only, which payment are made at the end of the fiscal year.

Stock options are generally awarded to NEOs on an annual basis based on performance measured against set objectives. The granting of stock options upon hire aligns NEOs' rewards with an increase in shareholder value over the long term. The use of stock options encourages and rewards performance by aligning an increase in each NEO's compensation with increases in the Company's performance and in the value of the shareholders' investments.

Determination of the Amount of Each Element of the Executive Compensation Program, Compensation Risk and Compensation Governance

Compensation of the NEOs of the Company is reviewed annually by the Board, which approves the compensation of the NEOs. The Company does not presently have a compensation committee and the Company has not retained any compensation advisor or compensation consultant in respect of its compensation policies.

The Board intends to review from time to time and at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time. Such a review occurred at the time of preparation of this Compensation Discussion & Analysis. Implicit in the Board's mandate is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and its shareholders and risk implications is one of many considerations which are taken into account in such design.

It is anticipated that the majority of the Company's executive compensation will consist of options granted under the Company's stock option plan. Such compensation is both "long term" and "at risk" and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is limited.

The other two elements of compensation, consulting fees and performance bonuses, represent the remaining portion of an executive's total compensation. While neither salary nor bonus are "long term" or "at risk", as noted above, these components of compensation are not at a level of total compensation whereby an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short term compensation when their long term compensation might be put at risk from their actions.

Due to the small size of the Company, and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which, financial and other information of the Company are reviewed, and which includes executive compensation. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

NEOs and directors of the Company are not permitted 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.

Consulting Fees

Consulting Fees for NEOs are expected to continue to be set annually, having regard to the individual's job responsibilities, contribution, experience and proven or expected performance, as well as to market conditions. In setting base compensation levels, consideration is to be given to such factors as level of responsibility, experience and expertise. Subjective factors such as leadership, commitment and attitude are also to be considered. The Company has not established performance goals for its NEOs.

Performance Bonuses

Given the size and nature of the Company's operations, the Company does not offer the NEOs performance bonuses.

Pension Arrangements

The Company does not have any pension arrangements in place for the NEOs and directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets out, as of the end of the most recently completed financial year ended December 31, 2017, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

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 securityholders (1)	Nil	N/A	3,130,639
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil		3,130,639

(1) The Company's incentive stock option plan is a fixed 20% plan.

CORPORATE GOVERNANCE

Board of Directors

The Board presently consists of four (4) directors, two (2) of whom are independent. The definition of independence used by the Company is that used by the Canadian Securities Administrators, which is set out in section 1.4 of National Instrument 52-110 *Audit Committees* ("NI 52-110"). A director is independent if he has no direct or indirect material relationship to the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. Certain types of relationships are by their very nature considered to be material relationships and are specified in section 1.4 of NI 52-110.

Paul John and John Theobald are considered to be independent directors. Brett Matich is not considered to be independent as he is management of the Company and Stuart Rogers is not considered to be independent as he is previous management of the Company.

The Board believes that the principal objective of the Company is to generate economic returns with the goal of maximizing shareholder value, and that this is to be accomplished by the Board through its stewardship of the Company. In fulfilling its stewardship function, the Board's responsibilities will include strategic planning, appointing and overseeing management, succession planning, risk identification and management, environmental oversight, communications with other parties and overseeing financial and corporate issues. Directors are involved in the supervision of management.

Pursuant to the *Business Corporations Act* (Alberta), directors must declare any interest in a material contract or transaction or a proposed material contract or transaction. Further, the independent members of the Board meet independently of management members when warranted. During the most recently completed financial year, the Board met 4 times and all members of the Board were in attendance at each meeting.

Other Directorships

The directors of the Company are also directors of the following other reporting issuers:

Brett Matich	Fortem Resources Inc. Blueprint Corporate Services Ltd.
Stuart Rogers	TerraX Minerals Inc. Elysee Development Corp.
Paul John	Crest Resources Inc.
John Theobald	I-Minerals Inc.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and with officers and employees of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director. The Company's financial and legal advisers are also available to the Company's directors.

Code of Conduct

The Board has adopted a Code of Ethics (the "Code"), which applies to all directors, officers, employees and consultants of the Company, and prescribes a high standard ethical conduct in all dealings related to the affairs of the Company.

The Code provides basic guidelines setting forth the ethical behavior expected from every employee of the Company with respect to the use of Company time and assets, protection of confidential information, conflicts of interest, trading in the Company's securities and other matters. Every employee of the Company is subject to the Code and will be requested to sign a form acknowledging that lie understands its contents and agrees to be bound by its provisions.

In summary, all employees must:

- follow applicable laws and regulations wherever the Company does business;
- work safely, in accordance with regulatory and other industry standards;
- treat everyone fairly and equitably: customers, suppliers, other employees, Company stakeholders and third parties dealing with the Company;
- refrain from speaking publicly on Company matters, unless authorized;
- refrain from trading on, and "tipping" others on, confidential information;
- respect the confidential nature of the information to which they may have access and refrain from sharing same, except on a need-to-know basis;
- always perform their duties in the best interests of the Company;
- avoid conflicts of interest, both real and perceived;
- be honest and act with integrity;
- handle Company assets with care and refrain from using same and Company time for personal purposes;
- respect the right of all employees to fair treatment and equal opportunity;
- respect the right of all employees to a working environment free from discrimination or harassment of any sort;

- act in a respectful and professional manner with other employees;
- refrain from inappropriately influencing the political process;
- work in an environmentally responsible manner;
- respect the cultures and rights of communities where the Company operates its business;
- ensure that all transactions are handled honestly and recorded accurately; and
- report any violation to this Code.

A copy of the Code is available from the Company's offices. In the Board's regular meetings, the Board considers the Company's operations and business activities in light of the Code. 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.

Whistle-Blowing Policy

The Board has also adopted a Whistle-Blowing Policy (the "WB Policy"), which applies to all directors, officers, employees and consultants of the Company. The aim of the WB Policy is to ensure that the Company provides a mechanism by which it may be informed of dishonest, fraudulent, unacceptable behaviour, conduct and practices made by its directors, officers, consultants and employees regarding accounting, internal accounting controls or auditing or related matters (a "Questionable Event"). The Company expects its directors, officers, employees and consultants to feel confident about disclosing and reporting on any concerns they may have about any Questionable Event they are aware of. The WB Policy is structured as a formal tool to allow the receipt, retention and treatment of complaints, denunciations, warnings and any form of notice by any director, officer, employee or consultant of the Company regarding a Questionable Event.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members.

Compensation

The Board has not established a Compensation Committee. The Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling its responsibilities, the Board evaluates the performance of the chief executive officer and other senior management in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluations.

Other Board Committees

The Board has not established any committees other than the Audit Committee.

Assessments

There is no formal committee with the responsibility for assessing the effectiveness of the Board as whole. The Board as a group regularly reviews its performance and assesses the effectiveness of the Board as a whole.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

General

The Audit Committee is a standing committee of the Board, the primary function of which is to assist the Board in fulfilling its financial oversight responsibilities, which will include monitoring the quality and integrity of the Company's financial statements and the independence and performance of the Company's external auditor, acting as a liaison between the Board and the Company's external auditor, reviewing the financial information that will be publicly disclosed and reviewing all audit processes and the systems of internal controls management and the Board have established.

Audit Committee Charter

The Board has adopted an Audit Committee Charter, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Composition

As the shares of the Company are listed on the TSX Venture Exchange ("Exchange"), it is categorized as a venture issuer. As a result, the Company is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) of NI 52-110.

The Audit Committee consists of the following three (3) directors. Also indicated is whether they are "independent" and "financially literate".

Name of Member	Independent [(1)]	Financially Literate [(2)]
Stuart Rogers	No	Yes
Paul John	Yes	Yes
John Theobald	Yes	Yes

(1) A member of the Audit Committee is independent if he has no direct or indirect "material relationship" with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the President, is deemed to have a material relationship with the Company.

(2) A member of the Audit Committee is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

All of the members of the Company's audit committee have gained their education and experience by participating in the management of private and publicly traded companies and all member are "financially literate", meaning that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably expected to be raised by the Company's financial statements.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services, however, as provided for in NI 52-110 the Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries, unless otherwise permitted by NI 52-110.

External Auditor Service Fees (By Category)

Financial Year Ending	Audit Fees (1)	Audit Related Fees (2)	Tax Fees(3)	All Other Fees (4)
December 31, 2017	$9,180	Nil	$2,000	Nil
December 31, 2016	$7,140	Nil	$2,000	Nil

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

Exemption

Pursuant to section 6.1 of NI 52-110, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110 because it is a venture issuer.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or executive officers of the Company or any subsidiary thereof, has more than "routine indebtedness" to the Company or any subsidiary thereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's most recently completed financial year, which has materially affected or will materially affect the Company or any of its subsidiaries, other than as disclosed by the Company during the course of the year or as disclosed herein.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Board currently consists of four (4) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. It is proposed that the number of directors to be elected at the Meeting, for the ensuing year, be fixed at four (4). At the Meeting, the shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting, at four (4).

The directors of the Company are elected annually and hold office until the next annual general meeting of the Shareholders or until their successors are elected. The management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. **In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted FOR the nominees listed in this Information Circular.** Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his proxy that his shares are to be withheld from voting in the election of directors.** Each director elected will hold office until the next annual Meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the Articles or By-Laws of the Company.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of Shares of the Company and its subsidiaries which each beneficially owns directly or indirectly or over which control or direction is exercised as of the date of the Information Circular:

Name, jurisdiction of residence and office held	Principal occupation in the last five years	Director since	Number of common shares beneficially owned
Brett Matich British Columbia, Canada *President, Chief Executive Officer and Director*	President of the Company, Member of Australian Institute of Directors and American Society of Civil Engineers; Previous officer and/or director of Cap-Ex Iron Ore Ltd, Pantheon Ventures Ltd and Natan Resources Ltd.	January 15, 2018	3,200,000
Stuart Rogers(1) British Columbia, Canada *Director*	President of West Oak Capital Group, Inc., a financial management and consultancy firm; Previous President & CEO of the Company.	May 8, 2002	1,289,721
Paul John(1) British Columbia, Canada *Director*	Businessman	June 18, 2002	637,750
John Theobald(1) United Kingdom *Director*	Director of the Company, director, mining executive and advisor to various public and private companies	April 9, 2018	Nil

Notes:
(1) Member of the audit committee.

The above information, including information as to common shares beneficially owned, has been provided by the respective directors individually.

No proposed director of the Company:

(a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,

(i) was the subject:

(A) of a cease trade order;

(B) an order similar to a cease trade order; or

(C) an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days,

while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to:

(A) a cease trade order;

(B) an order similar to a cease trade order; or

(C) an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days,

after the proposed director was acting in the capacity as 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, other than:

(b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the 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;

(c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

(d) 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 securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Appointment of Auditor

The management of the Company intends to re-appoint Dale Matheson Carr-Hilton Labonte LLP of Vancouver, British Columbia, as auditors of the Company. Forms of proxy given pursuant to the solicitation of the management of the Company, will, on any poll, be voted as directed and, if there is no

direction, be voted for the appointment of Dale Matheson Carr-Hilton Labonte LLP of Vancouver, British Columbia at a remuneration to be fixed by the Board. Dale Matheson Carr-Hilton Labonte LLP has been the auditors of the Company since March 20, 2003.

Stock Option Plan

The Company's current stock option plan is a fixed plan. The Company wishes to adopt and approve a "rolling" stock option plan (the "Rolling Plan"), which makes a maximum of 10% of the issued and outstanding Shares available for issuance thereunder.

The purpose of the Rolling Plan is to provide directors, officers and key employees of, and certain other persons who provide services to, the Company with an opportunity to purchase Shares of the Company at a specific price, and subsequently benefit from any appreciation in the value of the Shares. This provides an incentive for such persons to contribute to the future success of the Company and enhances the ability of the Company to attract and retain skilled and motivated individuals, thereby increasing the value of the Shares for the benefit of all Shareholders.

The exercise price of stock options granted under the Rolling Plan will be determined by the Board and will be priced in accordance with the policies of the Exchange, and will not be less than the closing price of the Common Shares on the Exchange on the date prior to the date of grant less any allowable discounts. All options granted under the Rolling Plan will have a maximum term as permitted by the Exchange and will be the dates fixed by the Board at the time the options are granted.

The Rolling Plan provides that it is solely within the discretion of the directors to determine who should receive options and how many they should receive. The Board may issue a majority of the options to insiders of the Company. However, the Rolling Plan provides that in no case will the Rolling Plan or any existing share compensation arrangement of the Company result, at any time, in the issuance to any option holder, within a one year period, of a number of Common Shares exceeding 5% of the Company's issued and outstanding Common Share capital.

The Exchange requires listed companies that have "rolling" stock option plans in place to receive shareholder approval for such plans on a yearly basis at the company's annual Shareholders meeting. The full text of the Rolling Plan is available for review by any Shareholder up until the day preceding the Meeting by calling the Company at (604) 365-1522.

Upon the approval of the Rolling Plan by Shareholders, Shareholder approval will not be required or sought on a case-by-case basis for the purpose of the granting of options and the exercise of options under the Rolling Plan.

At the Meeting, Shareholders will be asked to approve an ordinary resolution approving the Rolling Plan. The text of the resolution to be considered and, if thought fit, approved at the Meeting is as follows:

"BE IT RESOLVED THAT:

1. Subject to the approval of the Exchange, the Company's incentive stock option plan, which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder as described in the Company's Information Circular dated December 4, 2018, be and is hereby ratified, confirmed and approved.

2. The Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Rolling Plan.

3. Any one director or officer of the Company be and is hereby authorized and directed to perform all such acts, deeds and things and execute all such documents and other instruments as may be required to give effect to the true intent of this resolution."

In order to be effective, the foregoing ordinary resolutions must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the Rolling Plan.

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

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the Rolling Plan.

Continuation

Summary of the Continuation

The Company presently exists under the Business Corporations Act (Alberta) (the "ABCA"). The Board believes it is desirable for the Company to continue its corporate existence under the laws of the Province of British Columbia. The shareholders of the Company will be asked to consider and, if thought fit, approve and adopt a special resolution authorizing the Board, in its sole discretion, to apply for the discontinuance of the Company from the Province of Alberta and to continue the Company into the Province of British Columbia (the "Continuation").

In order to effect the Continuation, the Company must change its name, as required by the British Columbia Registrar of Companies and the BCBCA. Accordingly, management is also seeking shareholder approval for the change of the Company's name as set forth below.

If the Continuation is approved, shareholders will also be approving:

(i) A "Notice of Articles" which is materially similar to the Company's current articles filed under the ABCA and which retains the Company's authorized capital structure of an unlimited number of common shares and an unlimited number of preferred shares; and

(ii) "Articles" which are akin to by-laws under the ABCA, which are more fulsome than the Company's current by-laws. Please see a below for a description of matters found in the "Articles;

Upon the Continuation, the ABCA will cease to apply to the Company, and the Company will thereupon become subject to the Business Corporations Act (British Columbia) (the "BCBCA"), as if it had been originally incorporated as a British Columbia company. The Continuation will not result in any change in the business of the Company or its assets, liabilities, net worth, or management. As part of the Continuation, the Company proposes to change its name in order to comply with the requirements of the BCBCA. Please see "Change of Name" below.

The Continuation is not a reorganization, amalgamation or merger. The Company's shareholders' shareholdings will not be altered by the Continuation. The Continuation will give rise to certain material changes in corporate laws applicable to the Company. Please see the section titled "Comparison between B.C. and Alberta Corporate Law" below.

Pursuant to Section 189(4) of the ABCA, the Continuation must be approved via a special resolution, by the shareholders present at the Meeting, either in person or by proxy, by at least two-thirds of the votes cast at the Meeting.

In the absence of contrary directions, the Management Designees intend to vote proxies in the accompanying form in favour of the Continuation.

The text of the special resolution in respect of the approval of the Continuation which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is found at Schedule B to this Information Circular.

The Continuation and the Notice of Articles shall take effect immediately on the date and time the Notice of Continuation/Notice of Articles is filed with the Registrar of Companies. The Articles shall have effect immediately on the date and time the Articles are deposited for filing in the Company's records office.

The proposed Continuation gives rise to a right of dissent under Section 191 of the ABCA (see "Shareholder's Right of Dissent to the Continuation" below). If the right of dissent is exercised by any of the Company's shareholders entitled to do so, and the Company completes the Continuation, the Company would be required to purchase for cash the dissenting shareholders' shares of the Company at the fair value of those shares, as at the close of business on the day before the Continuation Resolution is adopted, subject to the ABCA. If Notices of dissent are given by shareholders holding more than 2% of the issued and outstanding common shares of the Company, the Board may determine not to proceed with the Continuation.

Notwithstanding the approval of the Continuation by the shareholders, the directors may abandon the Continuation without further approval from the shareholders. If the Continuation is abandoned, the Company's jurisdiction of incorporation will remain under the ABCA and the Continuation will not be completed.

In addition to being subject to the approval of the shareholders, the Continuation is subject to the approval of the Registrar of Corporations in each of Alberta and British Columbia and the Exchange.

Changes Approved Under the Continuation

As an Alberta corporation, the Company's charter documents consist of its Articles of Incorporation and Bylaws and amendments thereto to date, all filed under the ABCA. On Continuation into British Columbia, the Company will cease to be governed by the ABCA and will thereafter be deemed to have been formed under the BCBCA, with a Certificate of Continuation, Notice of Articles and Articles filed under the BCBCA and will thereafter be subject to the BCBCA and the laws of the Province of British Columbia generally.

The proposed Notice of Articles and Articles, which will govern the affairs of the Company if the Continuation Resolution is approved by shareholders, are available for viewing by request to the Company by calling (604) 365-1522. The Notice of Articles and Articles will also be available for inspection at the Meeting. The Company believes the major changes will be:

(i) The Company will be permitted to change its name by way of directors' resolution;

(ii) The Company will be permitted to remove a director by way of ordinary shareholder's resolution;

(iii) The Company may by ordinary resolution or directors' resolution otherwise alter its shares, authorized share structure or the Articles;

(iv) The Company will be permitted to create, vary or delete special rights and restrictions applicable to any of its authorized classes of shares by way of ordinary shareholder's resolution;

(v) The residency requirements for directors are eliminated. This change will allow the Company to select the best possible directors with the most expertise, regardless of their residency;

(vi) The Company will be permitted to hold electronic and telephone shareholder and directors meetings; and

(vii) The Company will be permitted to hold meetings of shareholders or of directors outside of British Columbia.

Comparison between Alberta and B.C. Corporate Law

The following is a summary of the differences between the ABCA, the statute that currently governs the corporate affairs of The Company, and the BCBCA, the statute by which the Company will be bound, if the Continuation is effected. Reference is made to the provisions of the proposed British Columbia Articles for the Company, copies of which will be available for review during normal business hours by the Company's shareholders up until the day preceding the Meeting by calling the Company at (604) 365-1522.

In approving the Continuation, shareholders will be approving the form of Articles for the Company and will be agreeing to hold securities in a corporation governed by British Columbia law. The BCBCA and the proposed British Columbia Articles for the Company differ in many respects from the ABCA and the Company's current charter documents. This Circular summarizes some of the corporate governance differences that could materially affect the rights of shareholders after giving effect to the Continuation. In exercising their vote, shareholders should consider the distinctions between British Columbia law and the ABCA, only some of which are outlined below.

Notwithstanding the alteration of shareholders' rights and obligations under the BCBCA and the proposed British Columbia Articles, the Company will still be bound by the rules and policies of the Exchange, and the British Columbia and Alberta Securities Commissions.

Nothing that follows should be construed as legal advice to any particular shareholder, all of whom are advised to consult their own legal advisors respecting all of the implications of the Continuation.

Charter Documents

Under the BCBCA, the charter documents consist of a "Notice of Articles", which sets forth the name of the Company and the amount and type of authorized capital, and "Articles" which govern the management of the Company (collectively, the "Charter Documents"). The Notice of Articles is filed with the Registrar of Companies and the Articles are filed only with the Company's registered and records office.

Under the ABCA, the Company has "articles", which set forth the name of the Company and the amount and type of authorized capital, and "bylaws" which govern the management of the Company. The articles are filed with the Registrar of Companies and the bylaws are filed only with the Company's registered and records office.

If shareholders approve the Continuation, the Notice of Articles and the Articles under the BCBCA, the Company will have unlimited authorized capital consisting of common shares and preferred shares, each without par value, which is the same as it has under the ABCA. The Continuation to British Columbia and adoption of the new Charter Documents will not result in any substantive changes to the constitution, powers or management of the Company except as previously described.

Amendments to the Charter Documents of the Company

The ABCA, which currently governs the Company, requires a two-thirds majority vote to make substantive changes to the Company's charter documents, such as an alteration of the restrictions, if any, of the business carried on by a company, a change in the name of a company or an increase or reduction of the authorized capital of a company.

Any substantive change to the corporate charter of a company under the BCBCA requires a resolution passed by:

(i) the type of resolution specified by the articles; or

(ii) if the articles do not contain such a provision, a special resolution passed by at least two-thirds of the votes cast on the resolution.

The BCBCA does allow some capital alterations and alterations to the charter documents to be approved by an ordinary resolution (simple majority) of shareholders or by the directors if the articles so provide. The Company will, subject to shareholder approval at the Meeting, have provisions in its proposed Articles that permit alterations of the Notice of Articles, Articles and share structure in some circumstances by ordinary resolution or directors' resolution including as previously described in this Information Circular.

Under both the ABCA and the BCBCA, other fundamental changes, such as a proposed amalgamation or continuation of a company out of the jurisdiction, require a special resolution passed by the holders of shares of each class entitled to vote at a general meeting of a company.

Sale of Company's Undertaking

Under the ABCA, the approval of the shareholders of a company represented at a duly called meeting to which are attached not less than two-thirds of the votes entitled to vote upon a sale, lease or exchange or all or substantially all of the property of a company, and, where the class or series is affected by the sale, lease or exchange in a manner different from another class or series, the holders of shares of that class or series are entitled to vote separately as a class or series. Each share of a company carries the right to vote in respect of the sale, lease or exchange whether or not it otherwise carries the right to vote.

Under the BCBCA, a company may sell, lease or otherwise dispose of all or substantially all of the undertaking of a company only if it does so in the ordinary course of its business or if it has been authorized to do so by a special resolution passed by the majority of votes that the Articles of the company specify is required for the company to pass a special resolution at a general meeting, if that specified majority is at least two-thirds and not more than three quarters of the votes cast on the resolution or, if the Articles do not contain such a provision, a special resolution passed by at least two-thirds of the votes cast on the resolution.

Rights of Dissent and Appraisal

The BCBCA provides that shareholders who dissent to certain actions being taken by the Company may exercise a right of dissent and require the Company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable where any court order permits dissent or where the Company proposes:

(i) a resolution to alter the Articles to alter restrictions on the powers of the Company or on the business it is permitted to carry on;

(ii) a resolution to adopt an amalgamation agreement;

(iii) a resolution to approve an amalgamation into a foreign jurisdiction;

(iv) a resolution to approve an arrangement, the terms of which arrangement permit dissent;

(v) a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the Company's undertaking;

(vi) a resolution to authorize the continuation of the Company into a jurisdiction other than British Columbia;

(vii) any other resolution, if dissent is authorized by the resolution; or

(viii) any action for which a court order permits dissent.

The ABCA provides that shareholders who dissent to certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by shareholders at the fair value of such shares. The dissent right is applicable where the company proposes to:

(i) amend its articles to add, change or remove any provisions restricting or constraining the issue or transfer of shares of a particular class or to add, change or remove any restriction on the business that the company may carry on or to add or remove an express statement establishing the unlimited liability of shareholders;

(ii) amalgamate with another corporation except with a wholly-owned subsidiary of the company or if a wholly-owned subsidiary amalgamates with another wholly-owned subsidiary of the same holding body corporate;

(iii) continue under the laws of another jurisdiction; and

(iv) sell, lease or exchange all or substantially all of its property.

Oppression Remedies

Under the BCBCA, a shareholder of a company has the right to apply to court on the grounds that: (a) the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant, or (b) some act of the company has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant. On such an application, the court may make such order as it sees fit including an order to prohibit any act proposed by the company.

The ABCA contains rights that are substantially broader in that they are available to a larger class of complainants. Under the ABCA, a shareholder, former shareholder, director, former director, officer, former officer of a company or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy may apply to a court for an order to rectify the matters complained of where, in respect of a company or any of its affiliates, any act or omission of the company or its affiliates effects a result, or the business or affairs of the company or its affiliates are or have been exercised in a manner, or the powers of the directors of the company or any of its affiliates are or have been exercised in a manner that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer.

Shareholder Derivative Actions

Under the BCBCA, a shareholder, including a beneficial shareholder, or director of the Company may, with leave of the court, prosecute a legal proceeding in the name and on behalf of the Company to enforce a right, duty or obligation owed to the Company that could be enforced by the Company itself or to obtain damages for any breach of such a right, duty or obligation.

A broader right to bring a derivative action is contained in the ABCA, and this right extends to officers, former shareholders, former directors and former officers of a corporation or its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to court to bring a derivative action. In addition, the ABCA permits derivative actions to be commenced in the name and on behalf of a corporation or any of its subsidiaries.

Requisition of Meetings

The BCBCA provides that one or more shareholders of a company holding at least 5% of the issued voting shares of a company may give notice to the directors requiring them to call and hold a general meeting. The ABCA also provides this right.

Indemnification

The ABCA allows a company to indemnify a director or former director or officer or former officer of a company or its affiliates against all liability and expenses reasonably incurred by him or her in a proceeding to which he or she is made party by reason of being or having been a director or officer if he

or she acted honestly and in good faith with a view to the best interests of the company. Additionally, in such cases where the director or officer was substantially successful on the merits of his or her defence of the action or proceeding against him or her the ABCA requires the company to indemnify the director or officer. The BCBCA also provides these rights.

Dividends

The ABCA limits the circumstances under which a company may declare dividends only where there are reasonable grounds for believing that the company is, or would after the payment be, unable to pay its liabilities as they become due, or the realizable value of the company's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes. The BCBCA provides a similar limitation on the declaration of dividends.

Place of Meetings

The ABCA provides that meetings of shareholders may be held outside Alberta where the company's articles so provide.

Under the BCBCA, general meetings of shareholders are to be held in British Columbia or may be held at a location outside of British Columbia if:

(a) the location is provided for in the articles;

(b) the articles do not restrict the company from approving a location outside of British Columbia and the location is approved by the resolution required by the articles for that purpose, or if no resolution is specified then approved by ordinary resolution; or

(c) the location is approved in writing by the BCBCA Registrar of Companies before the meeting is held.

Directors

The ABCA provides that a distributing company must have at least three directors, at least two of whom are not officers or employees of the company or its affiliates. In addition, under the ABCA, at least 1/4 of the directors must be resident Canadians.

The BCBCA provides that a public company must have a minimum of three directors but does not impose any such residency requirements on the directors.

Shareholder's Rights of Dissent to the Continuation

Pursuant to the ABCA, a shareholder may, at or prior to the meeting at which the special resolution to approve the Continuation is proposed, give the Company a notice of dissent in person or by registered mail addressed to the Company at 1188-1095 W Pender Street, Vancouver, BC, V6E 2M6, Attention: Brett Matich. As a result of giving a notice of dissent, a shareholder may, upon passage of the special resolution approving the Continuation and receipt from the Company of a notice of its intention to act thereupon, require the Company to purchase all of his or her shares in respect of which the notice of dissent was given for their fair market value as of the day before the date on which the proposed continuation resolution is passed.

A shareholder of the Company has the right to give a notice of dissent with respect to the Continuation pursuant to section 189(2) and 191 of the ABCA. If a shareholder gives such notice of dissent, then section 191 of the ABCA applies. The essence of these provisions is that a dissenting shareholder can require the Company to purchase all of his or her shares in respect of which he or she gives notice of dissent. The price to be paid for such shares is their value as of the day before the date on which the special resolution approving the Continuation is passed. A Company may not make a payment of such kind to a dissenting shareholder if the Company is insolvent or would be rendered insolvent by the payment.

The following is a brief summary of Section 191 of the ABCA. The summary does not purport to provide comprehensive statements of the procedures to be followed by a dissenting shareholder under the ABCA. However, the ABCA requires adherence to the procedures established therein and failure to do so may result in the loss of all dissenter's rights. Accordingly, each shareholder who might desire to exercise dissenter's rights should carefully consider and comply with the provisions of those sections and consult his legal adviser.

A dissenting shareholder who is a registered shareholder is required to send a written objection to the special resolution approving the Continuation to the Company at or prior to the Meeting. A vote against the special resolution approving the Continuation or an abstention does not constitute a written objection, but a shareholder need not vote against such resolution in order to object. A shareholder is not entitled to dissent if the shareholder votes any common shares in favour of the special resolution approving the Continuation. A shareholder must dissent with respect to all common shares either held personally by him or on behalf of any one beneficial owner and which are registered in one name. Persons who are beneficial owners of common shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that ONLY A REGISTERED SHAREHOLDER IS ENTITLED TO DISSENT. A shareholder who beneficially owns common shares but is not the registered holder thereof, should contact the registered holder for assistance.

In order to dissent, a shareholder must send to the Company in the manner set forth below, a written notice of objection (the "Objection Notice") to the special resolution regarding the Continuation. On the action approved by the special resolution becoming effective, the making of an agreement between the Company and the dissenting shareholder as to the payment to be made for the dissenting shareholder's shares or the pronouncement of an order by the Court, whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of his or her shares in an amount agreed to by the Company and the shareholder or in the amount of the judgment, as the case may be, which fair value shall be determined as of the close of business on the last business day before the day on which the resolution from which the dissent was adopted. Until any one of such events occurs, the shareholder may withdraw his or her dissent or the Company may rescind the resolution and in either event, the proceedings shall be discontinued.

If the Continuation is approved, the dissenting shareholder who sent an Objection Notice, or the Company, may apply to the Court to fix the fair value of the common shares held by the dissenting shareholder and the Court shall make an order fixing the fair value of such common shares, giving judgment in that amount against the Company in favour of the dissenting shareholders and fixing the time by which the Company must pay that amount to the dissenting shareholder. If such an application is made, the Company shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer (the "Offer to Purchase") to pay to the dissenting shareholder, an amount considered by the directors of the Company to be the fair value of the subject common shares, together with a statement showing how the fair value of the subject common shares was determined. Every Offer to Purchase shall be on the same terms. At any time before the Court pronounces an order fixing the fair value of the dissenting shareholder's common shares, a dissenting shareholder may make an agreement with the Company for the purchase of his or her common shares, in the amount of the Offer to Purchase, or otherwise. The Offer to Purchase shall be sent to each dissenting shareholder within 10 days of the Company being served with a copy of the originating notice if the application is made by a dissenting shareholder or at least 10 days before the date on which the application is returnable if the application is made by the Company. Any order of the Court may also contain directions in relation to the payment to the shareholder of all or part of the sum offered by the Company for the common shares, the deposit of the share certificates representing the common shares, and other matters.

If the Company is not permitted to make a payment to a dissenting shareholder due to there being reasonable grounds for believing that the Company is or would after the payment be unable to pay its liabilities as they become due, or the realizable value of the Company's assets would thereby be less than the aggregate of its liabilities, then the Company shall, within ten days after the pronouncement of an order, or the making of an agreement between the shareholder and the Company as to the payment to be made for his or her common shares, notify each dissenting shareholder that it is unable lawfully to pay such dissenting shareholders for their shares.

Notwithstanding that a judgment has been given in favour of a dissenting shareholder by the Court, if the Company is not permitted to make a payment to a dissenting shareholder for the reasons stated in the previous paragraph, the dissenting shareholder by written notice delivered to the Company within 30 days after receiving the notice, as set forth in the previous paragraph, may withdraw his or her notice of objection in which case the Company is deemed to consent to the withdrawal and the shareholder is reinstated to his or her full rights as a shareholder, failing which he or she retains his or her status as a claimant against the Company to be paid as soon as it is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the Company but in priority to its shareholders.

The foregoing summary does not purport to provide a comprehensive statement of the procedures to be followed by a dissenting shareholder who seeks payment of the fair value of his or her common shares. Section 191 of the ABCA requires strict adherence to the procedures established therein and failure to do so may result in the loss of all dissenters' rights. Accordingly, each shareholder who might desire to exercise the dissenters' rights should carefully consider and comply with the provisions of the section and consult such shareholders' legal advisor.

The directors of the Company may elect not to proceed with the transactions contemplated in the Continuation Resolution if any notices of dissent are received.

In order to be effective, the foregoing special resolution must be approved by two-thirds of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such Proxies FOR the Continuation.

The Board reserves the right to abandon the Continuation should it deem it appropriate and in the best interests of the Company to do so.

Approval of Advance Notice Provisions

Background

Upon approval of the Continuation and the new Articles of the Company, the Board wishes to adopt advance notice provisions (the "**Advance Notice Provisions**") with immediate effect. A copy of the Advance Notice Provisions are attached to this Information Circular as Schedule "C". In order for the Advance Notice Provisions to be in effect following termination of the Meeting, the Advance Notice Provisions must be ratified, confirmed and approved by the Company's shareholders at the Meeting.

Purpose of the Advance Notice Provisions

The Company's Board is committed to: (a) facilitating an orderly and efficient annual or, where the need arises, special meeting, process; (b) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (c) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of the Advance Notice Provisions is to provide the Company's shareholders, Board and management with a clear framework for nominating directors. The Advance Notice Provisions fix a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company in order for any director nominee to be eligible for election at any annual or special meeting of the Company's shareholders.

Terms of the Advance Notice Provisions

The following information is intended as a brief description of the Advance Notice Provisions and is qualified in its entirety by the full text of the Advance Notice Provisions, a copy of which is attached to this Information Circular as Schedule "C".

The terms of the Advance Notice Provisions are summarized below:

The Advance Notice Provisions provide that advance notice to the Company must be given in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a "proposal" made in accordance with Division 7 of Part 5 of the BCBCA; or (ii) a requisition of the shareholders made in accordance with section 167 of the BCBCA.

Among other things, the Advance Notice Provisions fix a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provisions.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days or more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders, notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions.

Confirmation and Approval of Advance Notice Provisions by Shareholders

At the Meeting, the shareholders of the Company will be asked to approve a motion to include in the Articles of the Company the Advance Notice Provisions such that the Company receive adequate notice of nominations of people to be elected to serve as directors of the Company.

If the Advance Notice Provisions are approved at the Meeting, the Advance Notice Provisions will continue to be effective and in full force and effect in accordance with its terms and conditions beyond the termination of the Meeting. Thereafter, the Advance Notice Provisions will be subject to periodic review by the Board, and will be updated to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

If the Advance Notice Provisions are not approved at the Meeting, the Advance Notice Provisions will terminate and be of no further force or effect from and after the termination of the Meeting.

At the Meeting, the shareholders will be asked to approve the following by special resolution (the "**Advance Notice Provisions Resolution**"):

"BE IT RESOLVED, as a special resolution, that:

1. the Advance Notice Provisions (the "**Advance Notice Provisions**") attached as Schedule "C" to the Information Circular of the Company dated December 4, 2018 is hereby approved;

2. the text substantially as set forth in Schedule "C" to the Information Circular of the Company dated December 4, 2018 shall be included in the Articles of the Company;

3. the Board be authorized in its absolute discretion to administer the Advance Notice Provisions and amend or modify the Advance Notice Provisions in accordance with its terms and conditions to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, so as to meet industry standards;

4. the Board reserves the right to abandon the Advance Notice Provisions should they deem it appropriate and in the best interests of the Company to do so;

5. the Company be authorized to revoke this resolution and abandon or terminate the alteration of the Articles of the Company if the Board deems it appropriate and in the best interests of the Company to do so without further confirmation, ratification or approval of its shareholders; and

6. any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required which, in the opinion of such director or officer, may be necessary or appropriate in order to give effect to these resolutions."

In order to be effective, the foregoing special resolution must be approved by two-thirds of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such Proxies FOR the Advance Notice Provisions Resolution.

The Board reserves the right to abandon the Advance Notice Provisions Resolution should it deem it appropriate and in the best interests of the Company to do so.

OTHER BUSINESS

It is not known whether any other matters will come before the Meeting other than those set forth above and in the notice of meeting, but if any other matters do arise, the persons named in the proxy intend to vote on any poll, in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters ratified in the notice of meeting and other matters which may properly come before the Meeting or any adjournment.

ADDITIONAL INFORMATION

Additional information on the Company is available at www.sedar.com. Financial information is provided in the Company's financial statements and management discussion and analysis, which are available on SEDAR. The audited financial statements for the year ending December 31, 2017 together with the auditor's report will be presented at the Meeting. You may request copies of the Company's financial statements and management discussion and analysis by completing the request card included with this Information Circular, in accordance to the instructions therein.

DATED as of December 4, 2018.

ON BEHALF OF THE BOARD,

"Brett Matich"

Brett Matich
Director, Chief Executive Officer

Schedule “A”
AUDIT COMMITTEE CHARTER

MAX RESOURCE CORP.
(the "Company")

(Implemented pursuant to National Instrument 52-110 (the "Instrument"))

This Charter has been adopted by the Board in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Company. Nothing in this Charter is intended to restrict the ability of the Board or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

PART I

Purpose:

The purpose of the Committee is to manage and maintain the effectiveness of the financial aspects of the governance structure of the Company.

1.1 Definitions

In this Charter,

"Accounting principles" has the meaning ascribed to it in National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency;*

"Affiliate" means a company that is a subsidiary of another company or companies that are controlled by the same entity; "audit services" means the professional services rendered by the Company's external auditor for the audit and review of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

"Board" means the board of directors of the Company;

"Charter" means this audit committee charter;

"Company" means MAX RESOURCE CORP.;

"Committee" means the committee established by and among certain members of the Board for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;

"Control Person" means any person that holds or is one of a combination persons that holds a sufficient number of any of the securities of the Company so as to affect materially the control of the Company, or that holds more than 20% of the outstanding voting shares of the Company, except where there is evidence showing that the holder of those securities does not materially affect control of the Company;

"Executive officer" means an individual who is:

a) the chair of the Company;
b) the vice-chair of the Company;

c) the President of the Company;
d) the vice-president in charge of a principal business unit, division or function including sales, finance or production;
e) an officer of the Company or any of its subsidiary entities who performs a policy-making function in respect of the Company; or
f) any other individual who performs a policy-making function in respect of the Company;

"financially literate" has the meaning set forth in Section 1.3;

"immediate family member" means a person's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in- law, brother or sister-in-law, and anyone (other than an employee of either the person or the person's immediate family member) who shares the individual's home;

"independent" has the meaning set forth in Section 1.2;

"Instrument" means Multilateral Instrument 52-110;

"MD&A" has the meaning ascribed to it in National Instrument 51-102;

"Member" means a member of the Committee;

"National Instrument 51-102" means National Instrument 51-102 *Continuous Disclosure Obligations;*

"non-audit services" means services other than audit services;

1.2 Meaning of Independence

1. A Member is independent if the Member has no direct or indirect material relationship with the Company.
2. For the purposes of subsection 1, a material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgement.
3. Despite subsection 2 and without limitation, the following individuals are considered to have a material relationship with the Company:
   a) a Control Person of the Company;
   b) an Affiliate of the Company; and
   c) an employee of the Company.

1.3 Meaning of Financial Literacy -- For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

PART 2

2.1 Audit Committee — The Board has hereby established the Committee for, among other purposes, compliance with the requirements of the Instrument.

2.2 Relationship with External Auditors — The Company will henceforth require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.

2.3 Committee Responsibilities

1. The Committee shall be responsible for making the following recommendations to the Board:

   a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
   b) the compensation of the external auditor.

2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:

   a) reviewing the audit plan with management and the external auditor;
   b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
   c) reviewing audit progress, findings, recommendations, responses and follow up actions;
   d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
   e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtain an explanation from management of all significant variances between comparative reporting periods;
   f) reviewing the evaluation of internal controls by the external auditor, together with management's response;
   g) reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable; and
   h) annual approval of audit mandate.

3. The Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the issuer's external auditor.

4. The Committee shall review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.

5. The Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and shall periodically assess the adequacy of those procedures.

6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Policy 31, and the planned steps for an orderly transition.

7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Policy 31, on a routine basis, whether or not there is to be a change of auditor.

8. The Committee shall, as applicable, establish procedures for:

   a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
   b) the confidential, anonymous submission by employees of the issuer of concerns regarding

questionable accounting or auditing matters.

9. As applicable, the Committee shall establish, periodically review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer, as applicable.

10. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

2.4 De Minimis Non-Audit Services

1. The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:

   a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the fiscal year in which the services are provided;
   b) the Company or the subsidiary of the Company, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
   c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

2.5 Delegation of Pre-Approval Function

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).

2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 1 must be presented to the Committee at its first scheduled meeting following such pre-approval.

PART 3

3.1 Composition

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the issuer.
3. The majority of Members shall be independent.
4. Every audit committee member shall be financially literate.

PART 4

4.1 Authority

1. Until the replacement of this Charter, the Committee shall have the authority to:

   a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
   b) to set and pay the compensation for any advisors employed by the Committee,
   c) to communicate directly with the internal and external auditors; and

d) recommend the amendment or approval of audited and interim financial statements to the Board.

PART 5

5.1 Disclosure in Information Circular -- If management of the Company solicits proxies from the security holders of the Company for the purpose of electing directors to the Board, the Company shall include in its management information circular the disclosure required by Form 52-11 0F2 *(Disclosure by Venture Issuers).*

PART 6

6.1 Meetings

1. The Committee shall meet at such times during each year as it deems appropriate.
2. Opportunities shall be afforded periodically to the external auditor, the internal auditor and to members of senior management to meet separately with the Members.
3. Minutes shall be kept of all meetings of the Committee.

SCHEDULE "B"
CONTINUANCE RESOLUTION

To be passed by the Shareholders

of Max Resource Corp. (the "Company")
Continuation Under Section 189 of the
***Business Corporations Act* (Alberta) ("ABCA")**

WHEREAS the Company proposes to transfer out of the Province of Alberta under the jurisdiction of the *Business Corporations Act* (Alberta) and continue into the Province of British Columbia (the "**Continuation**") under the jurisdiction of the *Business Corporations Act* (British Columbia) (the "**BCBCA**");

AND WHEREAS it is in the best interests of the Company to continue into the Province of British Columbia pursuant to the BCBCA;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Company be authorized to undertake and complete the Continuation and any one director or officer of the Company be authorized to determine the form of documents required in respect thereof, including any supplements or amendments thereto and including, without limitation, the documents referred to below;

2. The Continuation of the Company's jurisdiction of incorporation from Alberta to British Columbia, pursuant to Section 189 of ABCA and Section 302 of the BCBCA, be approved;

3. The Company's application pursuant to Section 189 of the ABCA for authorization to be continued into and domesticated as a "company" in the Province of British Columbia pursuant to the BCBCA be approved and ratified;

4. The Company make application to the appropriate authorities in the Province of British Columbia for consent to be domesticated into and registered as a "company" pursuant to the BCBCA;

5. Effective upon the issuance of a Certificate of Continuance by the Registrar, the Notice of Articles and Articles in the form to be presented at the Meeting, which Notice of Articles and Articles will, among other things, provide for an unlimited number of common shares and an unlimited number of preferred shares;

6. Effective on the date of such Continuation as a corporation under the BCBCA, the Company adopt a Notice of Articles and Articles on substantially the terms set out in the draft Notice of Articles and Articles made available for review by the Company's shareholders as set out in the Information Circular of the Company dated December 4, 2018, in substitution for the existing Articles of Incorporation of the Company;

7. Notwithstanding the passage of this special resolution by the shareholders of the Company, the Board, without further notice to or approval of the shareholders of the Company, may, in their sole discretion, decide not to proceed with the Continuation or otherwise give effect to this special resolution, at any time prior to the Continuation becoming effective; and

8. Any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution.

SCHEDULE "C"
ADVANCE NOTICE POLICY

Max Resource Corp. (the "Company")

Advance Notice Policy for Nomination of Directors.

(1) Subject only to the *Business Corporations Act* (British Columbia) and the Company's Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board of directors at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors as set forth in the Company's notice of such special meeting, may be made (i) by or at the direction of the board of directors, including pursuant to a notice of meeting, (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia), or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or, (iii) by any shareholder of the Company (a "**Nominating Shareholder**") (x) who, at the close of business on the date of the giving of the notice provided for below in this Policy and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting, and (y) who complies with the notice procedures set forth in this Policy.

(a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the secretary at the principal executive offices of the Company in accordance with this Policy.

(b) To be timely, a Nominating Shareholder's notice must be received by the secretary of the Company (i) in the case of an annual meeting, not less than 30 days or more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Meeting Notice Date**"), the Nominating Shareholder's notice must be so received not later than the close of business on the 10th day following the Meeting Notice Date; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which public announcement of the date of the special meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting or special meeting commence a new time period for the giving of a Nominating Shareholder's notice as described in this Policy.

(c) To be in proper written form, a Nominating Shareholder's notice must set forth: (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares of the Company that are owned beneficially or of record by the person and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* (British Columbia) and Applicable Securities Laws; and (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors

pursuant to the *Business Corporations Act* (British Columbia) and Applicable Securities Laws. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee. The Nominating Shareholder's notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

(d) No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth in this Policy; provided, however, that nothing in this Policy shall be deemed to preclude a shareholder from discussing (as distinct from nominating directors) at a meeting of shareholders any matter in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act* (British Columbia). The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(e) For purposes of this Policy, (i) "**public announcement**" shall mean disclosure in a press release disseminated by a nationally recognized news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (ii) "**Applicable Securities Laws**" means the applicable securities legislation in each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

(f) Notice given to the secretary of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address aforesaid) or sent by facsimile transmission (provided the receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been on the subsequent day that is a business day.

(g) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Policy.