

AIM EXPLORATIONS LTD.

Suite 1000, 490 Granville Street
Vancouver, BC, V6C 1T2

Tel: 604-602-0001

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

To be held on **November 27, 2017**

and

MANAGEMENT INFORMATION CIRCULAR

as at **October 23, 2017**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Aim Explorations Ltd.** (the “**Company**”) will be held at the #451, 409 Granville Street, Vancouver, BC V6C 1H2, on **Monday, November 27, 2017** at **11:00 a.m.** (local time) to transact the usual business of an Annual General Meeting and for the following purposes:

1. To receive the report of the directors.
2. To receive and consider the audited consolidated financial statements of the Company for the fiscal year ended March 31, 2017, including the accompanying notes and the auditor’s report, and the annual Management Discussion and Analysis.
3. To appoint an auditor for the Company to hold office until the close of the next Annual General Meeting and to authorize the directors to fix the remuneration to be paid to the auditor of the Company.
4. To determine the number of directors at four (4).
5. To elect directors to hold office until the close of the next Annual General Meeting.
6. To consider, and if thought fit, to approve, with or without amendment, an ordinary resolution approving the renewal of the Company’s Stock Option Plan (the “**Plan**”) whereunder the Company will allocate and reserve up to 10% of its issued common shares from time to time for the purpose of granting options under the Plan.
7. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting will be available for inspection at the registered and records office of the Company at 1000-409 Granville Street, Vancouver, B.C. V6C 1T2, during normal business hours up to **November 27, 2017** being the date of the Meeting.

The directors of the Company fixed the close of business on **October 23, 2017** as the record date for determining holders of common shares who are entitled to vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed Form of Proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location in accordance with the instructions set out in the Form of Proxy and Information Circular accompanying this Notice.

Please advise the Company of any change in your address.

DATED at Vancouver, B.C. this 23rd day of October, 2017.

BY ORDER OF THE BOARD

AIM EXPLORATIONS LTD.

/s/Geoff Balderson

Geoff Balderson, President and CEO

MANAGEMENT INFORMATION CIRCULAR

As at October 23, 2017
unless otherwise noted

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Aim Explorations Ltd. (the "Company"), at the time and place and for the purposes set forth in the Notice of Meeting.

Note: The term "shareholder" as defined in the *Business Corporations Act* S.B.C. 2002, c.57 (the "Act"), except in section 385, means a person whose name is entered in a securities register of a company as a registered owner of a share of the company or, until such an entry is made for the company:

- (a) in the case of a company incorporated before the coming into force of the Act, a subscriber, or
- (b) in the case of a company incorporated under the Act, an incorporator.

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers or employees of the Company at nominal cost. The cost of this solicitation will be borne by the Company.

APPOINTMENT OF PROXYHOLDER AND REVOCATION OF PROXIES

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the proxyholder for the shareholder (the "**Registered Shareholder**").

The persons named in the accompanying Form of Proxy are nominees of the Company's management. **A Registered Shareholder desiring to appoint some other person (who need not be a shareholder) to represent him at the meeting may do so either by:**

- (a) STRIKING OUT THE PRINTED NAMES AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY; OR
- (b) BY COMPLETING ANOTHER PROPER FORM OF PROXY.

In such event, the shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification to the meeting.

Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc., by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand to the 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) using the internet through the website of the Company's transfer agent at. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the meeting. The Chair of the Meeting may waive the proxy cut-off without notice.

A shareholder who has given a proxy may revoke it by an instrument in writing delivered to the office of Computershare Trust Company, Corporate Trust Department, at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, or to the Chairman of the meeting or any adjournment thereof, or in any other manner provided by law.

VOTING OF PROXIES

If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted on any poll and where a choice with respect to any matter to be acted upon has been specified in the proxy, the shares will be voted on any poll in accordance with the specifications so made. IF A CHOICE IS NOT SO SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY MANAGEMENT IN THE ACCOMPANYING FORM OF PROXY WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED ON THE FORM OF PROXY AND FOR THE NOMINEES OF MANAGEMENT FOR DIRECTORS AND AUDITOR.

The form of proxy accompanying this Information Circular confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters which may properly come before the meeting. As of the date of this Information Circular, the management of the Company knows of no such amendment or variation or matters to come before the meeting other than those referred to in the accompanying Notice of Meeting.

NON-REGISTERED HOLDERS

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the Shares they own are not registered in their own names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a Registered Shareholder in respect of Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees of administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)), of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBOs”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “OBOs”.

In accordance with the requirements of National Policy 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer*, of the Canadian Securities Administrators, the Company has elected to send the notice of meeting, this information circular and proxy (collectively 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 each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a “VIF”). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. A Non-Registered Holder who receives a VIF cannot use the voting instruction form to vote shares directly at the Meeting. In order for a non-registered shareholder to vote his or her shares at the Meeting, the non-registered shareholder must write his or her name in the space provided on the VIF or using the internet and otherwise follow the instructions on the VIF. Alternatively, the non-registered shareholder can appoint another person (who does not have to be a shareholder) as his or her proxy Holder to vote his or her shares at the Meeting by writing the name of such person in the space provided on the voting instruction form or internet and otherwise follow the instructions on the voting instruction form. Your proxy appointment must be received prior to the proxy cut off date.

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

Other than as disclosed elsewhere herein, none of the following persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors:

- (a) any director or executive officer of the Company at any time since the commencement of the Company's last completed financial year;
- (b) any proposed nominee for election as a director of the Company; and
- (c) any associate or affiliate of any of the foregoing persons.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "Common Shares"), of which 7,928,000 Common Shares are issued and outstanding as at October 23, 2017.

Only the holders of Common Shares are entitled to vote at the Meeting and the holders of Common Shares are entitled to one vote for each Common Share held. The directors of the Company fixed **October 23, 2017** as the record date for the determination of the shareholders entitled to vote at the Annual General Meeting.

To the knowledge of the directors and executive officers of the Company, no persons or companies beneficially owned, directly or indirectly, or exercised control over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, other than as follows:

Name	Number of Common Shares Beneficially Owned	Percentage of Issued Share Capital
CDS & Co. ⁽¹⁾	1,000,000	12.61%

(1) The Company is not aware of the beneficial holders of the shares so registered.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required unless the motion requires a special resolution, in which case a majority of not less than 66⅔% of the votes cast will be required. In the event that a matter to be voted upon at the Meeting requires disinterested shareholder approval, those shares will be excluded from the count of votes cast on such matter.

**FINANCIAL STATEMENTS, DIRECTORS REPORT, MANAGEMENT'S DISCUSSION
AND ANALYSIS & ADDITIONAL INFORMATION**

The Company's financial statements including Management Discussion and Analysis ("**MD&A**") of the Company for the year ended March 31, 2017 (the "**Financial Statements**"), including the accompanying notes and the auditor's report, will be presented to the shareholders at the Meeting. A copy of the Financial Statements and MD&A have also been mailed out to those shareholders who returned the Company's Financial Statement Request Form provided with the Company's 2014 annual general meeting material, in accordance with National Instrument 51-102 "Continuous Disclosure Obligations".

Additional information relating to the Company may be found on SEDAR at www.sedar.com. A securityholder may contact the Company to request copies of the Company's financial statements and Management's Discussion and Analysis ("**MD&A**"). Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year.

APPOINTMENT AND REMUNERATION OF AUDITOR

The management of the Company will recommend to the Meeting to appoint Charlton & Company, Chartered Accountants, of Vancouver, British Columbia, as auditor of the Company to hold office until the close of the next Annual General Meeting of shareholders. It is proposed that the remuneration to be paid to the auditor be fixed by the directors.

Charlton & Company was first appointed auditor of the Company on March 31,2012.

DETERMINATION OF NUMBER OF DIRECTORS

The directors are elected at each annual general meeting to hold office until the next annual general meeting or until their successors are duly elected or appointed, unless such office is earlier vacated in accordance with the Articles of the Company or a director becomes disqualified to act as a director. The authority to determine the number of directors of the Company rests with the shareholders.

The Articles of the Company provide that the number of directors, excluding additional directors, may be fixed or changed from time to time by ordinary resolution whether previous notice thereof has been given or not. Management proposes to determine the number of directors comprising the Board of Directors at four (4) and the approval of the shareholders is therefore being sought in this regard.

ELECTION OF DIRECTORS

The Board of Directors presently consists of four directors and it is intended to elect Four directors for the ensuing year. The term of office of each of the present directors expires at the Meeting.

The persons named in the following table are proposed by management for election as directors of the Company. Each director elected will hold office until the next Annual General Meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or he becomes disqualified to act as a director. In the absence of instructions to the contrary, the enclosed Proxy will be voted for the nominees listed herein.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. THE COMPANY HAS NOT RECEIVED NOTICE OF, AND MANAGEMENT IS NOT AWARE OF ANY PROPOSED NOMINEE IN ADDITION TO, THE NAMED NOMINEES. Miscellaneous

The following information concerning the respective nominees has been furnished by each of them:

Name, Province/State and Country of Residence	Principal Occupation or Employment and, if not elected a director by a vote of security holders, occupation during the past five years	First and Present Position with the Company ⁽¹⁾	Approx. no. of voting securities beneficially owned, or controlled or directed, directly or indirectly or over which direction or control is exercised ⁽²⁾
Geoff Balderson ⁽³⁾ BC, Canada	President of Harmony Corporate Services (February 2015 to present).	President, CEO, CFO and Secretary; director since April 18, 2011.	275,000
R. David Toyoda ⁽³⁾ BC, Canada	Associate Counsel - Boughton Law Corporation (January 2006 – Present).	Director since April 18, 2011.	25,000
Bruno Maruzzo ⁽³⁾ ON, Canada	President – TechnoVenture Inc. (May 2007 – Present).	Director since April 18, 2011.	100,000
Justin Rasekh BC, Canada	Founder, Rasekh Financial Inc. since September 2007.	Director since April 19, 2017	0

- (1) For the purposes of disclosing positions held in the Company, “Company” shall include the Company and/or a parent or subsidiary thereof.
- (2) Securities beneficially owned by directors are based on information furnished to the Company by the nominees.
- (3) Member of Audit Committee.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the directors of the Company, no proposed director of the Company is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any company that, while the person was acting in that capacity:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, other than:
 - (i) David Toyoda who was a director of CIC Mining Resources Limited when it was subject to a cease trade order issued by the British Columbia Securities Commission on January 19, 2007 and the Ontario Securities Commission on January 25, 2007 for failure to file financial statements in the required form. The British Columbia Securities Commission order was revoked on March 29, 2007 and the Ontario Securities Commission order was revoked on April 11, 2007. He was a former director of CIC Mining Resources Limited when it was subject to a management cease trade order issued by the British Columbia Securities Commission on June 2, 2008 for failure to file financial statements within the required time periods. This order was revoked in September 2008;
 - (ii) Mr. Balderson was previously President and Chief Executive Officer of Argentum Silver Corp. (“**Argentum**”). On November 2, 2015, at the request of Argentum, the British Columbia Securities Commission issued a Cease Trade Order against insiders of Argentum for failure to file annual audited financial statements and management’s discussion and analysis for the year ended June 30, 2015. The revocation of the Cease Trade Order was issued on December 16, 2015. On November 6, 2016 the British Columbia Securities Commission and the Ontario Securities Commission issued a Cease Trade Order for fail to file annual audited financial statements, Management Discussion and Analysis and certificate of the annual filings for the year ended June 30, 2016. The revocation of the Cease Trade Order was issued on December 5, 2016; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, other than Bruno Maruzzo who a director of World Wise Technologies from February 1992 to December 2002 and World Wise Technologies was ceased traded for failure to file financial in Feb 2003 due to lack of funds. World Wise Technologies was eventually delisted in June 2009, but the company is still active and trading on the Pink Sheets under the name W2 Energy, symbol “WTWO”.

Individual Bankruptcies

None of the directors of the Company has, within the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangements, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular:

“**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;

“**closing market price**” means the price at which the company’s security was last sold, on the applicable date,

- (a) in the security’s principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security’s principal marketplace;

“company” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“equity incentive plan” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Canadian Institute of Chartered Accountants Handbook;

“grant date” means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;

“incentive plan” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“incentive plan award” means compensation awarded, earned, paid, or payable under an incentive plan;

“NEO” or “named executive officer” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, 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 whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6), for that financial year; and
- (d) each individual who would be an 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 that financial year;

“non-equity incentive plan” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“plan” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“repricing” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

“share-based award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

Compensation Discussion and Analysis

During the year ended March 31, 2014 the Company was a capital pool company (“**CPC**”) under the policies of the Exchange and as a CPC the Company was not permitted to pay salaries, consulting fees, management contract fees or directors’ fees. While the Company was a CPC, the only compensation that the Company was permitted to offer its directors and executive officers was incentive stock options. While a CPC, the Company did not have a formal compensation policy. The main objectives the Company hoped to achieve through its compensation were:

- to attract and retain executives critical to the Company’s success, who would be key in helping the Company achieve its corporate objectives and increase shareholder value, which while a CPC meant obtaining and completing a “Qualifying Transaction”.
- to recognize the contribution of the Company’s executive officers and directors to the overall success and strategic growth of the Company.

The board of directors determines the allocation and terms of any stock option grants. When granting stock options, the board of directors considers the amount of past options which have been granted.

Share-Based and Option-Based Awards

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to senior executives taking into account a number of factors, including the amount and term of options previously granted and base salaries and competitive factors.

The Company's Stock Option Plan is intended to emphasize management's commitment to the growth of the Company and the enhancement of shareholders' equity through, for example, improvements in its resource base and share price increments. See the section regarding the ratification of the Company's "Stock Option Plan" for a description of the Company's stock option plan and the process the Company uses to grant option based awards.

Executive Compensation

At March 31, 2017, the Company had one NEO (for the purposes of applicable securities legislation), namely:

- (a) Geoff Balderson, the President, Chief Executive Officer and Chief Financial Officer.

The compensation for the NEO, directly or indirectly, for the Company's most recently-completed financial year is as follows:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ¹	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Geoff Balderson CEO and CFO	2017	0	N/A	0	N/A	N/A	N/A	0	0
	2016	0	N/A	0	N/A	N/A	N/A	0	0
	2015	0	N/A	0	N/A	N/A	N/A	0	0

1 The amount represents the fair value, on the date of grant, of awards made under the Company's Stock Option Plan.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

There were no share-based awards or option-based awards outstanding as at March 31, 2017 for the NEO.

Incentive Plan Awards – value vested or earned during the year

There were no option-based awards or share-based awards which vested or were earned during the most recently completed financial year for the NEO.

Pension plan benefits

The Company has no pension plans for its directors, officers or employees.

Termination and Change of Control Benefits

There were no employment contracts between the Company nor any of its subsidiaries and a NEO during the fiscal year ended March 31, 2017 which provided for termination or change of control benefits. There was no compensatory plan or arrangement, including payments to be received from the Company or any of its subsidiaries, with respect to the NEOs except as disclosed under "Management Contracts".

Director Compensation

During the Financial Period, no compensation was paid to the directors of the Company for their services in their capacity as directors, including any amounts payable for committee participation or special assignments pursuant to any standard or other arrangements, except as set forth below and as otherwise herein disclosed.

Director Compensation Table

The compensation provided to the directors who are not NEOs, for the Company's most recently completed financial year of March 31, 2017 is:

Name	Fees earned (\$)¹	Share-based Awards (\$)	Option-based awards (\$)²	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation³ (\$)	Total (\$)
R. David Toyoda	0	N/A	0	N/A	N/A	0	0
Bruno Maruzzo	0	N/A	0	N/A	N/A	0	0

¹ Includes all fees awarded, earned, paid or payable in cash for services as a director, including annual retainer fees, committee, chair and meeting fees.

² The amount represents the fair value, on the date of grant, of awards made under the Company's Stock Option Plan.

³ Includes all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly.

Outstanding Share-Based Awards and Option-Based Awards

There were no outstanding share-based awards or option-based awards outstanding as at March 31, 2017.

Incentive Plan Awards – value vested or earned during the year

There were no option-based awards or share-based awards which vested or were earned during the most recently completed financial year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the Incentive Stock Option Plan, as described below under the heading "Stock Option Plan", which was approved by the Company's shareholders at the Annual General Meeting held December 23, 2014. The following table sets out equity compensation plan information as at the end of the financial year ended March 31, 2017.

Equity Compensation Plan Information

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	0	N/A	792,800
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	0		792,800

INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, former executive officers, directors and employees of the Company or any of its subsidiaries, proposed nominees for election or associates of such persons is or has been indebted to the Company (other than routine indebtedness) in excess of \$50,000 at any time for any reason whatsoever, including the purchase of securities of the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the commencement of the Company's last completed financial year, other than as disclosed elsewhere herein, no informed person of the Company, any proposed director of the Company or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Company. The term "informed person" as defined in National Instrument 51-102, Continuous Disclosure Obligations, means

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

MANAGEMENT CONTRACTS

There are no management functions of the Company or any of its subsidiaries which are to any substantial degree performed by a person other than a director or executive officer of the Company or any of its subsidiaries.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Stock Option Plan

In accordance with policy 4.4 of the TSX Venture Exchange (the "**Exchange**"), "rolling plans" must receive shareholder approval yearly. As such, the directors of the Company are seeking shareholder approval of the Company's 2017 "rolling" stock option plan (the "**Plan**") reserving a maximum of 10% of the issued common shares at the time of completion of the Company's initial public offering, for as long as the Company has not completed its Qualifying Transaction (within the meaning of Exchange Policy 2.4). From and after the date of the completion of the Company's Qualifying Transaction, the aggregate number of common shares issuable under the Plan and previously granted options must not exceed 10% of the number of common shares issued and outstanding on the date the option is granted.

The purpose of the Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company and reduce the cash compensation the Company would otherwise have to pay.

The Plan complies with the current policies of the Exchange for Tier 2 issuers. Under the Plan, a maximum of 10% of the issued and outstanding shares of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares of the Company, the Plan is considered to be a "rolling" stock option plan.

Management is seeking shareholder approval for the Plan and the approval of the number of shares reserved for issuance under the Plan in accordance with and subject to the rules and policies of the Exchange.

Terms of the Plan

A full copy of the Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Plan from the Company prior to the Meeting on written request.

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

Number of Shares Reserved. The aggregate number of shares issuable under the Plan must not exceed 10% of the issued shares at the time of the completion of the Company's initial public offering, for as long as the Company has not completed its Qualifying Transaction (within the meaning of Exchange Policy 2.4). From and after the date of the completion of the Company's Qualifying Transaction, the aggregate number of common shares issuable under the Plan must not exceed 10% of the number of common shares issued and outstanding on the date the option is granted, less any common shares reserved for issuance under stock options previously granted under share compensation arrangements other than the Plan.

Annual Shareholder Approval. The Company shall submit the Plan for approval and ratification by the shareholders of the Company at each annual general meeting of the Company.

Administration. The Plan is to be administered by the Board of Directors of the Company or, if the Board so elects, by a committee to which such authority is delegated by the Board from time to time.

Different Exercise Periods, Prices and Number. The Board may, in its absolute discretion, at the time of granting of options under this Plan, specify different exercise prices, numbers of common shares, expiry dates and vesting periods respecting such options without regard to terms of any other Options granted hereunder either previously or concurrently.

Expiry Date. Each Option granted under the Plan will be for a term not exceeding five years from the date of grant.

Limitations on Number of Options Granted to Individual Optionees. The number of common shares reserved for issuance to any one optionee pursuant to options granted to such optionee during any 12-month period shall not exceed 5% of the issued and outstanding shares, calculated at the date such options are granted. The number of shares reserved for issuance to insiders pursuant to options granted to such insiders during any 12-month period shall not exceed 10% of the issued and outstanding shares. The number of shares reserved for issuance to employees and consultants who are engaged or employed in investor relations activities during any 12-month period shall not exceed in the aggregate 2% of the issued and outstanding shares, calculated at the date such options are granted.

Assignment. No options granted under the Plan will be assignable or transferable.

Termination or Cessation Prior to Expiry. Generally, stock options must expire and terminate on a date stipulated by the Board at the time of grant and, in any event, must terminate within a reasonable time following the date on which the option holder ceases to be an employee, officer, director or consultant. If an option holder dies, the stock options of the deceased option holder will be exercisable by his or her legal representatives for a period not exceeding 12 months or the balance of the term of the stock options, whichever is shorter.

Payment. Subject to any vesting requirements described in each individual option agreement, options may be exercised in whole or in part at any time prior to their expiry or termination. The aggregate exercise price of any options shall be paid for in full concurrently with the delivery of the notice of exercise by certified cheque or bank draft.

Termination of Plan. This Plan shall only terminate when all of the stock options have been granted or when the Plan is otherwise terminated by a resolution of the Board or the Company's shareholders.

In order to be passed, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolution. **Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR such resolution:**

"BE IT RESOLVED as an ordinary resolution that:

1. The Company adopt a stock option plan (the "**Plan**") including the reservation for issuance under the Plan at any time of a maximum of 10% of the Company's issued and outstanding shares;

2. The Company be and is hereby authorized to grant stock options under the Plan, in accordance with its terms;
3. The Company be and is hereby authorized to prepare such disclosure documents and make such submissions and filings as the Company may be required to make in accordance with the Policies of the TSX Venture Exchange (the “**TSX-V**”) and to obtain TSX-V acceptance of the Plan; and
4. Authority be and is hereby granted to the Company’s Board of Directors to make such amendments to the Plan as may be required by the TSX-V to obtain TSX-V acceptance of the Plan.

It is not known that any other matters will come before the meeting other than as set forth above and in the Notice of Meeting accompanying this Information Circular, but if such should occur the persons named in the accompanying Form of Proxy intend to vote on them in accordance with their best judgement, exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the meeting or any adjournment thereof.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

In accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices*, (“**NI 58-101**”) the Company is required to disclose, on an annual basis, its approach to corporate governance. The Company’s corporate governance practices comply with the applicable guidelines and a description is set out in Schedule B to this Information Circular, in the format suggested by NI 58-101F2 *Corporate Governance Disclosure*.

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee (the “**Committee**”) and its relationship with its independent auditor. This information with respect to the Company is provided in Schedule A.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. Financial information concerning the Company is provided in the Company’s comparative financial statements and Management’s Discussion and Analysis for the financial year ended March 31, 2017. Shareholders wishing to obtain a copy of the Company’s financial statements and Management’s Discussion and Analysis may contact the Company as follows:

AIM EXPLORATIONS LTD.
#1000, 409 Granville Street
Vancouver, BC Canada V6C 1T2

BOARD APPROVAL

The contents of this Information Circular, including the schedules thereto, and the sending thereof to shareholders entitled to receive notice of the Meeting, to each director, to the auditors of the Company and to the appropriate governmental agencies, have been approved in substance by the directors of the Company pursuant to resolutions passed as of October 23, 2017.

CERTIFICATE

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

BY ORDER OF THE BOARD
AIM EXPLORATIONS LTD.

/s/Geoff Balderson
Geoff Balderson, President and CEO

**Schedule "A" to the Information Circular of
Aim Explorations Ltd. (the "Company")**

**AIM EXPLORATIONS LTD.
AUDIT COMMITTEE INFORMATION**

Pursuant to NI 52-110, the Company is required to include the following summary of the audit committee responsibilities, composition and authority. The Company's Audit Committee is governed by an audit committee charter, the text of which follows:

Mandate: The primary function of the audit committee (the "**Committee**") is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements, review and appraise the performance of the Company's external auditor; and provide an open avenue of communication among the Company's auditor, financial and senior management and the Board.

Composition: The Committee shall be comprised of a minimum three directors as determined by the Board. If the Company ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" then all members of the Committee shall also have accounting or related financial management expertise. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings: The Committee shall meet a least once annually, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor.

Responsibilities and Duties: To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review: review and update the Audit Committee Charter annually and review the Company's financial statements, management discussion and analysis and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor.

2. External Auditor:

- (a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;

- (b) obtain annually, a formal written statement of external auditor setting forth all relationships between the external auditor and the Company and review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;
- (c) take, or recommend that the Board take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) recommend to the Board the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval and to recommend to the Board the compensation to be paid to the external auditor;
- (e) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (f) 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 Company;
- (g) review with management and the external auditor the audit plan for the year-end financial statements and review and preapprove all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Processes:

- (a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditor' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;

- (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
- (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other - review any related-party transactions, engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay compensation for any independent counsel and other advisors employed by the Committee.

Composition of the Audit Committee: The Company's audit committee is comprised of three directors, Geoff Balderson, David Toyoda and Bruno Maruzzo. As defined in NI 52-110, Geoff Balderson is not independent as he is the Company's President, CEO and CFO and David Toyoda and Bruno Maruzzo are independent directors according to the policy. All of the audit committee members are "financially literate" as that term is defined in NI 52-110.

Geoff Balderson is the President of Harmony Corporate Services Ltd. since March, 2015; President of Flow Capital Corp. since January, 2009; President CFO and director of Goldeneye Resources Corp. since March, 2011; President, CEO, CFO and director of Aim Explorations Ltd. since April 2011; President, CEO and director of Nomad Ventures Inc. since August, 2016; CFO of Electra Stone Ltd. since January 2017; CFO and director of Deeprock Minerals Inc. since March 2017; CFO of EastWest Science Ltd. since March 2017; CFO of GoGreen Capital Corp. since March 2017; President, CEO and director of Patriot One Technologies Inc. from April, 2016 to Nov, 2016; President and CEO of Argentum Silver Corp. from August, 2014 to May, 2017; President and CEO of Sunvest Minerals Corp. from January, 2008 to March, 2015.

David Toyoda is a lawyer in the law firm of Boughton Law Corporation focusing on securities law. Mr. Toyoda completed his commerce degree with honours and law degree at the University of British Columbia in 1992, and was called to the British Columbia bar in 1993. Mr. Toyoda also co-ordinates and teaches corporate governance courses for Simon Fraser University and the Exchange and is a director of Zecotek Photonics Inc., Lite Access Technologies Inc., Aurora Solar Technologies inc and Paloma Resources Inc.

Bruno Maruzzo has worked with a variety of public and private technology companies in both the computer and life science sectors, where he held positions in a range of areas including business development, corporate development, investor relations, engineering management and general management. He has a Masters degree in Applied Science and a Master of Business Administration.

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

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

Pre-approval Policies and Procedures: The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services to the extent set forth in the Company's Audit Committee Charter (see under the heading "External Auditor").

External Auditor Service Fees: In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

External Auditor's Fees: Set forth below are details of certain service fees paid to the Company's external auditor in each of the last two fiscal years:

Financial Year End	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
March 31, 2017	\$5,000	\$100	\$255	N/A
March 31, 2016	\$5,000	\$100	\$255	N/A

The Company is a venture issuer and as such, is relying on section 6.1 of NI 52-110 which provides that a venture issuer is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

**Schedule "B" to the Information Circular of
Aim Explorations Ltd. (the "Company")**

CORPORATE GOVERNANCE DISCLOSURE

Corporate Governance is the process and structure used to direct and manage the business and affairs of an issuer with the objective of enhancing value for its owners. NI 58-101 requires the Company to disclose in this Information Circular a summary of the corporate governance policies that the Company has in place.

Board of Directors

Geoff Balderson is not an independent director as he is President, CEO and CFO of the Company. Justin Rasekh, David Toyoda and Bruno Maruzzo are independent directors.

Directorships

Certain of the directors of the Company are also directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Names of Other Reporting Issuers	
Geoff Balderson	Argentum Silver Corp. Goldeneye Resources Corp. Canadian International Minerals Inc. Electra Stone Ltd.	DeepRock Minerals Inc. EastWest Science Ltd. GoGreen Capital Corp. Bankers Cobalt Corp.
David Toyoda	Zecotek Photonics Inc. Lite Access Technologies Inc.	Aurora Solar Technologies Inc. Paloma Resources Inc.
Bruno Maruzzo	Sintana Energy Inc. Hamilton Thorne Ltd.	Critical Outcome Technologies Inc.

Orientation and Continuing Education

While the Company does not have formal orientation or training programs for new board members, new board members are provided with full access to the Company's records, including all publicly filed documents of the Company, technical reports, internal financial information, management & technical experts and consultants and a summary of significant securities disclosure obligations. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars.

Ethical Business Conduct

Corporate governance is the structure and process used to direct and manage the business and affairs of a corporation with the objective of enhancing shareholder value. The Board believes that the Company has in place corporate governance practices that are both effective and appropriate to the Company's size and its business operations.

Nomination of Directors

The Board has the responsibility for identifying potential Board candidates. The Board assesses potential candidates to fill perceived needs on the Board for required skill, expertise, independence and other factors.

Compensation

Compensation is determined by the Board and is based on the compensation paid for directors and senior officers of companies of a similar size and stage of development. The appropriate compensation reflects the need to provide incentive and compensation for the time and effort expended by the Board and the Company's management while taking into account the financial and other resources of the Company.

Other Board Committees

The Company has no other Board Committees, other than the Audit Committee.

Assessments

The Board conducts informal annual assessments of the Board's effectiveness, its individual directors and its committees.