

GEM INTERNATIONAL RESOURCES INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

MANAGEMENT INFORMATION CIRCULAR

MAY 29, 2018

10:30 AM PACIFIC TIME

Farris, Vaughan, Wills & Murphy LLP

25th Floor, 700 W Georgia St

Vancouver, BC V7Y 1B3

APRIL 24, 2018

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GEM INTERNATIONAL RESOURCES INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of shareholders of Gem International Resources Inc. (“**Gem International**” or the “**Corporation**”) will be held at 2500-700 West Georgia Street, Vancouver, BC on the 29th day of May 2018, at the hour of 10:30 AM (Pacific time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended September 30, 2017, together with the report of the auditors thereon;
2. To consider, and if thought advisable, to approve a share consolidation of the Company's common shares on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares, as more particularly described in the Management Information Circular;
3. to consider, and if thought advisable, to approve an ordinary resolution approving a new 10% rolling incentive Stock Option Plan, as more particularly described in the Management Information Circular; and
4. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

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

DATED at Toronto, Ontario this 24th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “John W. Barr”

Interim Chief Executive Officer

GEM INTERNATIONAL RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at April 24, 2018 unless indicated otherwise)

SOLICITATION OF PROXIES

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Gem International Resources Inc. (“**Gem International**” or the “**Corporation**”) for use at the Special Meeting of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation and any adjournment thereof to be held at 2500-700 West Georgia Street, Vancouver, BC on the 29th day of May 2018, at the hour of 10:30 AM (Pacific time) (the “**Meeting**”). The enclosed proxy is being solicited by the management of the Corporation. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally, by facsimile or by telephone by the regular employees of the Corporation at nominal cost. All costs of solicitation by management will be borne by the Corporation. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from Shareholders.

The contents and the sending of this Circular have been approved by the directors of the Corporation. All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars. All references to the Corporation shall include its subsidiaries as the context may require.

APPOINTMENT OF PROXYHOLDER

The individuals named as proxyholders in the accompanying form of proxy are directors and/or officers of the Corporation. **A REGISTERED SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND SIGNING AND DATING THE PROXY, OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of proxy is received by AST Trust Company (Canada) (“**AST Trust**”), Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 not less than forty eight (48) hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or, with respect to any matters to be dealt with at any adjournment of the Meeting, before the time of the re-commencement of the adjourned Meeting. Proxies delivered after such time(s) will not be accepted.

REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke it prior to its use by an instrument in writing executed by the Shareholder or by his attorney duly authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of such corporation, and delivered to the registered office of the Corporation, 2500-700 West Georgia Street, Vancouver, BC at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, preceding any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof, or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation for a sponsorship fee payable.

VOTING OF PROXIES

The Common Shares represented by a properly executed proxy in favour of persons designated as proxyholders in the enclosed form of proxy will:

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

SUCH SHARES WILL BE VOTED **FOR** EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED.

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

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or proxyholders duly appointed by registered Shareholders are permitted to vote at the Meeting. Most shareholders of the Corporation are “non-registered” shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered Shareholders are entitled to vote at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in such shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the brokers’ clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate the responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge well in advance of the Meeting) in order to have the Common Shares voted.**

This Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**”, or “**OBO’s**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**”, or “**NOBO’s**”). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers*, issuers may request and obtain a list of their NOBO’s from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Corporation’s OBO’s can expect to be contacted by Broadridge or their broker or their broker’s agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered

Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the proxy or voting instruction card provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Circular, no person who has been a director or executive officer of the Corporation at any time since October 1, 2016 being the beginning of the Corporation's last completed financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has or has had any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As of April 24, 2018, the Corporation had 58,265,539 issued and outstanding Common Shares. Only Shareholders of record at the close of business (pacific time) on April 24, 2018 (the "**Record Date**") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their Common Shares voted at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, there are no persons or companies who beneficially own, or exercise control or direction over, directly or indirectly, Common Shares carrying more than ten percent (10%) of the voting rights attached to all outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED UPON

GENERAL

Unless otherwise directed, it is the intention of management's proxyholders to vote proxies **FOR** the resolutions set forth herein. **All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the Shareholders.**

1. SHARE CONSOLIDATION

At the Meeting, Shareholders will be asked to approve the consolidation of the Common Shares on the basis of one "new" Common Share for every ten "old" Common Shares outstanding, subject to the discretion of the board to alter the consolidation ratio, including in order to meet the requirements of the TSX Venture Exchange (the "**Consolidation**"). In connection with the Consolidation the board of directors of the Corporation is also proposing to change the name of the Corporation from "Gem International Resources Inc." to "Norseman Capital Ltd."

As at April 24, 2017, there were 58,265,539 Common Shares issued and outstanding. At the Meeting, shareholders will be asked to approve an ordinary resolution substantially in the form set forth below authorizing the Corporation to, among other things, effect an amendment to the articles of the Corporation so as to effect the Consolidation (the "**Consolidation Resolution**"). On completion of the Consolidation, the Corporation would have approximately 5,826,553 Common Shares outstanding. Beneficial Shareholders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have various procedures for processing the Consolidation. If a shareholder holds Common Shares with such a bank, broker or other nominee and has any questions in this regard, the shareholder is encouraged to contact its nominee. No fractional post- Consolidation Common Shares will be issued upon the Consolidation. If as a result of the Consolidation, a shareholder becomes entitled to a fractional post-Consolidation Common Share, such fraction will be rounded down to the nearest whole number.

Along with this Circular, the Corporation has sent letters of transmittal to holders of Common Shares for use in transmitting their share certificates to the Corporation's registrar and transfer agent, AST Trust, in exchange for new certificates representing the number of post- Consolidation Common Shares to which such shareholder is entitled as a result of the Consolidation. Shareholders are encouraged to follow the instructions contained on the letter of transmittal in order to receive the post-Consolidation Common Shares to which they are entitled following the completion of the Consolidation. In

order to receive certificates representing post-Consolidation Common Shares issued pursuant to the Consolidation, shareholders must deliver to AST Trust (i) their certificates representing Common Shares; (ii) a duly completed letter of transmittal; and (iii) such other documents as Computershare may require. Upon return of a properly completed letter of transmittal, together with certificates representing Common Shares and such other information as requested by Computershare, certificates for the appropriate number of post-Consolidation Common Shares will be distributed without charge.

Certificates for the post-Consolidation Common Shares issued to a shareholder who provides the appropriate documentation described above, shall be registered in such name or names and will be delivered to such address or addresses as such holder may direct in the letter of transmittal as soon as practicable after the receipt by AST Trust of the required documents.

Please do not send the letter of transmittal or share certificates to AST Trust until the Corporation announces by press release that the Consolidation has become effective. No delivery of a certificate evidencing a post-Consolidation Common Share to a shareholder will be made until the shareholder has surrendered its current issued certificates. Until surrendered, each certificate formerly representing old Common Shares shall be deemed for all purposes to represent the number of post-Consolidation Common Shares to which the holder is entitled as a result of the Consolidation.

The Consolidation could be completed without the approval of Shareholders. However, the Corporation has determined to seek an affirmative vote of Shareholders before proceeding with the Consolidation. The Consolidation Resolution must be approved by at least a majority of the votes cast by the holders of the Common Shares, either present in person or represented by proxy at the Meeting. If the Consolidation Resolution is adopted by the shareholders at the Meeting, the Corporation currently intends to file the Notice of Alteration as soon as practicable. The Notice of Alteration will not have any effect on the operations of the Corporation, other than as noted above. The Consolidation remains subject to regulatory approval, including without limitation, approval of the TSX Venture Exchange (the “**Exchange**”).

Proxies received in favour of management will be voted FOR of the Consolidation Resolution granting authorization to the Corporation to give effect to the Consolidation, unless a shareholder specifies in the proxy that his or her Common Shares are to be voted against the Consolidation Resolution. The Consolidation will not be effective until all applicable filings are complete. The Board reserves the right to revoke all or part of the Notice of Alteration at any time prior to their becoming effective, or to not proceed with the filing of the Notice of Alteration at all.

Accordingly, the Corporation’s Shareholders will be asked to approve the following ordinary resolution:

“BE IT RESOLVED as an ordinary resolution THAT:

(a) the Corporation is hereby authorized to file Notice of Alteration to amend the articles of the Corporation such that the issued and outstanding common shares of the Corporation immediately upon the effective date of such Notice of Alteration be consolidated on the basis of one "new" "old" common share for every ten common shares then issued and outstanding or such other consolidation ratio as the board of directors of the Corporation may determine in its discretion, including in order to comply with the requirements of the TSX Venture Exchange (the “**Consolidation**”);

(b) the Notice of Alteration in respect of the Consolidation shall be in such form as may be approved by any officer or director of the Corporation in order to ensure compliance with the provisions of the *British Columbia Business Corporations Act* and the Director appointed thereunder, as the same may be amended from time to time; and

(c) the board of directors of the Corporation is authorized, in its sole discretion, to determine not to proceed with the Consolidation without further approval of the shareholders of the Corporation any time prior to the endorsement by the Director of the articles of amendment in respect of the Consolidation.”

2. STOCK OPTION PLAN

On April 24, 2018, the board of directors adopted a new incentive Stock Option Plan (the “**New Option Plan**”), which is a rolling 10% plan that sets the number of common shares issuable under the New Option Plan at a maximum of 10% of the issued and outstanding Common Shares of the Corporation, from time to time, at the time of grants of options (subject to certain restrictions as described below). The Exchange, has conditionally accepted the New Option Plan, subject to approval of the New Option Plan by Shareholders. Shareholders will be asked at the meeting to approve the New Option Plan.

Summary of the New Option Plan

The aggregate number of Common Shares reserved for issuance under the New Option Plan, and the number of Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Corporation from time to time, may not exceed 10% of the outstanding Common Shares at the time of grant. The New Option Plan must be approved and ratified by shareholders and submitted to the Exchange for approval on an annual basis.

The New Option Plan is administered by the board of directors of the Corporation and provides for grants of options to directors, officers and employees of, and consultants to, the Corporation at the discretion of the Board. The term of any options granted under the New Option Plan will be fixed by the board of directors and may not exceed ten years. The exercise price of options granted under the New Option Plan will be determined by the board of directors, but the exercise price must not be less than the Fair Market Value (as such term is defined in the New Option Plan) of the option shares on the date of grant of the option. As the common shares of the Corporation are listed on the Exchange, the Fair Market Value is the closing trading price of the Common Shares on the day immediately preceding the grant date, and may be less than this price if it is within the discounts permitted by the applicable regulatory authorities. Any options granted pursuant to the New Option Plan will terminate at the end of the period of time to be determined in each instance by the board of directors at the time of grant, such period of time to not be in excess of 90th day after the option holder ceases to act as a director, officer, employee of, or consultant to, the Corporation or any of its affiliates, unless such cessation is on account of death, disability or termination of employment with cause; and if no such period of time is determined by the board of directors at the time of the grant, the 90th day after the optionee ceases to be an eligible person pursuant to the terms of the New Option Plan for any reason other than death, disability or cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately.

The New Option Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the common shares of the Corporation. Our directors may, at their discretion at the time of any grant, impose a schedule over which period of time the option will vest and become exercisable by the optionee.

Options to acquire more than 2% of the issued and outstanding common shares of the Corporation may not be granted to any one consultant in any 12-month period and options to acquire more than an aggregate of 2% of the issued and outstanding common shares may not be granted to persons employed to provide investor relations activities in any 12-month period. Options granted to any one individual in any 12-month period to acquire common shares representing more than 5% of the issued and outstanding common shares require approval by the Corporation's disinterested shareholders.

The New Option Plan also includes provisions related to withholding tax obligations of the Corporation on exercise of options by the optionees and also provides for amendment of expiry of an option if the expiry date occurs during a blackout period.

Subject to any required regulatory approvals, the board of directors may from time to time amend any existing Option or the New Option Plan or the terms and conditions of any Option thereafter to be granted provided that where such amendment relates to an existing Option and it would:

- (a) materially decrease the rights or benefits accruing to an Option Holder; or
- (b) materially increase the obligations of an Option Holder;

then, unless otherwise excepted out by a provision of this Plan, the board of directors must also obtain the written consent of the Option Holder in question to such amendment. If at the time the Exercise Price of an Option is reduced the Option Holder is an Insider of the Company, the Insider must not exercise the option at the reduced Exercise Price until the reduction in Exercise Price has been approved by the disinterested shareholders of the Company, if required by the Exchange. However, the board of directors may amend the terms of the New Option Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

1. amendments to the New Option Plan of a housekeeping nature;
2. an acceleration to the vesting schedule of a security or the New Option Plan; and

As of the date of this Circular, the Corporation has 58,265,539 common shares outstanding, 10% of which provides for a reserve of 5,826,553 Common shares for issuance pursuant to options granted under the New Option Plan.

A copy of the New Option Plan is available for viewing by shareholders at the Corporation's registered office located at 2500-700 West Georgia Street, Vancouver, BC. V7Y 1B3, during normal business hours at any time up to and including the day prior to the meeting or any adjournment thereof, as well as at the meeting to which this Circular relates.

Approval of the New Option Plan

At the Meeting, Disinterested Shareholders (as defined below) will be asked to approve an ordinary resolution substantially in the form set forth below approving the New Option Plan (the "**Option Plan Resolution**"). The New Option Plan remains subject to final Exchange acceptance. Further and in accordance with its terms and the policies of the Exchange, as the New Option Plan is a 10% rolling plan, it must be approved by shareholders annually.

"**Disinterested Shareholders**" are shareholders of the Corporation other than the directors, officers and employees of, and consultants (which include Management Corporation Employees as defined by the policies of the Exchange) to, the Corporation who qualify as "Eligible Persons" (as such term is defined in the New Option Plan) under the New Option Plan and associates of such Eligible Persons. As such, the votes attaching to an aggregate 1,035,000 Common Shares, which are beneficially owned or over which control or direction is exercised by the directors, officers and employees of, and consultants (including Management Corporation Employees) to, the Corporation and their respective associates, representing approximately 1.86% of the Corporation's issued Common Shares entitled to vote at the meeting, will be withheld from voting on the resolution approving the New Option Plan.

Proxies received in favour of management will be voted FOR of the Option Plan Resolution to approve the New Option Plan, unless a shareholder specifies in the proxy that his or her Common Shares are to be voted against the Option Plan Resolution.

Accordingly, Disinterested Shareholders will be asked to approve the following ordinary resolution:

"BE IT RESOLVED as an ordinary resolution (by disinterested vote) THAT:

(1) implementation by the Board of Directors of the Corporation's incentive Stock Option Plan (the "New Option Plan"), all as more particularly described in the Corporation's Management Information Circular dated April 24, 2018, with such changes to the New Option Plan as may be required by the TSX Venture Exchange, is approved, ratified and confirmed; and

(2) any director or officer of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

Should the New Option Plan not receive the required approvals, the New Option Plan will terminate.

OTHER BUSINESS

Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. **However, if any other matters properly come before the Meeting, it is the intention of the management proxyholders to vote on the same in accordance with their best judgment on such matters.**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the year ended September 30, 2017 (being the Corporation's last completed financial year), was any director, executive officer, employee, proposed management nominee for election as a director of the Corporation or any associate of any such director, executive officer, or proposed management nominee of the Corporation or any former director, executive officer or employee of the Corporation or any of its subsidiaries, indebted to the Corporation or any of its subsidiaries or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, other than for routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director of the Corporation has, since July 1,

2016 (being the commencement of the Corporation's last completed financial year), had any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information regarding the Corporation and its business activities is available under the Corporation's profile on the SEDAR website located at www.sedar.com. The Corporation's financial information is provided in the Corporation's audited consolidated financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the Corporation's profile on the SEDAR website at www.sedar.com. Copies of the Corporation's consolidated financial statements and related management discussion and analysis are available upon request, free of charge to Shareholders of the Corporation, by contacting by contacting the Interim CEO, at the Corporation's registered office located at Farris, Vaughan, Wills & Murphy LLP 2500-700 West Georgia Street, Vancouver, BC. V7Y 1B3.