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MANAGEMENT PROXY CIRCULAR

(Containing information as at August 30th, 2018, unless indicated otherwise)

This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Surge Exploration Inc. (formerly “Copper Creek Gold Corp.”) (the “Corporation”) for use at the Annual Meeting of Shareholders of the Corporation (and any adjournment thereof) to be held on Monday, **October 1st, 2018** (the “Meeting”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. The Corporation has arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders of the common shares held of record by those Intermediaries and the Corporation may reimburse the Intermediaries for their reasonable fees and disbursements by them in so doing.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy are directors of the Corporation (the “Management Designees”). If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The Management Designees named in the proxy will vote or withhold from voting the common shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your common shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

THE COMMON SHARES REPRESENTED BY THE ACCOMPANYING FORM OF PROXY WILL BE VOTED AS DIRECTED BY THE SHAREHOLDER, HOWEVER, IF SUCH A DIRECTION IS NOT MADE IN RESPECT OF ANY MATTER, THIS PROXY WILL BE VOTED AS RECOMMENDED BY MANAGEMENT.

Registered Shareholders

If you are a Registered Shareholder, you may elect to submit a proxy whether or not you are able to attend the Meeting in person. 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 Corporation'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 8th 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 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 Corporation's transfer agent at www.computershare.com/ca/proxy. 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 Meeting or the adjournment thereof at which the proxy is to be used. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion, however the Chairman is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive this time limit for receipt of proxies without notice.

Non-Registered Shareholders

The following information is of significant importance to shareholders who do not hold common shares in their own name. Non-Registered Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of common shares) or as set out in the following disclosure.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Corporation. Such common shares will more likely be registered under the names of Intermediaries. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Corporation (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Non-Registered Shareholders in advance of meetings of shareholders. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. You are encouraged to follow the instructions provided by your Intermediary to provide your voting instructions. Your Intermediary will not vote your common shares without receiving instructions from you.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the Intermediary on how to vote your common shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a Voting Instruction Form ("VIF") in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent your common shares at the Meeting. You have the right to appoint a person (who need not be a Non-Registered Shareholder of the Corporation), other than any of the persons designated in the VIF, to represent your common shares at the Meeting and that person might be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. 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 and the appointment of any shareholder's representative. If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your common shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your common shares at the Meeting.

Non-Objecting and Objecting Beneficial Owners

There are two types of Non-Registered Shareholders. Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBOs" or "Non-Objecting Beneficial Owners". Non-Registered Shareholders who have objected to their Intermediary disclosing the ownership information about themselves to the Corporation are referred to as "OBOs" or "Objecting Beneficial Owners". In accordance with National Instrument 54-

101 Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”), the Corporation has elected to send the meeting materials to the NOBOs utilizing the services of Broadridge and indirectly to the OBOs through their Intermediaries. Please return your voting instructions as specified in the VIF or form of proxy delivered to you.

Please vote in sufficient time to allow your Intermediary to provide the proxy at least **48 hours** (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of the proxy related material in connection with the Meeting.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada and securities laws of the Provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the Provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the Provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the Canada Business Corporations Act (the “CBCA”) certain of its directors and its executive officers are residents of Canada and a substantial portion or all of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

A Registered Shareholder of the Corporation who has given a proxy may revoke the proxy at any time prior to use by:

- (a) depositing an instrument in writing, including another completed proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an officer or attorney thereof properly authorized, either:
 - (i) at the registered and records office of the Corporation located at **Suite 1220-789 West Pender Street, Vancouver, B.C., V6C 1H2 Attn: Corporate Secretary** not less than **48 hours**, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof, (ii) with Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof, or (iii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof;

- (b) transmitting, by telephone or electronic means, a revocation that complies with paragraphs (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or
- (c) in any other manner permitted by law including attending the Meeting in person.

A Non-Registered Shareholder who has submitted a form of proxy may revoke it by contacting the Intermediary through which the Non-Registered Shareholder's common shares are held and following the instructions of the Intermediary respecting the revocation of proxies.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Signing of Proxy

The form of proxy must be signed by the shareholder of the Corporation or the duly appointed attorney of the shareholder of the Corporation authorized in writing or, if the shareholder of the Corporation is a corporation, by a duly authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the shareholder of the Corporation or in some other representative capacity, including an officer of a corporation which is a shareholder of the Corporation, should indicate the capacity in which such person is signing and should be accompanied by the appropriate instrument evidencing the qualification and authority to act of such person, unless such instrument has previously been filed with the Corporation.

A shareholder of the Corporation or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Record Date

In accordance with applicable laws, the Board of Directors of the Corporation has provided notice of and fixed the record date as of **August 24th, 2018** (the "Record Date") for the purposes of determining shareholders entitled to receive notice of, and to vote at, the Meeting, and has obtained a list of all persons who are Registered Shareholders at the close of business on the Record Date and the number of common shares registered in the name of each Registered Shareholder on that date. Each Registered Shareholder as at the close of business on the Record Date will be entitled to receive notice of the Meeting and will be entitled to one vote at the Meeting for each common share registered in his or her name as it appears on the list. Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to vote their shares at the Meeting or at any adjournment thereof.

Description of Share Capital

The Corporation is authorized to issue an unlimited number of common shares without par value. As at **August 24th, 2018**, the Corporation had outstanding **73,832,760** fully paid and non-assessable common shares without par value, each common share carrying the right to one vote. The Corporation has no other classes of voting securities. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares. At a general meeting of the Corporation on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Ownership of Securities of the Corporation

To the knowledge of the directors and executive officers of the Corporation, only the following beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding Shares
CDS & Co.	34,565,156 ⁽¹⁾	46.81%

(1) CDS&Co. is a national clearing depository for the settlement of trades, beneficial ownership is unknown.

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

Other than as disclosed below and elsewhere in this Information Circular, none of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the year ended December 31, 2017, the management's discussion and analysis and the independent auditors' report will be placed before the Meeting. These documents have been filed with the securities commissions in Alberta, British Columbia and Ontario and are available on SEDAR under the Corporation's profile at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein to appoint the directors of the Corporation and the auditors of the Corporation. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

A simple majority of affirmative votes cast at the Meeting is required to pass the resolution approving the Plan, as defined and described in greater detail herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, “informed person” means:

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

Other than as disclosed elsewhere in this Information Circular, no informed person, no proposed director of the Corporation and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Corporation's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER

Interpretation

For the purpose of this Statement of Executive Compensation:

“compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“external management company” includes a subsidiary, affiliate or associate of the external management company;

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

- (a) each individual who, in respect of the Corporation during any part of the most recently completed financial year, served as chief executive officer (“CEO”) including an individual performing functions similar to a CEO;

- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer (“CFO”) including an individual performing functions similar to a CFO;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individual identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

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

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The Corporation’s NEOs as at the date of this Information Circular are: Gordan Jung, the Corporation’s Chief Executive Officer and President and Robert Guanzon, the Corporation’s Chief Financial Officer. For clarity, Mr. Guanzon was appointed Chief Financial Officer subsequent to the fiscal year ended December 31, 2017 therefore details of his compensation is not included in the following summary.

Following are particulars of all compensation paid to the Corporation’s NEOs and non-NEO directors for each of the two most recently completed financial years ended December 31:

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) ⁽⁷⁾	Value of all other compensation (\$)	Total compensation (\$)
Gordan Jung ⁽¹⁾ President and Chief Executive Officer	2017 2016	51,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	51,000 Nil
Kurt Bordian ⁽²⁾ <i>Former</i> Chief Financial Officer	2017 2016	37,900 n/a	Nil n/a	Nil n/a	Nil n/a	Nil n/a	37,900 n/a
Bing Jung ⁽³⁾ <i>Former</i> Chief Executive Officer and <i>former</i> Acting Chief Financial Officer	2017 2016	Nil 96,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 96,000

Stanley H.T. Loh ⁽⁴⁾ <i>Former Vice-President</i>	2017 2016	Nil 96,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 96,000
Timothy Fernback ⁽⁵⁾ <i>Director</i>	2017 2016	6,000 n/a	Nil n/a	Nil n/a	Nil n/a	Nil n/a	6,000 n/a
Robert Culbert <i>Director</i>	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Moe Dillon <i>Former Director</i> ⁽⁶⁾	2017 2016	Nil n/a	Nil n/a	Nil n/a	Nil n/a	Nil n/a	Nil n/a
David Gerstner ⁽⁷⁾ <i>Former Director</i>	2017 2016	Nil n/a	Nil n/a	Nil n/a	Nil n/a	Nil n/a	Nil n/a

- (1) Gordon Jung was appointed Chief Executive Officer on April 21, 2017.
(2) Kurt Bordian resigned as Chief Financial Officer on February 16, 2018.
(3) Bing Jung resigned as Chief Financial Officer and Acting Chief Financial Officer on April 21, 2017.
(4) Stanley Loh resigned as Vice President on July 4, 2017.
(5) Timothy Fernback was appointed a director on November 10, 2017.
(6) Moe Dillon resigned as a director on February 16, 2018.
(7) David Gerstner resigned as a Director on November 10, 2017.
(8) The Corporation did not pay any perquisites that are not generally available to all employees.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to the Company directors or NEOs in the most recently completed financial year ended December 31, 2017.

No compensation securities were exercised by the Company directors or NEOs during the Company's most recently completed financial year ended December 31, 2017.

Employment, consulting and management agreements

Gordon Jung – President, Chief Executive Officer

Mr. Jung received an annual fee of CAD \$60,000 payable monthly. During the year ended December 31, 2017, Mr. Jung received the sum of CAD \$51,000 in connection with services provided to the Corporation for acting as Chief Executive Officer. Mr. Jung no longer receives a fee as at November 1, 2017.

Timothy Fernback – Director

Pursuant to an agreement dated effective November 1, 2017, between the Corporation and TCF Ventures Corp., a private British Columbia corporation controlled by Mr. Fernback, ("TCF"), TCF receives the sum of \$6,000 per month plus GST. As at December 31, 2017 total fees of \$6,000 plus GST have been paid to TCF pursuant to this agreement.

Kurt Bordian – (Former) Chief Financial Officer

Pursuant to an agreement dated effective May 1, 2017, between the Corporation and Mumbo Management Inc., a private corporation controlled by Mr. Bordian, ("Mumbo"), Mumbo was paid/accrued the sum of \$37,900 plus GST. This arrangement was terminated when Mr. Bordian resigned in February of 2018.

External Management Companies

The Corporation does not presently have any arrangements with any external management company to provide executive management services to the Corporation. Management functions of the Corporation are substantially performed by directors or senior officers.

Stock Option Plans and Other Incentive Plans

The Corporation has no incentive plans other than the Stock Option Plan. The Corporation's current Stock Option Plan is the stock option plan most recently approved by Shareholders as of August 16, 2017. Pursuant to Policy 4.4 of the Exchange, corporations that have a rolling stock option plan reserving a maximum of 10% of the issued and outstanding shares of the corporation must receive yearly shareholder approval of the stock option plan. For a summary of the Stock Option Plan, please refer to the section herein entitled "Particulars of Other Matters to be Acted Upon –Stock Option Plan". At the Meeting, Shareholders will be asked to consider and, if thought appropriate, to pass the Stock Option Plan Resolution.

Oversight and Description of Director and Named Executive Officer Compensation

The Corporation relies solely on the Board's discussions to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis. As the Corporation is still in the developmental stage as a junior mining company, its compensation program will rely heavily on the granting of stock options.

Pension Disclosure

The Corporation does not have any pension, defined benefit, defined contribution or deferred compensation plan in place.

Termination and Change of Control Benefits

The Corporation does not have any pension or retirement plan that is applicable to the NEOs. The Corporation has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as a NEO of the Corporation, in connection with or related to the retirement, termination or resignation of such person, and the Corporation has provided no compensation to any such person as a result of a change of control of the Corporation. The Corporation is not party to any compensation plan or arrangement with a NEO resulting from the resignation, retirement or termination of employment of any such person.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER THE EQUITY COMPENSATION PLAN

During the fiscal year ended December 31, 2017, the Company maintained the Stock Option Plan, which was approved by the shareholders of the Corporation August 16, 2017. The following table sets forth information with respect to the securities outstanding under the Stock Option Plan as at December 31, 2017.

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 security holders	765,000		2,320,804
Equity compensation plans not approved by security holders	nil	n/a	n/a
Total	765,000		2,320,804

The Corporation will be seeking shareholder approval to the Corporation's Plan at the Meeting. The details of the Plan are discussed under the heading "Particulars of other Matters to be Acted Upon at the Meeting."

CORPORATE GOVERNANCE DISCLOSURE

General

Corporate governance relates to the activities of the board of directors of the Corporation (the "Board"), the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation.

National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") requires the Corporation to disclose annually in its Circular certain information concerning its corporate governance practices. As a "venture issuer" the Corporation is required to make such disclosure with reference to the requirements of Form 58-101F2, which disclosure is set forth below.

National Policy 58-201 Corporate Governance Guidelines ("NP 58-201") establishes corporate governance guidelines, which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted.

Board of Directors

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under National Instrument 52-110 (“NI 52-110”), which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Corporation’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. In addition, Section 5.7 of Policy 3.1 of the TSX Venture Exchange requires that each listed company must have at least “two” independent directors, as that term is defined in NI 52-110.

The Board of Directors currently consists of four directors, namely, Gordon Jung, Robert Culbert, Timothy Fernback and William Bennett. Timothy Fernback, Robert Culbert and William Bennett are independent. Gordon Jung is not independent as he is an executive officer.

The Board is specifically responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for all material contracts, business transactions and all debt and equity financing proposals. The Board also takes responsibility for identifying the principal risks of the Corporation’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. In keeping with its overall responsibility for the stewardship of the Corporation, the Board is also responsible for the integrity of the Corporation’s internal control and management information systems and for the Corporation’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Corporation’s business in the ordinary course, managing the Corporation’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

The non-management directors exercise their responsibilities for independent oversight of management, and are provided with leadership through their position on the Board and ability to meet independently of management whenever deemed necessary. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances.

Mandate of the Board

The mandate of the Board is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board oversees the management of the Corporation’s affairs directly and through the Audit Committee. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Corporation’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Corporation’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure

issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders' equity interests through the optimum utilization of the Corporation's capital resources. The Board also takes responsibility for identifying the principal risks of the Corporation's business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. The Corporation has not adopted a written mandate.

In keeping with its overall responsibility for the stewardship of the Corporation, the Board is responsible for the integrity of the Corporation's internal control and management information systems and for the Corporation's policies respecting corporate disclosure and communications.

Each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances.

Directorships

As of the date of this Circular, certain of the directors of the Corporation are directors of one or more other reporting issuers (or equivalent) in a Canadian jurisdiction or a foreign jurisdiction, as follows:

Name of Director	Directorships with Other Reporting Issuers
Robert Culbert	Carlin Gold Corporation
Timothy Fernback	Nevada Energy Metals Inc., CUV Ventures Corp., Deep-South Resources Inc., Lico Energy Metals Inc., Senator Minerals Inc.
William Bennett	Ascot Resources Ltd., Eagle Plains Resources Ltd.

Orientation and Continuing Education

At present, each new director is given an outline of the nature of the Corporation's business, its corporate strategy and current issues with the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business. Counsel to the Corporation is available to advise them of their legal obligations as directors of the Corporation.

Currently, the introduction and education process is reviewed on an annual basis and is revised accordingly. Often, there is a technical presentation at Board meetings, focusing on either a particular property or a summary of various properties. The question and answer portions of these presentations are a valuable learning resource for the non- technical directors.

Ethical Business Conduct

The Board expects management to operate the business of the Corporation in a manner that enhances shareholder value and is consistent with the highest level of integrity.

Nomination of Directors

The Board annually reviews the relationship between each director and the Corporation in order to determine if each director is or remains independent within the meaning of the governance guidelines.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Corporation policies. The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing companies in the natural resource sector. 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. Board members have full access to the Corporation's records.

Compensation

The Corporation relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the Named Executive Officers of the Corporation and to the directors, and for reviewing the recommendations respecting compensation for any other officers of the Corporation from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each position.

Audit Committee

At this time, the Corporation only has one committee which is the Audit Committee, consisting of Gordon Jung (non-independent), Timothy Fernback (independent) and William Bennett (independent).

The Audit Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting and accounting compliance, the audit process and processes for identifying, evaluating and monitoring the management of the Corporation's principal risks impacting financial reporting. The committee also assists the Board with the oversight of financial strategies and overall risk management.

The Audit Committee's Charter

The Corporation has adopted a charter (the "Charter") of the Audit Committee of the Board which may be viewed on www.sedar.com, a copy of which is attached to this Circular as Schedule "A".

Relevant Education and Experience

All the members of the Audit Committee have the education and/or practical experience required to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements.

Gordon Jung, President, Chief Executive Officer, Director (Non-Independent)

Mr. Jung has extensive experience in the retail sector. He has over 35 years experience in retail operations, merchandising and marketing. He was regional manager for 10 retail stores, the Director of Marketing for the Save On More Loyalty card program and Senior Category Development Manager. He has significant experience in a variety of matters requiring financial literacy.

Timothy Fernback, Director (Independent)

Mr. Fernback has over twenty years of experience financing both private and public micro-capitalization companies in Canada. Mr. Fernback is a graduate of McMaster University where he studied molecular biology and biochemistry and is also a graduate of the University of British Columbia, where he completed an MBA with a concentration in Finance. He is an active member of the Chartered Professional Accountants of British Columbia and is an active member of many industry and trade organizations in Canada. He has significant experience in a variety of matters requiring financial literacy. He is currently a director and/or senior officer of several TSX.V listed companies.

William Bennett, Director (Independent)

William Bennett has a BA from the University of Guelph and a law degree from Queens University. He graduated from law school at 42 and practiced law for eight years. Mr. Bennett recently served as the Minister of Mines for the Province of British Columbia, holding a seat in the B.C. Legislature for 16 years therefore he has many years of experience within the industry. He has significant experience in a variety of matters requiring financial literacy. He is currently a director of two junior resource companies that trade on the TSX Venture Exchange.

In these positions, each member has been responsible for receiving information relating to companies and obtaining an understanding of the balance sheet, income statements and statements of cash flows and assessing the financial condition of the Corporation and its operating results. Each member has an understanding of the mineral exploration and mining business in which the Corporation is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Corporation's financial disclosures and internal control systems.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to "De Minimis Non-audit Services" or any exemption provided by Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Pursuant to the terms of the Charter the Audit Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor.

Exemption

The Corporation is relying upon the exemptions set forth in section 6.1 of NI 52-110 with respect to Part 5 (Reporting Obligations) of NI 52-110.

External Auditor Service Fees

External Auditor Service Fees In the following table, “audit fees” are fees billed by the Corporation’s external auditor for services provided in auditing the Corporation’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 Corporation’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. The fees paid by the Corporation to its auditor in each of the last two fiscal years ended December 31, by category, are as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2017	\$24,488	Nil	Nil	Nil
2016	\$15,000	nil	\$1,000	Nil

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit Related Fees” include services that are traditionally performed by the auditor. These audit related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice include assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

LIABILITY INSURANCE

The Corporation has purchased, at its expense, directors’ and officers’ liability insurance in the aggregate amount of \$5,000,000 to protect its directors and officers against liability incurred in their capacities as directors and officers of the Corporation and its subsidiaries. During its most recent financial year end, the Company paid a premium of \$9,000 for this insurance coverage.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Circular, no director, executive officer, employee or former director, executive officer or employee of the Corporation was indebted to the Corporation as at the date hereof or at any time during the most recently completed financial year of the Corporation. None of the proposed nominees for election as a director of the Corporation, or any associate or affiliate of any director, executive officer or proposed nominee, was indebted to the Corporation as at the date hereof or at any time during the most recently completed financial year.

The Corporation has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Corporation's directors, executive officers, proposed nominees for election as a director, or associates or affiliates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2017, or has any interest in any material transaction in the current year other than as set out herein.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

Management intends to propose for adoption an ordinary resolution that the number of Directors of the Corporation be fixed at **four (4)**. Each director of the Corporation is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director. The following table sets out the names of the persons to be nominated for election as directors, the positions and offices that they presently hold with the Corporation, their respective principal occupations for the past five years and the number of shares of the Corporation that each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular:

The following table sets out the names of management's nominees for election as Directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years (unless the proposed director is now a director and was elected to the present term of office at a shareholders' meeting), period of time during which each has been a Director of the Corporation and the number of Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date hereof.

Name, Province or State and Country of Residence and Current Position with the Corporation	Occupation, Business or Employment	Director of Corporation Since	Shares Beneficially Owned, Directly or Indirectly, Over Which Control or Direction is Exercised
Gordon Jung Burnaby, British Columbia Canada ⁽¹⁾ President, Chief Executive Officer, Director	Businessman with 35 years' experience in retail operations, merchandising and marketing and product development.	June 2002	5,407 shares
Timothy C. Fernback, CPA Vancouver, British Columbia Canada ⁽¹⁾ Director	Chartered Professional Accountant, President of TCF Ventures Corp., a private company providing financial advisory services to public and private companies.	November 2017	654,580 shares
Robert Culbert, P. Eng. Pt. Roberts, Washington State USA ⁽¹⁾ Director	Professional Engineer with over 35 years of international project and business experience; Director, Carlin Gold Corporation since September 2010; former Chief Financial Officer, Athlone Energy Ltd.; former Corporate Secretary, Frontier Pacific Mining Corp.	July 2011	26,200 shares
William Bennett, B.A., LL.B Cranbrook, British Columbia Canada ⁽¹⁾ Director	Former Minister of Mines for the Province of British Columbia; former MLA B.C. Legislature (Kootenay East) for 16 years; Director of Ascot Resources Ltd. from February 2018 to date; Director of Eagle Plains Resources Ltd. from July 2018 to date.	February 2018	625,000 shares

(1) Member of the Audit Committee, of which William Bennett is the Chair.

(2) Information obtained from www:sedi.ca

The terms of office of those nominees who are presently Directors will expire as of the date of the Meeting. All of the Directors who are elected at the Meeting will have their term of office expire at the next Annual General Meeting of the Company.

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

No proposed director of the Company 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.

The above information was provided by management of the Company.

Appointment of Auditor

Shareholders of the Corporation will be asked to vote for the appointment of James Stafford, Inc., Chartered Accountants, of Vancouver, British Columbia, as the Corporation's auditors, to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.

On February 20, 2018 the Board of Directors, upon the recommendation of the Audit Committee of the Board, resolved to appoint James Stafford, Inc. as the auditor of the Corporation effective as of February 20, 2018. On the same date, Sam S. Mah, Inc. resigned as the auditor of the Corporation at the Corporation's request and the Board of Directors resolved to accept such resignation.

As required by section 4.11 of NI 51-102, a copy of the Corporation's reporting package (which has been filed with the applicable securities regulatory authorities and delivered to each of James Stafford, Inc. and Sam S. Mah, Inc.) is attached as Schedule "B" to this Information Circular and includes:

- (a) the Notice of Change of Auditor prepared in respect of Sam S. Mah, Inc.'s resignation as the auditor of the Corporation and the Corporation's appointment of James Stafford, Inc. its new auditor to hold office until the next annual general meeting of the shareholders of the Corporation;
- (b) the response letter of Sam S. Mah, Inc. with respect to the Corporation's Notice of Change of Auditor; and
- (c) the response letter of James Stafford, Inc. with respect to the Board's appointment of James Stafford, Inc. as the successor auditor of the Corporation.

The persons named in the enclosed Proxy form intend to vote for the appointment of James Stafford, Inc. as the auditor of the Corporation to hold office until the next annual general meeting of shareholders of the Corporation or until a successor is appointed, at remuneration to be fixed by the directors.

Renewal of Stock Option Plan

The Corporation received shareholder approval on August 16, 2017 of a "rolling" stock option plan (the "Option Plan") whereby a maximum of 10% of the issued shares of the Corporation, from time to time, may be reserved for issuance pursuant to the exercise of options.

The purpose of the Option Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to the Corporation and any subsidiaries with an opportunity to purchase Common Shares of the Corporation and benefit from any appreciation in the value of the Corporation's

shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Corporation and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Corporation.

The TSX Venture Exchange requires listed companies that have “rolling” stock option plans in place to receive shareholder approval of such plans on a yearly basis at the Corporation’s annual general meeting.

The following is a summary of the principal terms of the Option Plan.

The Option Plan provides for the issuance of stock options to acquire at any time up to a maximum of 10% of the issued and outstanding Common Shares of the Corporation (subject to standard anti-dilution adjustments). If a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares reserved for issuance under that expired or terminated stock option will again be available for the purposes of the Option Plan. Any stock option outstanding when the Option Plan is terminated will remain in effect until it is exercised or it expires.

The Option Plan provides that stock options may be granted to directors, senior officers, employees and consultants of the Corporation (and any subsidiary of the Corporation) and management company employees. For the purposes of the Option Plan, the terms “employees”, “consultants” and “management company employees” have the meanings set out in TSX Venture Exchange Policy 4.4. Under the Option Plan, the Corporation’s Board of Directors may, from time to time, designate a committee such as the Compensation Committee for the purposes of administering the Option Plan.

Should the expiry date for an Option fall within a Blackout Period of the Corporation (as such time period may be determined by the Board of Directors where one or more Optionee may not trade any securities of the Corporation because they may be in possession of undisclosed material information pertaining to the Corporation), or within nine (9) business days following the expiration of a Blackout Period, such expiry date shall, subject to approval of the TSX Venture Exchange, be automatically extended without any further act or formality to that day which is the tenth (10th) business day after the end of the Blackout Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Option Plan.

The Option Plan provides that it is solely within the discretion of the Board, or its Compensation Committee if so designated, to determine who should receive stock options and in what amounts, subject to the following conditions:

1. options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder’s death;
2. options may be exercisable for a maximum of ten years from the date of grant (subject to extension where the expiry date falls within a “Blackout Period”, as disclosed above);
3. the aggregate number of options granted to any one option holder (including companies wholly owned by that option holder) in a 12 month period must not exceed 5% of the issued shares of the Corporation, calculated on the date an option is granted to the option holder;

4. the aggregate number of options granted to any one consultant in a 12 month period must not exceed 2% of the issued shares of the Corporation, calculated at the date an option is granted to the consultant;
5. the aggregate number of options granted to all option holders retained to provide Investor Relations Activities (as defined in TSX Venture Exchange Policy 1.1) must not exceed 2% of the issued shares of the Corporation in any 12 month period, calculated at the date an option is granted to any such option holder;
6. at no time will options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares;
7. at no time will options be issued which could permit at any time the grant to insiders (as a group), within a 12 month period, of an aggregate number of options exceeding 10% of the issued shares calculated at the date an option is granted to any insider;
8. options held by an option holder who is a director, employee, consultant or management company employee must expire within one year after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Corporation determines is reasonable;
9. in the event of an option holder's death, the option holder's personal representative may exercise any portion of the option holder's vested outstanding options for a period of one year following the option holder's death;
10. options cannot be granted to directors, employees, consultants or management company employees that are not bona fide directors, employees, consultants or management company employees, as the case may be; and
11. options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Corporation's Common Shares.

The Corporation will be required to obtain Disinterested Shareholder Approval if (i) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders (as a group) exceeds 10% of the issued shares of the Corporation, (ii) the grant to Insiders (as a group), within a 12 month period, of an aggregate number of Options exceeds 10% of the issued shares of the Corporation, calculated at the date an Option is granted to any Insider, (iii) the aggregate number of Options granted to any one Optionee (including companies wholly owned by that Optionee), within a 12month period, exceeds 5% of the issued shares of the Corporation, calculated on the date an Option is granted to the Optionee, or (iv) any reduction in the Exercise Price of an Option if the Optionee is an Insider of the Corporation at the time of the proposed amendment. "Disinterested Shareholder Approval" means approval by a majority of the votes cast by all the Corporation's shareholders at a duly constituted shareholders' meeting, excluding votes attached to Common Shares beneficially owned by Insiders or their Associates.

The Option Plan provides that other terms and conditions may be attached to a particular stock option, such terms and conditions to be referred to in a schedule attached to the option certificate. Stock options granted

to directors, senior officers, employees or consultants vest when granted unless otherwise determined by the Board, or its Compensation Committee, on a case by case basis. Stock options granted to consultants or employees performing Investor Relations Activities, as such term is defined by the TSX Venture Exchange, will vest in stages over 12 months with no more than one-quarter of the Options vesting in any three month period.

In addition, under the Option Plan a stock option will expire immediately in the event an Optionee is dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

The price at which an Optionee may purchase a Common Share upon the exercise of an Option will be as set forth in the option certificate issued in respect of such Option and in any event will not be less than the discounted market price of the Corporation's Common Shares as of the date of the grant of the stock option (the "Award Date"). The market price of the Corporation's Common Shares for a particular Award Date will typically be the closing trading price of the Corporation's Common Shares on the day immediately preceding the Award Date, or otherwise in accordance with the terms of the Option Plan. Discounted market price means the market price less a discount of up to 25% if the market price is \$0.50 or less; up to 20% if the market price is between \$2.00 and \$0.51; and up to 15% if the market price is greater than \$2.00. Where the exercise price of the Option is based on a discounted market price, a four month hold period will apply to all Common Shares issued under each Option, commencing from the Award Date. A four month hold period will also apply to all Common Shares issued under any Option granted to a director, officer or Insider (as such term is defined by the TSX Venture Exchange) of the Corporation, regardless of whether the Option was granted at market or discounted market price.

In no case will a stock option be exercisable at a price less than the minimum prescribed by the organized trading facility or the applicable regulatory authorities that would apply to the award of the stock option in question.

The Option Plan is subject to TSX Venture Exchange acceptance and approval of shareholders.

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS APPROVE THE OPTION PLAN. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION APPROVING THE OPTION PLAN.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

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 December 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:

SURGE EXPLORTION INC.

1220-789 West Pender Street

Vancouver, B.C. Canada

V6C 1H2

Telephone: (778) 945-2656

info@surgeexploration.com

BOARD APPROVAL

The content and sending of this Information Circular has been approved by the Company's Board of Directors. 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.

Dated at Vancouver, British Columbia, this 30th day of August, 2018.

SURGE EXPLORATION INC.

“Gordon Jung”

Gordon Jung, President, Chief Executive Officer

SCHEDULE “A”
Surge Exploration Inc.
Audit Committee Charter (“Charter”)

1. Purpose and Authority

The Audit Committee ("Committee") is a committee of the Board of Directors (the "Board"). Its primary function shall be to assist the Board in fulfilling its oversight responsibilities with respect to accounting and financial reporting processes, the financial integrity of the financial statements of Surge Exploration Inc. (the "Company"), compliance with legal and regulatory requirements, the overall adequacy and maintenance of the systems of internal controls that management have established and the overall responsibility for the Company's external and internal audit processes including the external auditors qualifications, independence and performance.

The Committee shall have the authority and funding to retain independent legal, accounting and other consultants to advise the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisers employed by the Committee and to the independent auditor employed by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties.

The Committee shall be accountable to the Board. In the course of fulfilling its specific responsibilities, the Committee shall maintain an open communication between the Company's external auditor and the Board.

The responsibilities of a member of the Committee shall be in addition to such member's duties as a member of the Board.

The Committee has the duty to determine whether the Company's financial disclosures are complete, accurate, are in accordance with generally accepted accounting principles and fairly present the financial position and risks of the organization. The Committee should, where it deems appropriate, resolve disagreements, if any, between management and the external auditor, and review compliance with laws and regulations and the Company's own policies.

The Committee will provide the Board with such recommendations and reports with respect to the financial disclosures of the Company as it deems advisable.

2. Membership and Composition

The Committee shall consist of at least three Directors who shall serve on behalf of the Board, of which at least two members shall be independent. The members shall be appointed annually by the Board and shall meet the independence, financial literacy and experience requirements of the applicable stock exchanges, National Instrument 52-110, and other regulatory agencies as required.

Financial literacy requires that all members of the Committee shall have the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are

generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements. At least one member of the Committee shall be able to analyze and interpret a full set of financial statements, including the notes attached, in accordance with Canadian generally accepted accounting principles and at least one member of the Committee shall qualify and be designated as the Audit Committee Financial Expert as determined in the judgment of the Board with reference to applicable law and stock exchange rules.

A majority of Members will constitute a quorum for a meeting of the Committee.

The Board will appoint one Member to act as the Chair of the Committee. In his or her absence, the Committee may appoint another person provided a quorum is present. The Chair will appoint a Secretary of the meeting, who need not be a member of the committee and who will maintain the minutes of the meeting.

3. Meetings

At the request of the external auditor, the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer of the Company or any member of the Committee, the Chair will convene a meeting of the Committee. In advance of every meeting of the Committee, the Chair, with the assistance of the Chief Financial Officer, will ensure that the agenda and meeting materials are distributed in a timely manner.

The Committee shall meet regularly and at least on a quarterly basis.

4. Duties and Responsibilities

The Committee shall take charge of all responsibilities imparted on an audit committee of the Company, as they may apply from time to time, under the Canada Business Corporations Act, National Instrument 52-110, and stock exchange rules. The duties and responsibilities of the Committee include the following:

4.1 Financial Reporting and Disclosure

- a. Review and discuss with management and the external auditor at the completion of the annual examination:
 - i. the Company's audited financial statements and related notes;
 - ii. the external auditor's audit of the financial statements and their report;
 - iii. any significant changes required in the external auditor's audit plan;
 - iv. any serious difficulties or disputes with management encountered during the course of the audit; and
 - v. other matters related to the conduct of the audit, which are to be communicated to the Committee under International Financial Reporting Standards.
- b. Review and discuss with management and the external auditor at the completion of any review engagement or other examination, the Company's quarterly financial statements.

- c. Review, discuss with management the annual reports, the quarterly reports, the Management Discussion and Analysis ("MD&A"), Annual Information Form, prospectus, financial press releases and other disclosures and, if thought advisable, recommend the acceptance of such documents to the Board for approval.
- d. Review and discuss with management any guidance being provided to shareholders on the expected future results and financial performance of the Company and provide their recommendations on such documents to the Board.
- e. Inquire of the auditors the quality and acceptability of the Company's accounting principles, including the clarity of financial disclosure and the degree of conservatism or aggressiveness of the accounting policies and estimates.
- f. Review the Company's compliance with any policies and reports received from regulators. Discuss with management and the independent auditor the effect on the Company's financial statements of significant regulatory initiatives.
- g. Meet with the external auditor and management in separate executive sessions, as necessary or appropriate, to discuss any matters that the Committee or any of these groups believe should be discussed privately with the Audit Committee.
- h. Ensure that management has the proper system and procedures are in place so that the Company's financial statements, financial reports and other financial information including all Company disclosure of financial information extracted or derived from the Company's financial statements, and that they satisfy all legal and regulatory requirements. The Audit Committee shall periodically assess the adequacy of such procedures.
- i. Review with the Company's counsel, management and the independent auditors any legal or regulatory matter, including reports or correspondence, which could have a material impact on the Company's financial statements or compliance policies.
- j. Based on discussions with the independent auditor concerning the audit, the financial statement review and such other matters as the Committee deems appropriate, recommend to the Board the filing of the audited annual and unaudited quarterly financial statements and MD&A on SEDAR.

4.2 External Auditor

- a. Be responsible for the recommendation to the Board and the shareholders for the appointment of the Company's independent auditor and for the compensation, retention and oversight of the work of the independent auditor employed by the Company. The independent auditor shall report directly to the Committee. The Audit Committee shall be responsible to resolve any disagreements between management and the auditors regarding financial reporting.
- b. Consider, in consultation with the external auditor, the audit scope and plan of the external auditor.

- c. Approve the external auditor to be nominated, the cost of their services and review the performance of the auditor.
- d. Confirm with the external auditor and receive written confirmation at least once per year as to the external auditor's internal processes and quality control and disclosure of any investigations or government enquiries, reviews or investigations of the external auditor.
- e. Take reasonable steps to confirm at least annually the independence of the external auditor, which shall include:
 - i. ensuring receipt from the external auditor of a formal written statement delineating all relationships between the external auditor and the Company, consistent with International Financial Reporting Standards, and determine that they satisfy the requirements of all applicable securities legislation,
 - ii. considering and discussing with the external auditor any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the external auditor, and
 - iii. approve in advance any audit or permissible non-audit related services provided by the auditor to the Company with a view to ensuring independence of the auditor, and in accordance with any applicable regulatory requirements, including the requirements of all applicable securities regulations with respect to approval of non-audit related services performed by the auditor.

4.3 Internal Controls and Audit

- a. Review and assess the adequacy and effectiveness of the Company's systems of internal and management information systems through discussion with management and the external auditor to ensure that the Company maintains appropriate systems, is able to assess the pertinent risks of the Company and that the risk of a material misstatement in the financial disclosures can be detected.
- b. Assess the requirement for the appointment of an internal auditor for the Company.
- c. Inquire of management and the external auditor about the systems of internal controls that management and the Board of Directors have established and the effectiveness of those systems. In addition, inquire of management and the external auditor about significant financial risks or exposures and the steps management has taken to minimize such risks to the Company.
- d. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process required under applicable securities regulations. Review any significant deficiencies in the design and operation of disclosure controls and procedures and any fraud involving management or other employees who have a significant role in the Company's internal controls.

4.4 General

- a. Conduct an ongoing review of any transaction now in effect, and review and approve in advance any proposed transaction, that could be within the scope of "related party transactions" as such term is defined in the applicable securities regulations and establish appropriate procedures to receive material information about and prior notice of any such transaction.
- b. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- c. The Committee shall have the power to conduct or authorize investigations into any matter within the scope of this Charter. It may request any officer or employee of the Company, its external legal counsel or external auditor to attend a meeting of the Committee or to meet with any member(s) of the Committee.
- d. Review the qualifications of the accounting and financial personnel.
- e. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

4.5 Oversight Function

While the Committee has the responsibilities and powers set out in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate or are in accordance with the International Financial Reporting Standards (IFRS) and applicable rules and regulations. These are the responsibilities of management and the external auditors. The Committee, the Chair and any Members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Corporation, and are specifically not accountable or responsible for the day to day operation or performance of such activities. Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of the Corporation's financial information or public disclosure.

5. Chair of the Committee

The Chair of the Committee:

- a. provides leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;

- b. chairs meetings of the Committee, unless not present, and reports to the Board of Directors following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- c. ensures that the Committee meets on a regular basis and at least quarterly;
- d. in consultation with the Chair of the Board and the Committee members, establishes a calendar for holding meetings of the Committee;
- e. establishes the agenda for each meeting of the Committee, with input from other Committee members, the Chair of the Board, and any other parties as applicable;
- f. acts as liaison and maintains communication with the Chair of the Board and the Board to optimize and co-ordinate input from Board members, and to optimize the effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;
- g. reports annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole;
- h. ensures that the members of the Committee understand and discharge their duties and obligations;
- i. fosters ethical and responsible decision making by the Committee and its individual members;
- j. together with the Corporate Governance and Nominating Committee, oversees the structure, composition, membership and activities delegated to the Committee from time to time;
- k. ensures that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approves work to be done for the Committee by consultants;
- l. facilitates effective communication between members of the Committee and management;
- m. performs such other duties and responsibilities as may be delegated to the Chair by the Board of Directors from time to time.

The Charter will be reviewed annually to reassess its adequacy and any recommended changes will be submitted to the Board for approval.

SCHEDULE "B"
Surge Exploration Inc.
Change of Auditor Reporting Package

Schedule "B"

Copper Creek
Gold Corp.

Suite 1220 - 789 W Pender Street
Vancouver, BC V6C 1H2
Telephone: (236) 521-0207

Sam S. Mah Inc. Chartered Professional Accountant
James Stafford, Inc.
British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

NOTICE OF CHANGE OF AUDITOR
(the "Notice")

TAKE NOTICE THAT:

Pursuant to Part 4.11 of National Instrument 51-102, Copper Creek Gold Corp. (the "Company") hereby gives notice and confirms that:

1. Sam S. Mah Inc. Chartered Professional Accountant (the "Former Auditor") of 2001 - 1177 West Hastings Street, Vancouver, BC V6E 2K3, has resigned as auditor from the Company effective February 2, 2018.
2. The Former Auditor resigned at the request of the Company.
3. The resignation of Sam S. Mah Inc. Chartered Professional Accountant and the appointment of James Stafford, Inc. (the "Successor Auditor") were considered and approved by the Audit Committee and the board of directors of the Company.
4. The audit report of Sam S. Mah Inc. Chartered Professional Accountant on the financial statements of the Company for the fiscal years ended December 31, 2016 and December 31, 2015 did not contain any reservation. Sam S. Mah Inc. Chartered Professional Accountant has not reported on any financial statements of the Company subsequent to December 31, 2016, the most recently completed period for which its audit report was issued.
5. There are no reportable events as defined in Part 4.11 of National Instrument 51-102 between the Company and the Former Auditor.

DATED the 20th day of February, 2018

COPPER CREEK GOLD CORP.



Robert Guanzon, CFO

SAM S. MAH INC.

Chartered Professional Accountant
#2001-1177 West Hastings Street
Vancouver, B.C. V6E 2K3

Tel: (604) 617-8858
Fax: (604) 688-8479
E-Mail: sam_mah@telus.net

February 20, 2018

British Columbia Securities Commission

12th Floor - 701 West Georgia Street
PO Box 10142 Pacific Centre
Vancouver, BC, V7Y 1G6

Ontario Securities Commission

20 Queen Street West, Suite 1903
Toronto, ON M5H 3S8

Alberta Securities Commission

4th Floor, 300 – 5th Avenue SW
Calgary, AB T2P 3C4

Dear Sirs:

Re: Copper Creek Gold Corp. (“Company”) - Notice Pursuant to National Instrument 51-102 Change of Auditor

We have read the Notice of Change of Auditor of the Company dated February 20, 2018 concerning our resignation as auditors of the Company as at February 20, 2018.

In accordance with National Instrument 51-102, based on our knowledge at this time, we advise that we are in agreement with the information contained in the above mentioned Notice.

Yours truly,

“Sam S. Mah”

Sam S. Mah, CPA, CA

cc. Copper Creek Gold Corp.

JAMES STAFFORD

James Stafford, Inc.
Chartered Professional Accountants
Suite 350 – 1111 Melville Street
Vancouver, British Columbia
Canada V6E 3V6
Telephone +1 604 669 0711
Facsimile +1 604 669 0754
www.JamesStafford.ca

20 February 2018

British Columbia Securities Commission
12th Floor, 701 West Georgia Street
Vancouver, BC V7Y 1L2

Alberta Securities Commission
300 5th Avenue SW 4th Floor
Calgary, AB T2P 3C4

**Subject: Copper Creek Gold Corp. (the “Company”)
Notice Pursuant to National Instrument 51-102 – Change of Auditor**

Dear Sirs:

As required by Part 4.11 of National Instrument 51-102, we have reviewed the information contained in the Company’s Notice of Change of Auditor dated 20 February 2018 (the “Notice”) and hereby confirm our agreement with the information contained in the Notice, except that we are not in a position to agree or disagree with the Company’s statement that there are no reportable events between the Company and Sam S. Mah Inc. The confirmation is based on our knowledge of the information as at the date of this letter.

We understand that the Notice of Change of Auditor, along with this letter and a similar letter from Sam S. Mah Inc. will be filed with the securities regulatory authorities and provided to the Company’s registered shareholders with the meeting materials relating to the Company’s next annual general meeting of shareholders.

Yours truly,
JAMES STAFFORD

Per: *“Bradley Stafford”*
J. Bradley Stafford
CPA, CA

