

CANVASS VENTURES LTD.
3421 W. 37th Avenue
Vancouver, British Columbia V6N 2V5

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Canvass Ventures Ltd. (the “**Company**”) will be held at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2 on Thursday, August 23, 2018 at 9:00 a.m. (Vancouver, British Columbia time) for the following purposes:

1. to receive the financial statements of the Company for the year ended March 31, 2018, together with the auditor’s report thereon;
2. to elect by ordinary resolution directors to hold office until the next annual general meeting of the Company;
3. to appoint by ordinary resolution Dale Matheson Carr-Hilton Labonte LLP as auditor of the Company for the ensuing year;
4. to authorize by ordinary resolution the directors of the Company to determine the remuneration to be paid to the auditor;
5. to ratify and approve by ordinary resolution the ten percent (10%) rolling stock option plan of the Company, as more fully described in the information circular dated July 24, 2018 accompanying this notice of Meeting (the “**Information Circular**”), as required annually by the policies of the TSX Venture Exchange;
6. to authorize and approve by special resolution the consolidation of the issued and outstanding common shares of the Company (the “**Common Shares**”) on a basis of up to ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share, or such other basis (including such other consolidation ratio) that the directors of the Company may deem adequate, as more particularly set out in the section of the Information Circular entitled “Particulars of Matters to be Acted Upon – Consolidation of Common Shares”; and
7. to transact such further or other business as may properly come before the Meeting or at any adjournment or adjournments thereof.

Only shareholders of the Company at the close of business on Wednesday, July 18, 2018 will be entitled to notice of and to vote at the Meeting. All shareholders entitled to vote at the Meeting may do so in person or by proxy. The board of directors requests that shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to AST Trust Company (Canada). If a shareholder does not deliver a proxy to AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, or alternatively, by facsimile to (416) 368-2502 or toll free in Canada and the United States to 1-866-781-3111 or by email to proxyvote@astfinancial.com, by 9:00 a.m. (Vancouver, British Columbia time), on Tuesday, August 21, 2018 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used), then such shareholder will not be entitled to vote at the Meeting by proxy.

DATED at Vancouver, BC, this 24th day of July, 2018.

ON BEHALF OF THE BOARD

“Martin Burian”

Martin Burian,
President, Chief Executive Officer,
Chief Financial Officer and director

CANVASS VENTURES LTD.
3421 W. 37th Avenue
Vancouver, British Columbia V6N 2V5

INFORMATION CIRCULAR

(as at July 24, 2018, except as indicated)

SOLICITATION OF PROXIES

This information circular (the “**Information Circular**”) is provided in connection with the solicitation of proxies by management of Canvass Ventures Ltd. (the “**Company**”). The form of proxy which accompanies this Information Circular (the “**Proxy**”) is for use at the annual general and special meeting of the shareholders of the Company to be held on Thursday, August 23, 2018 (the “**Meeting**”), at the time and place set out in the accompanying notice of meeting (the “**Notice of Meeting**”).

In this Information Circular, references to “the Company”, “we” and “our” refer to the Company. “Common Shares” or “Shares” means Common shares in the capital of the Company. “Beneficial Shareholders” or “Non-Registered Shareholders” means shareholders who do not hold Common Shares in their own name and “Intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

The solicitation will be primarily by mail, but directors or officers of the Company may also solicit proxies personally or by telephone. The Company has arranged for Intermediaries to forward the Meeting materials to Beneficial Shareholders of the Common Shares held of record by those Intermediaries and we may reimburse the Intermediaries for their reasonable fees and disbursements in that regard. No solicitation will be made by agents. The cost of solicitation will be borne by the Company.

APPOINTMENT OF PROXYHOLDER

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the shareholder’s proxyholder. The persons whose names are printed in the enclosed form of proxy for the Meeting are officers or directors of the Company (the “**Management Proxyholders**”).

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder. The only methods by which you may appoint a person as proxy are submitting a proxy by mail, hand delivery or fax.

VOTING BY PROXY

Common Shares of the Company represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the shareholder on any ballot that may be called for.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, such person will vote in favour of the matters proposed at the Meeting and for all other matters proposed by management at the Meeting.

The enclosed Proxy also confers discretionary authority upon the person named therein as proxyholder 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) amendments or variations to matters identified therein, and
- (c) other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, or alternatively, by facsimile to (416) 368-2502 or toll free in Canada and the United States to 1-866-781-3111 or by email to proxyvote@astfinancial.com, by 9:00 a.m. (Vancouver, British Columbia time) on Tuesday, August 21, 2018, or before forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, unless the Chairman of the Meeting elects to exercise his discretion to accept proxies deposited subsequently.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares at the close of business on Wednesday, July 18, 2018 or duly appointed proxyholders thereof are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the Shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the Shares; a bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs (as such terms are defined in the *Income Tax Act* (Canada)) and similar plans; or a clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your Shares through a broker, you are likely a non-registered holder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those non-registered holders who have objected to disclosing ownership information about themselves to the Company are referred to as "OBOs".

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the form of proxy, to the Nominees for distribution to non-registered holders. The Company does not intend to pay for Nominees to deliver the Notice of Meeting, this Information Circular and VIF (as defined below) to OBOs and accordingly, if the OBO's Nominee does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy.

By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the Shares which they beneficially own. If a non-registered holder who receives a VIF wishes to attend the Meeting or have someone else attend on his, her or its behalf, the non-registered shareholder may appoint a legal proxy as set forth in the VIF, which will give the non-registered shareholder or his, her or its Nominee the right to attend and vote at the Meeting. Non-registered shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company will send proxy-related materials directly to “NOBOs”. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee 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.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the registered shareholder or by his attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders who wish to change their vote must, at least seven (7) days before the Meeting, arrange for their respective Intermediaries to revoke the proxy on their behalf.**

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value, an unlimited number of Class A Voting Preferred shares without par value and an unlimited number of Class B Non-Voting Preferred shares without par value. As of the date of the accompanying Notice of Meeting, there are 9,110,000 Common Shares issued and outstanding and no Class A Voting or Class B Non-Voting Preferred shares issued and outstanding. The holders of Common Shares are entitled to one vote for each Common Share held.

Shareholders registered as at the close of business on Wednesday, July 18, 2018, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the

person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

Each ordinary resolution to be voted on at the Meeting must be passed by a simple majority (greater than one half) of the votes cast on the resolution. Any special resolution to be voted on at the Meeting must be passed by two-thirds of the votes cast on the resolution.

To the knowledge of the directors or senior officers of the Company, no person beneficially owns, directly or indirectly or exercises control or direction over, Shares carrying more than ten percent (10%) of the voting rights attached to the Company's issued and outstanding Common Shares, as at the date hereof.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

All capitalized terms used herein shall have the meaning ascribed thereto in the TSX Venture Exchange (the "**Exchange**") Policy 2.4 (the "**CPC Policy**"), unless otherwise defined herein. Section 8.1 of the CPC Policy states that until the completion of a Qualifying Transaction, no payment of any kind may be made, directly or indirectly, by a CPC to a Non-Arm's Length Party of the CPC or a Non-Arm's Length Party to the Qualifying Transaction, or to any person engaged in Investor Relations Activities in respect of the CPC or the securities of the CPC or any resulting issuer by any means including,

- (a) remuneration, which includes, but is not limited to:
 - (i) salaries;
 - (ii) consulting fees;
 - (iii) management contract fees or directors' fees;
 - (iv) finders' fees;
 - (v) loans;
 - (vi) advances; and
 - (vii) bonuses; and
- (b) deposits and similar payments.

The only compensation that is permitted to the directors, officers, employees and consultants of the Company, so long as it is a CPC, is the granting of incentive stock options. Due to the foregoing limitation, the board of directors of the Company (the "**Board**") does not consider the implications of the risks associated with the Company's compensation policies and practices.

Director and Named Executive Officer Compensation

"**CEO**" means each individual who served as chief executive officer of the Company or acted in a similar capacity during the most recently completed financial year.

“**CFO**” means each individual who served as chief financial officer of the Company or acted in a similar capacity during the most recently completed financial year.

“**executive officer**” means the chair, a vice-chair, the president, a vice-president in charge of a principal business unit, division or function of the Company and an officer of the Company or any of its subsidiaries, and any other individual, who performed a policy-making function in respect of the Company.

“**Named Executive Officer**” or “**NEO**” means:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, 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 company, and was not acting in a similar capacity, at the end of that financial year.

At the end of the Company’s most recently completed financial year, Martin Burian, the Company’s President, CEO and CFO was the only Named Executive Officer. There were no other executive officers of the Company, or other individuals that served as executive officers, whose total compensation exceeded \$150,000 since the Company’s inception on February 27, 2017. The following table sets forth all compensation for services to the Company for the year ended March 31, 2018 in respect of the sole Named Executive Officer and the directors of the Company.

Table of Director and Named Executive Officer Compensation, Excluding Compensation Securities

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Martin Burian <i>President, CEO, CFO and director (Named Executive Officer)</i>	Ended March 31, 2018	Nil	Nil	Nil	Nil	Nil	Nil

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Nicholas Glass <i>Corporate Secretary and director</i>	Ended March 31, 2018	Nil	Nil	Nil	Nil	Nil	Nil
Guido Cloetens <i>Chairman and director</i>	Ended March 31, 2018	Nil	Nil	Nil	Nil	Nil	Nil

External Management Companies

The directors and executive officers perform all management functions of the Company and the Company has no management agreements or arrangements with any other person to perform or provide these functions.

Stock Option and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and Named Executive Officer by the Company in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company:

Compensation Securities

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Martin Burian <i>President, CEO, CFO and director (Named Executive Officer)</i>	Stock Options	100,000	June 26, 2017	\$0.10	\$0.19	\$0.19	June 26, 2022
		150,000	December 6, 2017	\$0.20	\$0.19	\$0.19	December 6, 2022
Nicholas Glass <i>Corporate Secretary and director</i>	Stock Options	100,000	June 26, 2017	\$0.10	\$0.19	\$0.19	June 26, 2022
Guido Cloetens <i>Chairman and director</i>	Stock Options	100,000	June 26, 2017	\$0.10	\$0.19	\$0.19	June 26, 2022
		150,000	December 6, 2017	\$0.15	\$0.19	\$0.19	December 6, 2022

Exercise of Compensation Securities by Directors and NEOs

No director or named executive officer of the Company exercised compensation securities during the most recently completed financial year.

Stock Option Plans and Other Incentive Plans

The Company adopted a stock option plan on April 6, 2017 (the “**Option Plan**”) for senior officers, directors, employees and consultants of the Company. The Option Plan provides for the issuance of stock options to acquire up to ten percent (10%) of the Company’s issued and outstanding capital as at the date of grant, subject to standard anti-dilution adjustment. This is a “rolling plan” as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company’s issued and outstanding share capital increases. At no time will more than ten percent (10%) of the outstanding Common Shares of the Company be subject to grant under the Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares of the Company in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Option Plan. The Company has no incentive plans other than the Option Plan.

Employment, Consulting and Management Agreements

The Company has no salaried employees. All work is performed by directors and executive officers.

Oversight and Description of Director and Named Executive Officer Compensation

The Company does not compensate directors with directors’ fees.

Any changes to executive and director compensation would be subject to Board approval.

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company.

Pension Disclosure

The Company has no pension or retirement plans.

Equity Compensation Plan Disclosure

The Company has no equity compensation plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As of the date hereof and during the year ended March 31, 2018 there was no indebtedness owing to the Company in connection with the purchase of securities or other indebtedness by any current or former executive officers, directors or employees of the Company.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

At no time during the year ended March 31, 2018, or at any time from March 31, 2018 to the date hereof, was, a director, executive officer or senior officer of the Company, each proposed nominee for election as a director, and each associate of any such director, officer or proposed nominee indebted to the Company or any subsidiary or whose indebtedness to another entity is, or at any time during the year ended March 31, 2018, or at any time from March 31, 2018 to the date hereof, been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, no director or officer of the Company, nor any proposed nominee for election as a director of the Company, nor any other insider of the Company, nor any associate or affiliate of any one of them, has or has had, at any time since the beginning of the financial period ended March 31, 2018, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Company.

INTEREST OF DIRECTORS AND OFFICERS IN MATTERS TO BE ACTED UPON

Except as disclosed in this Information Circular, no person who has been a director or senior officer of the Company since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the aforementioned persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

APPOINTMENT OF AUDITOR

Management intends to nominate Dale Matheson Carr-Hilton Labonte LLP, of Suite 1500 – 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors. Dale Matheson Carr-Hilton Labonte LLP was first appointed as the Company's auditor on April 6, 2017.

MANAGEMENT CONTRACTS

Other than as disclosed in this Information Circular, no management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company or a subsidiary.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The Company is a venture issuer as defined under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and each venture issuer is required to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Company is required to have an audit committee (the “**Audit Committee**”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or

an affiliate of the Company. The Company's current Audit Committee is comprised of Martin Burian, Nicholas Glass and Guido Cloetens.

The Audit Committee's Charter

The Company's Audit Committee is governed by its Audit Committee Charter, a copy of which is annexed hereto as Schedule "A".

Composition of the Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current Audit Committee members, only Guido Cloetens is "independent" within the meaning of NI 52-110. Martin Burian is not "independent" as he is also the President, CEO and CFO of the Company and Nicholas Glass is not "independent" as he is also the Corporate Secretary of the Company.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of the Audit Committee are "financially literate" as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member. All the audit committee members are "financially literate", as such term is defined in NI 52-110. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an Audit Committee member.

Relevant Education and Experience

Martin Burian

Mr. Burian holds both the Chartered Professional Accountant and the Chartered Business Valuation designations, which he obtained while at KPMG LLP. Prior to obtaining these designations, Mr. Burian obtained a Bachelor of Commerce from the University of British Columbia.

Mr. Burian is a businessman with over 25 years of investing banking experience. He is currently Managing Director, Investment Banking of RCI Capital Group and part-time CFO at Heffel Gallery Limited. From 2010 until 2013, Mr. Burian was the Managing Director of Investment Banking at Haywood Securities Inc. Prior to assuming this position, Mr. Burian served initially as Vice-President of Corporate Finance and later as President of Bolder Investment Partners from 2009 until its merger with Haywood Securities Inc. in 2010. Mr. Burian has also held CFO positions with ML Gold Ltd. and Tinkerine Studios Ltd.

Mr. Burian is also a director of multiple publicly traded companies. He is a director of Ynvisible Communications Inc. an electronics display issuer traded on the Exchange, Assure Holdings Corp., a bio-medical consumer products issuer traded on the Exchange, Elysee Development Corp., an investment issuer traded on the Exchange, and Canarc Resource Corp. a resource issuer listed on the Toronto Stock Exchange.

Nicholas Glass

Mr. Glass is a practicing lawyer who currently runs his own practice as a mediator and arbitrator in labour relations disputes and civil claims. He has a wide array of commercial experience acting as a civil trial lawyer at the firm of Swinton and Company (which later joined Miller Thomson LLP) from 1972 to 1990.

Mr. Glass also has extensive experience serving as a director of publicly traded companies. He served as both a director and a member of the Audit Committee of Atlas Cloud Enterprises Inc., a co-locations services issuer traded on the Canadian Securities Exchange from 2014 to 2017. Mr. Glass also served as a director of Calico Resources Corporation, a resource issuer traded on the Exchange, from 2010 to 2013.

Mr. Glass obtained a Master of Arts in Modern History from Oxford University (Trinity College) and is admitted to both the Bar of England & Wales, and the Bar of British Columbia.

Guido Cloetens

Mr. Cloetens is a businessman with over 30 years of extensive wealth management and institutional investing experience in Europe. Mr. Cloetens is currently the Chairman, Chief Executive Officer and a director of Elysee Development Corp., an investment issuer whose shares are publicly traded on the Exchange. Mr. Cloetens has also served as a Senior Investment Advisor of ABN AMRO Bank.

Mr. Cloetens is also the founder and CEO of Lucato bvba and La Vérité bvba. Both are closely-held private consulting companies which provide financial advisement and management services, in addition to holding a portfolio of real estate and other investments.

Mr. Cloetens obtained a degree in Corporate Finance, Investment and Financial Statement Analysis from the EHSAL Management School in Brussels, Belgium.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimus Non-Audit Services*) of NI 52-110,
- (b) the exemption in subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*),
- (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*),
- (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or
- (e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemption*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditor in the financial year ended March 31, 2018 are approximately as follows:

Financial Year Ending	Audit Fees	Audit Related Fees ¹	Tax Fees ²	All Other Fees ³
March 31, 2018	\$8,103.50	Nil	Nil	Nil

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 as the Company is a "venture issuer". As a result, the Company is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") requires the Company to disclose its corporate governance practices by providing in the Information Circular the disclosure required by Form 58-101F2. NI 58-201 establishes corporate governance guidelines which apply to all public companies.

The Board believes that good corporate governance improves corporate performances and benefits all Shareholders. The Canadian Securities Administrators (the "CSA") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. A "material relationship" is defined therein as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The mandate of the Board is to act in the best interests of the Company and to supervise management. The Board will be responsible for approving long-term strategic plans and annual operating budgets recommended by management. The Board's consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions. Any responsibility which is not delegated to management or to the committees of the Board remains with the Board. The

Board meets on a regular basis consistent with the state of the Company's affairs and also from time to time as deemed necessary to enable it to fulfill its responsibilities.

Of the current Board members, only Guido Cloetens is "independent" within the meaning of NI 52-110. Martin Burian is not "independent" as he is also the President, CEO and CFO of the Company and Nicholas Glass is not "independent" as he is also the Corporate Secretary of the Company.

Orientation and Continuing Education

When new directors are appointed, they will receive orientation, commensurate with their previous experience, on the Company's properties, business and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by the applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed in light of such change.

Compensation

The Board will determine the compensation for the directors and NEOs of the Company. A summary of the compensation received by the NEOs and directors of the Company for the year ended March 31, 2018 is provided in this Information Circular under the heading: "Statement of Executive Compensation".

Other Board Committees

The Board has no standing committees other than the Audit Committee.

Assessments

The Board regularly assesses its own effectiveness and the effectiveness and contribution of each Board committee and director.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

At the Meeting, shareholders are required to elect the directors of the Company. The persons named below are the nominees of management for election as directors. Each director elected will hold office

until his successor is elected or appointed, unless his office is earlier vacated under any of the relevant provisions of the Articles of the Company or the *Business Corporations Act* (British Columbia).

The persons designated as proxyholders in the accompanying Instrument of Proxy (absent contrary directions) intend to vote FOR the election of the directors as set forth above and therein. The Company does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by the persons designated as proxyholders in the accompanying Proxy will be voted for another nominee in their discretion unless the shareholder has specified in his or her form of proxy that his or her Common Shares are to be withheld from voting in the election of directors.

The following table sets forth the name of each of the persons proposed to be nominated for election as a director and the name of each of the persons whose term of office, if elected, shall continue after the meeting; all positions and offices in the Company presently held by such nominees, the nominees' municipality and country of residence, principal occupation at the present time and during the preceding five years, the period(s) during which the respective nominees have served as directors, and the number and percentage of Common Shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised, as of the date hereof.

Name, Place of Residence and Position with Company	Present and Principal Occupation during the last five years	Date of Appointment as Director	Common Shares Beneficially Owned⁽¹⁾
Martin Burian⁽²⁾ , Vancouver, British Columbia, Canada	Currently Managing Director, Investment Banking of RCI Capital Group, also part-time CFO at Heffel Gallery Limited, and previously the CFO of ML Gold Ltd. and Tinkerine Studios Ltd.	February 27, 2017	670,000
Guido Cloetens⁽²⁾ , Zemst, Brabant, Belgium	Currently CEO, director and Chairman of Elysee Develoment Corp. A publicly trade company. CEO of La Vérité bvba and Lucato bvba.	February 27, 2017	670,000
Nicholas Glass⁽²⁾ , Vancouver, British Columbia, Canada	Currently and previously self-employed as a lawyer.	February 27, 2017	880,000

Notes:

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at July 24, 2018, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such Shares are held directly.

(2) Member of the Audit Committee.

Please see “*Audit Committee – Relevant Education and Experience*” above for biographical information regarding each director of the Board.

Other Reporting Issuer Experience

The following table sets out the names of the directors of the Company that are directors of other issuers that are reporting issuers (or the equivalent) in Canada or a foreign jurisdiction, the name of such reporting issuers and the name of the exchange or market applicable to such reporting issuers.

Name	Name of Reporting Issuer	Name of Exchange or Market
Martin Burian	Canarc Resource Corp. Ynvisible Communications Inc. Assure Holdings Corp. Elysee Development Corp. Russell Breweries Inc.	Toronto Stock Exchange TSX Venture Exchange TSX Venture Exchange TSX Venture Exchange TSX Venture Exchange
Guido Cloetens	Elysee Development Corp.	TSX Venture Exchange
Nicholas Glass	-	-

Cease Trade Orders, Bankruptcies and Penalties

To the knowledge of the Company's management, no director or proposed director:

- (a) is, as at the date of the Information Circular, or has been within ten (10) years before the date of the Information Circular, a director, CEO, CFO of any company (including the Company) that:
 - (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
 - (ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (b) is, as at the date of this Information Circular, or has been within ten (10) years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Ratification and Approval of Stock Option Plan

The Company adopted the Option Plan for senior officers, directors, employees and consultants of the Company. The Option Plan provides for the issuance of stock options to acquire up to ten percent (10%) of the Company's issued and outstanding capital as at the date of grant, subject to standard anti-dilution adjustment. This is a "rolling plan" as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. At no time will more than ten percent (10%) of the outstanding shares be subject to grant under the Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares of the Company in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Option Plan.

The Exchange requires listed companies that have "rolling" stock option plans in place to receive shareholder approval to such plan on a yearly basis at the Company's annual general meeting. Accordingly, the shareholders of the Company will be asked at the Meeting to ratify and approve the Option Plan.

Qualified by full text, which can be accessed on SEDAR, the material terms of the Option Plan are as follows (capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Option Plan):

1. Options granted will not be permitted to exceed a term of five (5) years (subject to extension where the expiry date falls within a "blackout period" as defined therein).
2. The exercise price of any Options granted under the Option Plan will be determined by the Board, in its sole discretion, but shall not be less than the closing price of the Company's Common Shares on the last trading day before the directors grant such Options, less the maximum discount permitted by the Exchange, subject to a minimum exercise price of \$0.05 per Common Share.
3. No vesting requirements will apply to Options granted thereunder other than in relation to Options granted to persons providing investor relations activities; however, a four-month hold period will apply to all Options and to any Common Shares issued upon exercise of such Options, commencing from the date of the grant of the Options, if the exercise price of the stock Option is based on a discount from the Market Price and also for all stock Options granted to Insiders.
4. All Options are non-assignable and non-transferable.
5. The maximum aggregate number of Options that can be granted (i) to any one Person in a 12 month period may not exceed five percent (5%) of the issued Common Shares, unless the Company has obtained the requisite Disinterested Shareholder Approval; and (ii) to a Consultant in a 12 month period may not exceed two percent (2%) of the issued Common Shares, in both instances, where such percentages are calculated on the date the Options are granted. No more than an aggregate of two percent (2%) of the issued Common Shares may be granted to all persons retained to provide investor relations activities, calculated on the date the Options are granted.

6. If the Option holder ceases to be an Eligible Person (other than by reason of death), then all Options granted to such Option holder shall expire within 90 days following the date that the Option holder ceases to be an Eligible Person. If the Option holder ceases to be an Eligible Person by reason of death, the Option holder's heirs or administrators can exercise any portion of the outstanding Option, for a period of one year from the Option holder's death. If the Option holder is engaged in investor relations activities, the Options must expire within 30 days after the Option holder ceases to be employed by the Company to provide investor relations activities.
7. Disinterested Shareholder Approval must be obtained for (i) any reduction in the exercise price of an outstanding Option, if the Option holder is an Insider of the Company at the time of the proposed reduction; (ii) any grant of Options to Insiders, together with all of the Company's previously established and outstanding stock options plans or grants, within a 12 month period, exceeding ten percent (10%) of the Company's issued Common Shares; and (iii) any grant of Options to any one Person, within a 12 month period, exceeding five percent (5%) of the Company's issued Common Shares, calculated on the date the Options are granted.
8. Options will be adjusted in the event of any consolidation, subdivision, conversion or exchange of the Company's Common Shares.

The Option Plan is subject to receipt of annual Exchange acceptance to its filing. Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution approving, ratifying and confirming the Company's existing Option Plan.

Reference should be made to the full text of the Option Plan which will be made available at the records offices of the Company, 1600 - 925 West Georgia Street, Vancouver, BC V6C 3L2, until 4 p.m. on the business day immediately preceding the date of the Meeting.

The complete text of the ordinary resolution which management intends to place before the Meeting confirming the Option Plan is as follows:

“RESOLVED, as an ordinary resolution of Canvass Ventures Ltd. (the “**Company**”), that:

1. the Company's stock option plan adopted on April 6, 2017 (the “**Option Plan**”), with or without amendments as may be required by the TSX Venture Exchange, is hereby ratified, confirmed and approved;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Option Plan entitling all of the option holders in aggregate to purchase up to such number of Common Shares as is equal to ten percent (10%) of the number of Common Shares of the Company issued and outstanding on the applicable grant date; and
3. any one or more officers or directors of the Company be and are authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution.”

Consolidation of Common Shares

At the Meeting, the Company's shareholders will be asked to consider, and if thought appropriate, to pass a special resolution in the form set out below, which will allow but not obligate the Company to consolidate the issued and outstanding Common Shares of the Company on a basis of up to ten (10) pre-

consolidation Common Shares for one (1) post-consolidation Common Share, or such other basis (including such other consolidation ratio) that the directors of the Company may deem adequate (the “**Consolidation**”).

Reasons for Consolidation

Subject to obtaining all required approvals and authorizations, the Company will consider to implement the Consolidation in order to facilitate the structuring and negotiation of any future potential Qualifying Transaction (as such is defined under Exchange policies), including any potential issuance of the Company’s Common Shares thereunder. If approved and implemented, the Consolidation is expected to provide the Company with greater flexibility in respect of its issued and outstanding Share capital.

Effect of Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all of the Company’s issued and outstanding Common Shares and will occur at such time the directors of the Company deem fit. The Consolidation ratio will be the same for all such Common Shares and will affect all holders of Common Shares uniformly and will not affect any shareholder’s percentage ownership interest in the Company, except to the extent that the Consolidation would otherwise result in any shareholder owning a fractional Common Share. In the event that a shareholder would be entitled to receive a fractional Common Share after the Consolidation, each fractional Common Share will be rounded down to the next lowest whole number.

As the Company currently has an unlimited number of Common Shares authorized for issuance, the Consolidation will not have any effect on the number of Common Shares that remain available for future issuance. If the Consolidation is effected, the exercise or conversion price and the number of Common Shares issuable under outstanding incentive stock options will be proportionately adjusted. As at the date hereof, the Company has 9,110,000 pre-Consolidation Common Shares issued and outstanding. Upon completion of the Consolidation, the number of post-consolidation Common Shares issued and outstanding is expected to be 911,000 post-Consolidation Common Shares (on a non-diluted basis) if a 10:1 ratio is used for the Consolidation.

Shareholder Approval Authorizing the Consolidation

In accordance with the Articles of the Company and the *Business Corporations Act* (British Columbia), to be effective, the approval of the Consolidation requires approval by a special resolution, which may be passed by the shareholders of the Company at a general meeting. A special resolution at a general meeting is a resolution passed by a majority of not less than two-thirds of the votes cast in person or by proxy. **Management believes that the Consolidation is in the best interest of the Company and shareholders are urged to vote in favour of this special resolution.**

The complete text of the special resolution which management intends to place before the Meeting authorizing the Consolidation is as follows:

“RESOLVED as a special resolution of Canvass Ventures Ltd. (the “**Company**”) that, subject to obtaining all required approvals and authorizations, including the approval of the TSX Venture Exchange:

1. the issued and outstanding common shares of the Company (the “**Common Shares**”) be altered, at a date to be determined by the directors of the Company, by consolidating all of the Common Shares on a basis of up to ten (10) pre-consolidation Common Shares for one (1) post-

consolidation Common Share, or such other basis (including such other consolidation ratio) that the directors of the Company may deem adequate (the “**Consolidation**”);

2. any fractional Common Share of the Company arising upon the Consolidation be converted into whole shares of the Company as follows: (i) any fractional Common Share arising upon the Consolidation comprising less than one-half of one Common Share will be deemed to have been tendered by the registered owner to the Company for cancellation, and will be returned to the authorized but unissued share capital of the Company; and (ii) any fractional Common Share arising upon the Consolidation comprising greater than or equal to one-half of one Common Share will be converted into one whole Common Share;
3. the directors of the Company, in their sole and complete discretion, may act upon this special resolution to effect and implement the Consolidation and to determine the actual Consolidation basis (including the actual Consolidation ratio), or if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this special resolution notwithstanding shareholder approval of the Consolidation; and
4. any one or more officers or directors of the Company be and are authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this special resolution.”

(the “**Consolidation Resolution**”).

The persons designated as proxyholders in the accompanying Proxy (absent contrary directions) intend to vote FOR the Consolidation Resolution.

If the Consolidation Resolution is duly approved, and the Consolidation is in turn implemented by the Company, the Company’s registrar and transfer agent AST Trust Company (Canada) will, in due course, communicate with the Company’s shareholders to provide further instructions regarding certain post-Consolidation matters, including the surrendering and replacement of share certificates issued prior to the Consolidation.

GENERAL MATTERS

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company’s profile on the SEDAR website at www.sedar.com. Financial information relating to the Company is provided in the Company’s comparative financial statements and management discussion and analysis (“**MD&A**”) for the financial year ended March 31, 2018. Shareholders may contact the Company to request copies of the financial statements and MD&A by email to Martin Burian at martin@burian.ca.

BOARD APPROVAL

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

DATED this 24th day of July, 2018.

ON BEHALF OF THE BOARD

"Martin Burian"

Martin Burian,
President, Chief Executive Officer,
Chief Financial Officer and director

SCHEDULE "A"

CANVASS VENTURES LTD. (the "Company")

AUDIT COMMITTEE CHARTER

The Audit Committee of the Company (the "**Audit Committee**") is the committee of the board or directors of the Company (the "**Board**") to which the Board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

The Audit Committee will:

- (a) review and report to the Board on the following before they are published:
 - (i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company; and
 - (ii) the auditors report, if any, prepared in relation to those financial statements,
- (b) review the Company's annual and interim earnings press releases before the Company publicly discloses this information,
- (c) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures,
- (d) recommend to the Board:
 - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - (ii) the compensation of the external auditor,
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
- (f) monitor, evaluate and report to the Board on the integrity of the financial reporting process and the system of internal controls that management and the Board have established,
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company,
- (h) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,
- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor,
- (j) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company,
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with National Instrument 52-109,
- (l) review and recommend to the Board any changes to accounting policies,
- (m) review the opportunities and risks inherent in the Company's financial management and the effectiveness of the controls thereon; and
- (n) review major transactions (acquisitions, divestitures and funding).

Composition of the Committee

The committee will be composed of a minimum of three directors, of the Company. At a minimum each committee member will have no direct or indirect relationship with the Company which, in the view of the Board, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, such member will be provided a three month period in which to achieve the required level of financial literacy.

Authority

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors.

The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

Reporting

The reporting obligations of the committee will include:

- (a) reporting to the Board on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors meeting; and
- (b) reviewing, and reporting to the Board on its concurrence with, the disclosure required by Form 52-110F2 in any management information circular prepared by the Company.