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**MANAGEMENT INFORMATION CIRCULAR**  
**AS AT AND DATED NOVEMBER 6, 2018**  
**FOR SHAREHOLDER MEETING TO BE HELD MONDAY, DECEMBER 10, 2018**

This Management Information Circular (“**Information Circular**”) accompanies the Notice of the 2018 Annual General and Special Meeting (“**Notice of Meeting**”) of holders of Common Shares (“**shareholders**”) of International Lithium Corp. (the “**Company**”), scheduled to be held at 10:00 am Pacific Time on December 10, 2018, at Suite 400, 725 Granville Street, Vancouver, British Columbia (the “**Meeting**”), and is furnished in connection with a solicitation of proxies for use at that Meeting and at any adjournment or postponement of the Meeting, for the purposes set forth in the Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as of November 6, 2018.

In this Information Circular, references to the “**Company**”, “**we**” and “**our**” refer to International Lithium Corp. “**Common Shares**” or “**Shares**” means common shares without par value in the capital of the Company. “**Registered Shareholders**” means shareholders whose names appear on the records of the Company as the registered holders of Common Shares. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares registered in their own name. “**Intermediaries**” means brokers, investment firms, clearing houses or similar entities that own securities on behalf of Beneficial Shareholders.

As a shareholder of the Company, you have the right to vote your shares on all items that come before the Meeting. You can vote your shares either by proxy or in person at the Meeting. This Information Circular will provide you with information about these items and how to exercise your right to vote. It will also tell you about the director nominees, the proposed auditor, the compensation of directors and certain officers, our corporate governance practices, executive compensation philosophy and practices and particulars of other matters to be voted on.

**As a shareholder, to help you make an informed decision, it is important that you read this material carefully and vote your shares, either by proxy or in person at the meeting.**

Financial information of the Company and its subsidiaries is provided in its consolidated financial statements and management's discussion and analysis for the year ended December 31, 2017. These and other documents can be found on the website of SEDAR (System for Electronic Document Analysis and Retrieval) at [www.sedar.com](http://www.sedar.com). If you are a shareholder and you wish to receive the Company's annual financial statements and/or interim financial statements and the accompanying management's discussion and analysis, please complete and return the request card included in the Meeting materials.

**PERSONS OR COMPANIES MAKING THE SOLICITATION**

The form of proxy accompanying this Information Circular is being solicited by Management of the Company.

The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

Under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting*

*Issuer* (“**NI 54-101**”), reporting issuers and others have the option to use the “notice-and-access” method to post proxy-related materials on a website (in addition to the SEDAR website) and send a notice package to shareholders informing them of the availability of the proxy-related materials on such website instead of having to mail proxy-related materials to registered holders and to beneficial owners.

The Company is not relying on the notice-and-access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with this Meeting. Should the Company elect to use the notice-and-access mechanism in future, it will provide advance notification to shareholders.

### APPOINTMENT OF PROXYHOLDER

**Only shareholders whose names appear on the records of the Company (“Registered Shareholders”) or duly appointed proxyholders are permitted to vote at the Meeting.** The purpose of a proxy is to designate a person who will vote the proxy on a shareholder’s behalf in accordance with the instructions given by the shareholder in the proxy. Those Registered Shareholders so desiring may be represented by proxy at the Meeting. The persons named in the form of proxy accompanying this Information Circular are directors and/or officers of the Company (“**Management Appointees**”). **A shareholder has the right to appoint a person or company (who need not be a shareholder) to attend and act on the shareholder’s behalf at the Meeting other than the Management Appointees.** To exercise this right, the shareholder must either insert the name of the desired person in the blank space provided in the form of proxy accompanying this Information Circular and strike out the names of the Management Appointees, or submit another proper form of proxy.

### VOTING BY PROXY

The persons named in the accompanying form of proxy will vote or withhold from voting the shares represented by the proxy in accordance with your instructions, provided your instructions are clear. If you have specified a choice on any matter to be acted on at the Meeting, your shares will be voted or withheld from voting accordingly. If you do not specify a choice or where you specify both choices for any matter to be acted on, your shares will be voted in favour of all matters.

The enclosed form of proxy gives the persons named as proxy holders discretionary authority regarding amendments or variations to matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting. As of the date of this Information Circular, our management is not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any amendment, variation or other matter properly comes before the Meeting, the persons named in the form of proxy intend to vote on such other business in accordance with their judgement.

You may indicate the manner in which the persons named in the enclosed proxy are to vote on any matter by marking an “X” in the appropriate space. If you wish to give the persons named in the proxy a discretionary authority on any matter described in the proxy, then you should leave the space blank. In that case, the proxy holders nominated by management will vote the shares represented by your proxy in accordance with their judgment.

### VOTING BY NON-REGISTERED SHAREHOLDERS

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are non-registered shareholders (“**Non-registered Shareholders**”) because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your shares through a broker, you are likely a Non-registered Shareholder.

Non-registered Shareholders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered Holders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “OBOs”.

In accordance with the securities regulatory policy, we will have distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular, and the form of proxy directly to NOBOs and to the Nominees for onward distribution to OBOs. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO's Nominee assumes the costs of delivery.**

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting Materials sent to non-registered holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "VIF"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered holder is able to instruct the registered shareholder (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.

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. Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request (in writing) to the Company or its Nominee, as applicable, without expense to the Non-registered Shareholder, that the non-registered holder or his/her nominee be appointed as proxyholder and have 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.

## VOTING BY REGISTERED SHAREHOLDERS

**You are a Registered Shareholder** if your name appears on a share certificate or a DRS Statement. **If you are not sure whether you are a Registered Shareholder**, please contact Computershare Investor Services at 1-800-564-6253 or 1-514-982-7555 for clarification.

If you are a Registered Shareholder, you may vote by proxy whether or not you are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by doing either of the following:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), **by fax** within North America to 1-866-249-7775 and outside North America to +1 (416) 263-9524, **or by mail** or by hand to **8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1**; or
- (b) use a touchtone **phone** to transmit voting choices by toll-free number in North America to 1-866-732-VOTE (8683) or to +1-312-588-4290 outside North America. In the case of Beneficial Non-Registered Shareholders, the toll-free telephone number is 1-866-734-VOTE (8683). Registered Shareholders must follow the instructions on the voice response system and refer to the Proxy for their account number and proxy access number; or
- (c) use the **Internet** through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com) (**French: [www.voteendirect.com](http://www.voteendirect.com)**). Registered Shareholders must follow the instructions that appear on the screen and refer to the Proxy for their account number and proxy access number.

**In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the start of the Meeting or the adjournment thereof at which the Proxy is to be used.**

## RETURN OF PROXIES

To be effective, the proxy must be **dated and signed** and, together with the power of attorney or other authority, if any, under which it is signed notarial certified copy of it, deposited either at the office of

Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, FACSIMILE (within North America) 1-866-249-7775 (outside North America) (416) 263-9524, or by fax, hand or by mail or to the Company's head office at the address listed on the cover page of this Information Circular, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the start of the Meeting or any adjournment or postponement thereof.

### REVOCABILITY OF PROXY

If you are a Registered Shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either: (a) signing a proxy bearing a later date; or (b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed as set out in the notes to the proxy.

The later proxy or the notice of revocation must be delivered to the office of the Company's registrar and transfer agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting on the day of the Meeting or any adjournment.

If you are a Non-registered Shareholder who wishes to revoke a VIF or to revoke a waiver of your right to receive Meeting materials and to give voting instructions, you must give written instructions to your Nominee at least seven days before the Meeting.

### VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The directors have determined that all shareholders of record as of November 6, 2018 (the "**Record Date**") will be entitled to receive notice of, attend and vote at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares without par value, of which 94,995,902 Common Shares are issued and outstanding as of November 6, 2018. There is one class of shares only.

At the Meeting, on a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each share. In order to approve a motion proposed at the Meeting, a majority of at least 50% plus one vote of the votes cast will be required to pass an ordinary resolution, and a majority of at least 2/3 of the votes cast will be required to pass a special resolution.

To the knowledge of the directors and executive officers of the Company, as at the date of this Information Circular, the following companies beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the outstanding voting rights attached to all shares of the Company:

Name of Shareholder	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Approximate Percentage of Issued and Outstanding Shares
GFL International Co., Ltd. (subsidiary company of Jiangxi Ganfeng Lithium Co. Ltd. which is a public company listed on the Shenzhen and Hong Kong Stock Exchanges)	15,431,326	16.24%

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, or controls or directs, directly or indirectly, Common Shares, or a combination of both, carrying more than ten per cent (10%) of the voting rights attached to the outstanding Common Shares of the Company (an "Insider"); (c) director or executive officer of a person or company that is itself an Insider or subsidiary of the Company; or (d) any associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year, or in any proposed transaction that has materially affected or would materially affect the Company, except with respect to an interest arising from the ownership of common shares of the Company where such person or company will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of Common Shares of the Company.

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

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the adoption of the Company's stock option plan, and the approval of the creation of a new control person, approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the Company's stock option plan, and accordingly have an interest in its approval. John Wisbey, current director and director nominee is a proposed control person. See "Particulars of Matters to be Acted Upon at the Meeting".

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### 1. ELECTION OF DIRECTORS

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at five (5) for the next year, subject to any increases permitted by the Company's Articles.

Management proposes to nominate the persons listed in Table 1 on the next page for election as directors. If, before the Meeting, any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as directors. Management does not expect that any of the nominees will be unable to serve as a director.

**Unless such authority is withheld, the Management Appointees intend to vote the shares represented by proxy FOR the election of the nominees herein listed on any poll or ballot that may be called for.**

**Table 1**  
**Director Nominees**

<b>Name, Jurisdiction of Residence and Present Office Held</b>	<b>Date Appointed Director</b>	<b>Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly, as at the Date of this Information Circular <sup>(3)</sup></b>	<b>Principal Occupation and if not at Present an Elected Director, Occupation during the Past Five (5) Years <sup>(4)</sup></b>
<b>John Wisbey <sup>(5)</sup></b> Lugano, Switzerland  <i>Chief Executive Officer and Chairman</i>	January 23, 2017	8,971,500 9.44%	Chairman and Chief Executive Officer of the Company since March 2018; Deputy Chairman of the Company from May 2017 to March 2018; Deputy Chairman of TNR Gold Corp. from May 2017 to January 2018; Executive Chairman of Convendia Ltd. (UK) since August 2015; Chairman of Wentworth Estate Roads Committee (UK Statutory Body) since February 2017; CEO and director of Lombard Risk Management plc (renamed Vermeg Management Ltd. following a takeover) until May 2015.
<b>Maurice Brooks <sup>(1)(2)(6)</sup></b> Staines, United Kingdom  <i>Chief Financial Officer and Director</i>	February 13, 2017	Nil	Chief Financial Officer of the Company since May 2017; Chief Financial Officer of TNR Gold Corp. since May 2017; Qualified Chartered Accountant and Senior Statutory Auditor (U.K.) and Director of Johnson Smith & Co Chartered Accountants since 1999.
<b>Ross Thompson <sup>(1)(7)</sup></b> London, United Kingdom  <i>Director</i>	January 23, 2017	1,904,700 2.01%	Chairman of Giftpoint Ltd., one of the United Kingdom's largest marketing and merchandising companies, for the previous 21 years.
<b>Nicholas Davies <sup>(1)</sup></b> London, United Kingdom  <i>Director</i>	November 1, 2018	Nil	Chief Technical Officer, Convendia Ltd. (UK) since January 2016; Director and CTO of Lombard Risk Management plc (UK) until January 2016; General Manager, Lombard Risk International (China) from January 2008 to January 2016.
<b>Anthony Kovacs <sup>(8)</sup></b> British Columbia, Canada  <i>Chief Operating Officer and Director Nominee</i>	N/A	135,000 0.14%	Chief Operating Officer of the Company since October 2012; Chief Operating Officer of TNR Gold Corp. since November 2012.

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) As a group, the directors and executive officers beneficially own or control a total of 11,011,200 Common Shares representing 11.59% of the Common Shares of the Company. Percentages of Common Shares owned are based on 94,995,902 Shares issued and outstanding.

(4) The information as to principal occupation, business or employment is not within the knowledge of the management of the Company and has been furnished by the respective director. Unless otherwise stated above, any director or executive officer named above has held the principal occupation or employment indicated for at least five years.

(5) In addition to Common Shares, Mr. Wisbey holds 1,770,000 stock options, warrants to purchase up to 1,087,500 Shares and convertible debentures to acquire up to 21,196,329 Shares.

(6) Mr. Brooks holds 1,300,000 stock options and convertible debentures to acquire up to 352,941 Shares.

(7) In addition to Common Shares, Mr. Thompson holds 885,000 stock options, warrants to purchase up to 922,500 Shares and convertible debentures to acquire up to 621,553 Shares.

(8) In addition to Common Shares, Mr. Kovacs holds 1,235,000 stock options and convertible debentures to acquire up to 58,824 Shares.

**Anthony Kovacs – Director Nominee**

Mr. Kovacs has over 22 years of experience in mineral exploration and development. He is presently Chief Operating Officer of the Company and Chief Operating Officer of TNR Gold Corp. Before joining International Lithium in 2011, he held senior management roles at Pacific North West Capital Corp. and Adriana Resources Inc., developing iron ore and industrial minerals projects, including the early stage development of the Lac Otehluk Iron Ore project in Quebec, Canada and the Mustavaara Vanadium Mine in Finland. Previously, Mr. Kovacs worked for Anglo American as Project Geophysicist, focusing on Ni-Cu-PGE and IOCG projects, and was directly involved in several new discoveries internationally. He has significant experience with industrial minerals, ferrous metals, non-ferrous metals and precious metals projects throughout the Americas, Europe, and Africa. In 1997, Mr. Kovacs obtained a B.A.Sc. in Applied Geophysics, Geological Engineering from the University of British Columbia.

**Nicholas Davies – Director**

Nicholas Davies has served as a public company director since 2010 when he joined the board of Lombard Risk Management plc (formerly LSE: LRM, renamed Vermeg Management Ltd., a private company, following a takeover). He has over 20 years of experience in building technology applications. Since 2016, he has been Chief Technical Officer of Convendia Ltd., which is a young start-up that aims to help organizations reduce their risk of financial instability by gaining better transparency and understanding through modelling of contingent cash flows, costs, and the impact to funding and revenue recognition. From 2008 to 2016, he served as Chief Technical Officer of Lombard Risk Management plc, one of the world's leading providers of collateral management and regulatory compliance solutions to financial organizations and large corporations around the world. In addition to the role of CTO, he was a board member, providing insight and governance on a wide range of issues from partnerships, strategic product direction, and acquisitions of competing organizations. From 2002 to 2008, he served as CTO of a division of JP Morgan Chase, London. Mr. Davies has a BSc in Computer Science from Leeds University and a BTEC Diploma in Computer Studies from Scarborough Technical College.

To the knowledge of management of the Company, no proposed director (including any personal holding company of a proposed director):

- (a) is, as at the date of this Information Circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that,
  - (i) was subject to a cease trade or similar order (including a management cease trade order whether or not such person was named in the order) or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "Order") while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been within the preceding 10 years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or

instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;

- (d) has been subject to:
- (i) 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 since December 31, 2000, or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
  - (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director; or
- (e) is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

### ***Additional Information Regarding the Board***

For additional information regarding the Company's Board of Directors (the "**Board**"), including compensation and corporate governance practices, see "*Statement of Executive Compensation – Director Compensation*" and "*Corporate Governance Practices*".

## **2. APPOINTMENT OF AUDITOR**

At the Meeting, shareholders will be asked to approve the re-appointment of Davidson & Company LLP ("Davidson") as the independent auditor of the Company, to hold office until the next annual meeting of shareholders, with remuneration to be approved by the Board. Management is recommending that shareholders vote to appoint Davidson as auditor for the Company and to authorize the directors to fix the remuneration of the auditor.

**Unless otherwise instructed, the proxies solicited by management will be voted FOR the re-appointment of Davidson & Company LLP as the auditor of the Company, to hold office for the ensuing year at a remuneration to be fixed by the directors.**

## **3. RENEWAL OF ROLLING STOCK OPTION PLAN**

The only equity compensation plan which the Company currently has in place is the 2017 plan (the "**2017 Plan**") which was approved by the shareholders of the Company on November 20, 2017. The 2017 Plan was established to provide incentive to employees, officers, directors and consultants who provide services to the Company. TSX Venture Exchange (the "**Exchange**") policy requires that all companies listed on the Exchange adopt a stock option plan if a company wishes to grant stock options and that all stock option plans that reserve a maximum of 10% of the issued and outstanding share capital of the Company at the time of grant (called a "rolling plan" under Exchange policies), must be approved and ratified by shareholders on an annual basis.

Management seeks shareholder approval for renewal of the 2017 Plan, as the Company's 2018 plan (the "Option Plan") in accordance with and subject to the rules and policies of the Exchange. The intention of management in proposing the Option Plan is to increase the proprietary interest of employees, officers, directors and consultants in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company. It is proposed that under the Option Plan, the total number of Common Shares that may be reserved for issuance will be 10% of the issued and outstanding common shares of the Company at the time of grant, less any common shares reserved for issuance pursuant to the grant of stock options under any other share compensation arrangements. The Option Plan complies with the current policies of the Exchange, and all capitalized



terms below that are not defined in this Information Circular, have the meanings given to them in Exchange Policies. The Option Plan is subject to approval by the Exchange.

**Terms of the Option Plan**

A full copy of the Option Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of Option Plan:

1. The stock options are non-assignable and non-transferable (except that the Optionee's heirs or administrators can exercise any portion of the outstanding option, up to one year from the Optionee's death).
2. The number of shares subject to each stock option is determined by the Board of Directors provided that the Option Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12-month period, result in:
  - (a) the number of options granted to any one Person exceeding 5% of the issued shares of the Company; or
  - (b) the number of options granted to any one Consultant exceeding 2% of the issued shares of the Company; or
  - (c) the number of options granted to all Persons retained to provide Investor Relations Activities exceeding 2% of the issued shares of the Company.
3. The exercise price of an option may not be set at less than Discounted Market Price.
4. The options may be exercisable for a period of up to 10 years, (subject to extension where the expiry date falls within a "blackout period").
5. Disinterested shareholder approval will be obtained for any reduction in the exercise price if the Optionee is an Insider of the Company at the time of the proposed amendment.
6. For stock options granted to Employees, Consultants or Management Company Employees, the Company and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be.
7. Any options granted to any Optionee who is a Director, Employee, Consultant or Management Company Employee must expire within a reasonable period following the date the Optionee ceases to be in that role (in general, the Exchange considers anything not exceeding 12 months to be a reasonable period for these purposes).

Shareholders will be asked to pass the following, ordinary resolution, approving the Company's Option Plan:

**"IT IS RESOLVED, AS AN ORDINARY RESOLUTION, THAT:**

1. the Company adopt a 2018 stock option plan (the "Option Plan"), including the reserving for issuance under the Option Plan at any time of a maximum of 10% of the issued common shares of the Company;
2. the Board of Directors be authorized on behalf of the Company to make any further amendments to the Option Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the Plan;
3. the Company file the Plan with the TSX Venture Exchange for acceptance; and
4. any one director or officer of the Company is authorized and directed to do all such acts and take any necessary actions and to execute and deliver all such deeds,

documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

### **Recommendation of the Company’s Directors**

The directors have reviewed and considered all facts respecting the approval of the Option Plan. The Company’s directors recommend that the shareholders vote in favour of ratifying and approving the Option Plan.

An ordinary resolution requires the approval of a simple majority (50% + one vote) of the votes cast at the Meeting, in person or by proxy. **It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the Option Plan.**

If shareholder approval of the Option Plan or a modified version thereof is not obtained, the Company will not implement the Option Plan and will not grant options under it. Even if approved, the directors may determine not to implement the Option Plan.

### **4. CREATION OF NEW CONTROL PERSON**

At the Meeting, the disinterested shareholders of the Company will be asked to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution in the form set out below (the “**Control Person Resolution**”), subject to such amendments, variations or additions as may be approved at the Meeting, approving John Wisbey, the Company’s CEO and Director, becoming a “Control Person” (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Company.

On April 18, 2018 and July 14, 2018, the Company announced the closing of two private placements of convertible loan debentures (the “Debentures”) of the Company for gross proceeds of \$2,980,000. Each of the Debentures will mature on June 30, 2019 and bear interest at a rate of 15% per annum, payable quarterly. Pursuant to the terms of the Debentures, the debentureholder may convert at any time, all or a portion of the convertible loan principal into Common Shares of the Company at a price of \$0.085 per Share in the first year and \$0.10 per share thereafter until maturity. The Company has the right to repay the convertible loans any time after three months from the date of advance.

As of the date hereof, John Wisbey holds an aggregate \$1,801,688 in the Debentures, convertible into up to 21,196,329 Common Shares. Mr. Wisbey also presently owns or controls 8,971,500 Common Shares representing approximately 9.44% of the issued and outstanding Shares of the Company, stock options convertible into 1,770,000 Shares, and warrants convertible into 1,087,500 Shares. Should Mr. Wisbey elect to convert his Debentures (and if no other debentureholder converted Debentures at the same time), he would own or control 30,167,829 Common Shares, or 25.96% of the then issued and outstanding Shares. In addition, were Mr. Wisbey to exercise all of his stock options, Debentures and warrants (and no other securities were converted by any other holders), he would own or control 33,025,329 Common Shares, or 27.74% of the then issued and outstanding Shares.

The Exchange’s policies require that disinterested shareholder approval be obtained where securities issued pursuant to a private placement (including pursuant to a debt financing that includes equity securities) result, or could result following conversion of convertible securities, in the creation of a new “Control Person”. A Control Person is any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Company so as to affect materially the control of the Company, or that holds more than 20% of the outstanding voting shares of the Company, except where there is evidence showing that the holder of those securities does not materially affect the control of the Company.

Disinterested shareholders in connection with the Control Person Resolution are shareholders of the Company other than Mr. Wisbey. As such, the votes attaching to an aggregate of 8,971,500 Common Shares, which are beneficially owned, or over which control or direction is exercised by Mr. Wisbey, representing approximately 9.44% of the Company’s issued Common Shares entitled to vote at the Meeting, will be withheld from voting on the Control Person Resolution.

Should shareholders not vote in favour of this resolution, Mr. Wisbey may not be able to convert the debentures he holds currently, or debentures that may be issued in future, which would require the Company to repay in cash to Mr. Wisbey a portion of the principal of convertible loans underlying the Debentures, which currently amount to \$1,801,688.

Therefore, the Board believes that the conversion by Mr. Wisbey of outstanding convertible securities to create a "Control Person", or the issuance or sale of additional securities to Mr. Wisbey will be in the best interests of the Company and the shareholders at the time of such issuance or sale, and recommends to shareholders that they vote in favour of approval of the Control Person Resolution.

To be effective, the Control Person Resolution must be approved by not less than a majority of the votes cast by disinterested shareholders present in person, or represented by proxy, at the Meeting.

Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, FOR the Control Person Resolution. The text of the Control Person Resolution to be submitted to disinterested shareholders at the Meeting is set forth below:

**"IT IS RESOLVED THAT (as an ordinary resolution and excluding the votes of John Wisbey):**

1. the creation of John Wisbey as a new "Control Person" of the Company (as such term is defined in the TSX Venture Exchange Corporate Finance Policy) as a result of the issuance of securities by the Company to John Wisbey or entities owned and/or controlled by him, as more particularly described in the management information circular of the Company dated November 7, 2018, be and the same is hereby authorized and approved and, for greater certainty, John Wisbey and entities owned and/or controlled by him shall hereafter be entitled to exercise debentures, stock options or warrants held by him and to purchase further securities of the Company, notwithstanding that such exercise or purchase would, or could possibly, increase their ownership of Common Shares to 20% or more of the then issued and outstanding Common Shares; and
2. any one or more directors or officers of the Company are authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to the foregoing resolutions."

If disinterested shareholder approval of the Control Person Resolution is not obtained at the Meeting, the Company will be precluded from issuing additional Common Shares to John Wisbey or entities owned and/or controlled by him at any time when such issuance would cause John Wisbey to become a Control Person.

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

## **5. AMENDMENT OF ARTICLES**

The Company proposes to amend its Articles to help facilitate board decisions by achieving a consensus in the event of a voting deadlock at board meetings by giving the Chair a casting vote. Where the Chair has a casting vote on a tie, he or she may not be compelled to cast it, but a vote would be based on acting in good faith and in the best interests of the Company in this regard.

The change proposed to the Company's existing articles is to grant the Chair a casting vote in the case of an equality of votes. Section 18.2 of the Company's existing Articles presently reads as follows:

**“18.2 Voting at Meetings** Questions arising at a meeting of directors are to be decided by a majority of votes and in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.”

This section 18.2 is proposed to be deleted and replaced as follows:

**“18.2 Voting at Meetings** Questions arising at a meeting of directors are to be decided by a majority of votes and in the case of an equality of votes, the chair of the meeting has a second and casting vote.”

A copy of the proposed amendment to the Articles will be available for inspection at the Meeting and at the Company’s registered office, located at Suite 400 – 725 Granville Street, Vancouver, British Columbia, V7Y 1G5 during regular business hours up to the day before the Meeting.

As contemplated by the Company’s current Articles and in accordance with the *Business Corporations Act* (British Columbia), shareholders will be asked to consider and if thought fit, approve the adoption of the amendments to the current articles by ordinary resolution as set forth below:

**“IT IS RESOLVED, as an ordinary resolution that:**

1. the existing Articles of the Company be amended with a revised section 18.2 as described in the Company’s information circular dated November 6, 2018;
2. any one director of the Company, signing alone, is authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof;
3. despite that this ordinary resolution has been duly passed by the shareholders of the Company, the Board is authorized and empowered to revoke this resolution at any time before giving effect to the amendments to the Articles and to determine not to proceed with the resolution without further approval of the shareholders; and
4. it is a condition of this resolution that the alteration to the Articles of the Company referred to in paragraph 1 does not take effect until this resolution is deposited with the records of the Company as prescribed by the *Business Corporations Act* (British Columbia).”

**It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the amendment to the Company’s Articles.**

## **6. OTHER BUSINESS**

MANAGEMENT IS NOT AWARE OF ANY OTHER MATTER TO COME BEFORE THE MEETING OTHER THAN AS SET FORTH IN THE NOTICE OF MEETING. IF ANY OTHER MATTER PROPERLY COMES BEFORE THE MEETING, IT IS THE INTENTION OF THE MANAGEMENT APPOINTEES TO VOTE THE SHARES REPRESENTED BY THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR ON ANY BALLOT THAT MAY BE CALLED FOR IN ACCORDANCE WITH THEIR BEST JUDGMENT ON SUCH MATTER.

You are urged to carefully consider all of the information in the accompanying Information Circular to the Meeting. If you require assistance, you should consult your financial, legal, or other professional advisor.



Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) <sup>(9)</sup>	Value of all other compensation (\$)	Total compensation (\$)
David Shen <sup>(5)</sup> <i>Former Director</i>	2017 2016	Nil N/A	Nil N/A	12,582 N/A	Nil N/A	Nil N/A	12,582 N/A
Mike Sieb <sup>(6)</sup> <i>Former Director</i>	2017 2016	7,987 25,751	Nil 30,000	Nil Nil	Nil Nil	Nil Nil	7,987 55,751
Xiaoshen Wang <sup>(7)</sup> <i>Former Director</i>	2017 2016	Nil Nil	Nil 12,000	12,582 Nil	Nil Nil	Nil Nil	12,582 12,000
Wayne Spilsbury <sup>(8)</sup> <i>Former Director</i>	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

## Notes to Table 2:

- (1) Mr. Wisbey was appointed a director on January 23, 2017 and was appointed CEO on March 14, 2018. Other compensation is comprised of IT support services fees provided by Convendia Ltd., a company controlled by Mr. Wisbey. (See "Employment, Consulting and Management Arrangements" for details).
- (2) Mr. Klip was appointed President on March 16, 2012 and CEO on January 23, 2017. (See "Employment, Consulting and Management Arrangements" for further details). Mr. Klip was removed as CEO on March 14, 2018.
- (3) Mr. Schellenberg resigned as CEO on January 23, 2017. Mr. Schellenberg's management fees were paid and accrued to a company controlled by Mr. Schellenberg.
- (4) Mr. Bella resigned as CFO on January 23, 2017. Mr. Bella's accounting fees and management fees were paid and accrued to a company controlled by Mr. Bella.
- (5) Mr. Shen was appointed as director on January 23, 2017 and resigned on August 18, 2017.
- (6) Mr. Sieb resigned as director on January 23, 2017.
- (7) Mr. Wang resigned as director on August 23, 2017.
- (8) Mr. Spilsbury resigned as director on January 23, 2017.
- (9) The value of perquisites and benefits, if any, was less than \$15,000 in each year.

### Stock Options and Other Compensation Securities

Table 3 below sets out compensation securities that were granted or issued during the most recently completed financial year ended December 31, 2017, to any NEO or director for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

**Table 3**

Compensation Securities Granted or Issued							
Name and position <sup>(1)</sup>	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant <sup>(2)</sup>	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
John Wisbey <i>CEO and Director</i>	Stock Options Stock Options	300,000 650,000	Feb 23, 2017 Dec. 7, 2017	0.155 0.18	0.155 0.18	0.18 0.18	Feb. 23, 2022 Dec 7, 2022

Compensation Securities Granted or Issued							
Name and position <sup>(1)</sup>	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant <sup>(2)</sup>	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
Kirill Klip <i>Director and Former CEO</i>	Stock Options	1,000,000	Feb 23, 2017	0.155	0.155	0.18	Feb. 23, 2022
	Stock Options	850,000	Dec. 7, 2017	0.18	0.18	0.18	Dec 7, 2022
Maurice Brooks <i>CFO and Director</i>	Stock Options	300,000	Feb 23, 2017	0.155	0.155	0.18	Feb. 23, 2022
	Stock Options	450,000	Dec. 7, 2017	0.18	0.18	0.18	Dec 7, 2022
Patricia Fong <i>Former CFO</i>	Stock Options	200,000	Dec. 7, 2017	0.18	0.18	0.18	Dec 7, 2022
Ross Thompson <i>Director</i>	Stock Options	300,000	Feb 23, 2017	0.155	0.155	0.18	Feb. 23, 2022
	Stock Options	450,000	Dec. 7, 2017	0.18	0.18	0.18	Dec 7, 2022
David Shen <i>Former Director</i>	Stock Options	300,000	Feb 23, 2017	0.155	0.155	0.18	Feb. 23, 2022
Xiaoshen Wang <i>Former Director</i>	Stock Options	300,000	Feb 23, 2017	0.155	0.155	0.18	Feb. 23, 2022
Gary Schellenberg <i>Former CEO and Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Jerry Bella <i>Former CFO</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Mike Sieb <i>Former Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Wayne Spiisbury <i>Former Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

(1) Refer to Table 5 for details on the total compensation securities, and underlying securities, held by each NEO and director on the last day of the most recently completed financial year of December 31, 2017.

(2) All stock options were fully vested on the date of grant.

Table 4 below discloses details of each exercise by a director or NEO of compensation securities during the most recently completed financial year ended December 31, 2017.

Table 4

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$) <sup>(1)</sup>
Gary Schellenberg <i>Former CEO and Director</i>	Stock Options	500,000	0.06	May 19, 2017	0.125	0.065	32,500
	Stock Options	200,000	0.06	May 19, 2017	0.125	0.065	13,000
Jerry Bella <i>Former CFO</i>	Stock Options	350,000	0.06	May 19, 2017	0.125	0.065	22,750
	Stock Options	200,000	0.06	May 19, 2017	0.125	0.065	13,000
Mike Sieb <i>Former Director</i>	Stock Options	250,000	0.06	Apr 12, 2017	0.14	0.08	20,000
Wayne Spillsbury <i>Former Director</i>	Stock Options	250,000	0.06	Feb 21, 2017	0.155	0.095	23,750

(1) "Total value on exercise date" is calculated by multiplying the number of underlying securities exercised by the difference between the exercise price and the closing price on the Exchange of the Company's shares on the date of exercise.

Table 5

Table 5 below discloses the particulars of compensation securities held by each NEO and director and outstanding as at the end of the most recently completed financial year ended December 31, 2017.

Compensation Securities Held by Directors and NEOs							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities <sup>(1)</sup>	Exercise price per security (\$)	Date of Grant	Closing price per security on date of Grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
John Wisbey <i>CEO and Director</i>	Stock Options	300,000	0.155	Feb 23, 2017	0.155	0.18	Feb 23, 2022
	Stock Options	650,000	0.18	Dec 7, 2017	0.18	0.18	Dec 7, 2022
Maurice Brooks <i>CFO and Director</i>	Stock Options	300,000	0.155	Feb 23, 2017	0.155	0.18	Feb 23, 2022
	Stock Options	450,000	0.18	Dec 7, 2017	0.18	0.18	Dec 7, 2022
Patricia Fong <sup>(3)</sup> <i>Former CFO</i>	Stock Options	200,000	0.155	Feb 23, 2017	0.155	0.18	Feb 23, 2022
Kirill Klip <i>Director and former CEO</i>	Stock Options	500,000 <sup>(2)</sup>	0.06	Jan 8, 2013	0.05	0.18	Jan 8, 2018
	Stock Options	200,000	0.06	Oct 28, 2015	0.055	0.18	Oct 28, 2020
	Stock Options	1,000,000	0.155	Feb 23, 2017	0.155	0.18	Feb 23, 2022
	Stock Options	850,000	0.18	Dec 7, 2017	0.18	0.18	Dec 7, 2022
Ross Thompson <i>Director</i>	Stock Options	300,000	0.155	Feb 23, 2017	0.155	0.18	Feb 23, 2022
	Stock Options	450,000	0.18	Dec 7, 2017	0.18	0.18	Dec 7, 2022



Compensation Securities Held by Directors and NEOs							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities <sup>(1)</sup>	Exercise price per security (\$)	Date of Grant	Closing price per security on date of Grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
David Shen <sup>(3)</sup> <i>Former Director</i>	Stock Options	300,000	0.155	Feb 23, 2017	0.155	0.18	Feb 23, 2022
Xiaoshen Wang <sup>(3)</sup> <i>Former Director</i>	Stock Options	500,000 <sup>(2)</sup>	0.06	Jan 8, 2013	0.05	0.18	Jan 8, 2018
	Stock Options	50,000	0.06	Oct 28, 2015	0.055	0.18	Oct 28, 2020
	Stock Options	300,000	0.155	Feb 23, 2017	0.155	0.18	Feb 23, 2022
Gary Schellenberg <i>Former CEO and Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Jerry Bella <i>Former CFO</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Mike Sieb <i>Former Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Wayne Spilsbury <i>Former Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

(1) All stock options are fully vested. One common share is issuable on the exercise of each stock option.

(2) Options re-priced from \$0.10 per share to \$0.06 per share effective June 15, 2016.

(3) All options held by Ms. Fong, Mr. Shen and Mr. Wang as at December 31, 2017 were cancelled unexercised in 2018 due to the resignations of these NEOs.

## STOCK OPTION PLAN AND OTHER INCENTIVE PLANS

### Stock Option Plan

The Company has a stock option plan (the “**Option Plan**”) that was approved by Shareholders on November 20, 2017 and will be proposed for approval by shareholders at the Meeting. The purpose of the Option Plan is to attract and motivate directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Option Plan. A summary description of the Option Plan is set forth below. For further details, refer to the information under the heading, “*Particulars of Matters to be Acted Upon – Renewal of Stock Option Plan*”. The full text of the Option Plan is available by request to the Company and will be available for review at the Meeting.

The Option Plan is a “rolling” plan which provides that the maximum aggregate number of shares reserved for issuance under it, and all of the Company’s other previously established and outstanding incentive stock option plans or grants, is equivalent to 10% of the number of the Company’s issued common shares at the time of the grant of a stock option.

When making decisions regarding rewarding stock options to directors or NEOs, the Board considers the position, individual performance of the NEO, individual option holdings, whether the options are in-the-money or not, and the total number of stock options outstanding.

Key provisions of the Option Plan include the following:

- i) The maximum aggregate number of Common Shares which may be issuable pursuant to options previously granted and those granted under the Option Plan is 10% of the issued and outstanding Common Shares of the Company at the time of grant.

- ii) The aggregate number of options granted to any one individual in any 12-month period may not exceed 5% of the number of issued Common Shares, calculated on the date of option grant.
- iii) The aggregate number of options granted to any one consultant in a 12-month period may not exceed 2% of the number of issued Common Shares, calculated at the date an option is granted to the Consultant.
- iv) The aggregate number of options granted to all persons or companies retained to provide investor relations activities (except employees & directors) may not exceed 2% of the number of issued Common Shares in any 12-month period, calculated at the date an option is granted.
- v) Options granted to persons or companies providing investor relations activities must vest in stages over a 12-month period, with no more than  $\frac{1}{4}$  of the options vesting in any 3-month period.
- vi) The option exercise price must not be less than the closing price of the Common Shares on the stock exchange on which the Shares are traded, on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the stock exchange.
- vii) An option granted under the Plan must be exercised within the period permitted by the policies of the Exchange, which is currently a maximum of 10 years from the date of granting.
- viii) The Board of Directors may specify a vesting schedule in its discretion.
- ix) If a change in control, as defined in the Option Plan, occurs, all Common Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.
- x) Stock options are non-assignable and non-transferable.
- xi) Any amendments to the Option Plan which may result in a reduction in the exercise price of stock options or the extension of the expiry date of stock options are subject to shareholder approval.
- xii) The Option Plan must be approved by shareholders at each annual general meeting.

#### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Company has a stock option plan (see “Stock Option Plans and Other Incentive Plans”) under which an amount equal to 10% of the outstanding Common Shares at any one time is reserved for issuance. The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company’s directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the Exchange limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The Exchange also requires annual approval of stock option plans by shareholders. The following Table 6 sets out the number of the Company’s Shares to be issued and remaining available for future issuance under the Company’s Stock Option Plan at the end of the Company’s financial year of December 31, 2017:

Table 6

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by securityholders	9,100,000	\$0.146	79,590
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
<b>Total</b>	<b>9,100,000</b>	<b>\$0.146</b>	<b>79,590</b>

## EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

### *Kirill Klip*

As at the end of the most recently completed financial year ended December 31, 2017, the Company had a consulting agreement in place with Kirill Klip, the former CEO and director.

On November 1, 2012, the Company entered into a consulting agreement with Kirill Klip (the “**Klip Consulting Agreement**”). Under the Klip Consulting Agreement, Mr. Klip received a consulting fee of \$90,000 per year and was eligible to receive a cash bonus of up to 50% of the base salary if the Compensation Committee, in its sole discretion determined that the Company had met the applicable short-term and long-term business performance objectives, to be established by the Board or the Compensation Committee.

Mr. Klip was appointed CEO on January 23, 2017. Effective on the date of his appointment, Mr. Klip’s consulting fee was amended to \$180,000 per year. All other compensation terms of the Klip Consulting Agreement were unchanged.

In the event of a termination by the Company without cause, Mr. Klip was entitled to receive a lump sum payment equal to the greater of: (a) one (1) months’ Base Compensation (as defined below) for each year he acted on behalf of the Company plus all other sums owed for arrears of Base Compensation and expenses properly incurred; (b) 12 months’ base compensation, plus all other sums owed for arrears of Base Compensation and expenses properly incurred.

In the event of a termination after a Change in Control (as defined below), where the Klip Consulting Agreement was terminated by Mr. Klip for Good Reason (as defined below) or by the Company other than for cause, Mr. Klip was entitled to receive a lump sum payment equal to three times the prior twelve (12) months’ gross pay, plus other sums owed for arrears of compensation, and if awarded, a Bonus (as defined below) and all incentive stock options granted to him by the Company under any stock option agreement that is entered into between Mr. Klip and the Company outstanding at the time of termination of his consulting, which incentive stock options have not yet vested, would immediately vest upon the termination of the Klip Consulting Agreement and be fully exercisable by Mr. Klip in accordance with the terms of the agreement or agreements under which such options were granted for up to one year.

### *John Wisbey*

On March 14, 2018, John Wisbey replaced Kirill Klip as Chairman and CEO of the Company. As of March 14, 2018, the Company entered into a consulting agreement with John Wisbey (the “**Wisbey Consulting**”).

**Agreement**"). Under the Wisbey Consulting Agreement, Mr. Wisbey receives a consulting fee of \$180,000 per year and is eligible to receive a cash bonus of up to 50% of the base salary if the Compensation Committee, in its sole discretion determines that he and the Company have met the applicable short-term and long-term business performance objectives, to be established by the Board or the Compensation Committee.

In the event of a termination without cause, Mr. Wisbey is entitled to receive a lump sum payment equal to twelve (12) months' Base Compensation (as defined below) plus all other sums owed for arrears of Base Compensation and expenses properly incurred.

In the event of a termination after a Change in Control (as defined below), where the Wisbey Consulting Agreement is terminated by Mr. Wisbey for Good Reason (as defined below) or by the Company other than for cause, Mr. Wisbey is entitled to receive a lump sum payment equal to twelve (12) months' Base Compensation, plus other sums owed for arrears of compensation, and all incentive stock options granted to him by the Company under any stock option agreement that is entered into between Mr. Wisbey and the Company outstanding at the time of termination of his consulting, which incentive stock options have not yet vested, would immediately vest upon the termination of the Wisbey Consulting Agreement and be fully exercisable by Mr. Wisbey in accordance with the terms of the agreement or agreements under which such options were granted for up to one year.

Mr. Wisbey may resign as consultant at any time (and thereby terminate the Wisbey Consulting Agreement), by giving the Company at least six (6) months' prior written notice of the effective date of his resignation. On receipt of such notice, the Company has the right to elect, in lieu of the notice period, to pay Mr. Wisbey a lump sum equal to six (6) months' Base Compensation, in which case the termination of Mr. Wisbey's engagement shall be effective immediately upon payment of the lump sum and Mr. Wisbey shall only be entitled to exercise those stock options that have properly vested in accordance with the terms of the Stock Option Plan at the date of the expiry of the notice of termination.

#### ***Maurice Brooks***

As of March 14, 2018, the Company entered into a consulting agreement with Maurice Brooks (the "**Brooks Consulting Agreement**"). Under the Brooks Consulting Agreement, Mr. Brooks receives a consulting fee of \$120,000 per year and is eligible to receive a cash bonus of up to 50% of the base salary if the Compensation Committee, in its sole discretion determines that he and the Company have met the applicable short-term and long-term business performance objectives, to be established by the Board or the Compensation Committee.

In the event of a termination without cause, Mr. Brooks is entitled to receive a lump sum payment equal to twelve (12) months' Base Compensation (as defined below) plus all other sums owed for arrears of Base Compensation and expenses properly incurred.

In the event of a termination after a Change in Control (as defined below), where the Brooks Consulting Agreement is terminated by Mr. Brooks for Good Reason (as defined below) or by the Company other than for cause, Mr. Brooks is entitled to receive a lump sum payment equal to twelve (12) months' Base Compensation, plus other sums owed for arrears of compensation, and all incentive stock options granted to him by the Company under any stock option agreement that is entered into between Mr. Brooks and the Company outstanding at the time of termination of his consulting, which incentive stock options have not yet vested, would immediately vest upon the termination of the Brooks Consulting Agreement and be fully exercisable by Mr. Brooks in accordance with the terms of the agreement or agreements under which such options were granted for up to one year.

Mr. Brooks may resign as consultant at any time (and thereby terminate the Brooks Consulting Agreement), by giving the Company at least six (6) months' prior written notice of the effective date of his resignation. On receipt of such notice, the Company has the right to elect, in lieu of the notice period, to pay Mr. Brooks a lump sum equal to six (6) months' Base Compensation, in which case the termination of Mr. Brooks' engagement shall be effective immediately upon payment of the lump sum and Mr. Brooks shall only be entitled to exercise those stock options that have properly vested in accordance with the terms of the Stock Option Plan at the date of the expiry of the notice of termination.

**“Base Compensation”** means the annual compensation payable to the applicable consultant under the applicable Consulting Agreement as such may be adjusted from time to time.

**“Bonus”** means any bonus for which the consultant has been eligible as determined in the discretion of the Board, based on the performance of the Company and the Services provided by the consultant under the Consulting Agreement.

**“Change in Control”** of the Company will be deemed to have occurred:

(i) if a merger, amalgamation, arrangement, consolidation, reorganization or transfer takes place in which Equity Securities of the Company possessing more than 50% of the total combined voting power of the Company’s outstanding Equity Securities are acquired by a person or persons different from the persons holding those Equity Securities immediately prior to such transaction, and the composition of the Board following such transaction is such that the directors of the Company prior to the transaction constitute less than 50% of the Board membership following the transaction, except that no Change in Control will be deemed to occur if such merger, amalgamation, arrangement, consolidation, reorganization or transfer is with any subsidiary or subsidiaries of the Company;

(ii) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding will acquire or hold, directly or indirectly, 25% or more of the voting rights attached to all outstanding Equity Securities;

(iii) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding will acquire or hold, directly or indirectly, the right to appoint a majority of the directors of the Company; or

(iv) if the Company sells, transfers or otherwise disposes of all or substantially all of its assets, except that no Change in Control will be deemed to occur if such sale or disposition is made to a subsidiary or subsidiaries of the Company.

**“Equity Securities”** means in respect of a security of the Company, shall have the meaning ascribed thereto in Part II of the *Securities Act* (British Columbia), as it existed on the date of the Consulting Agreement, and also means any security carrying the right to convert such security into, exchange such security for, or entitling the holder to subscribe for, any equity security, or into or for any such convertible or exchangeable security or security carrying a subscription right.

**“Good Reason”** means the occurrence of one or more of the following events, without the consultant’s express written consent, within 12 months of Change in Control:

(i) a material change in the consultant’s status, position, authority or responsibilities that does not represent a promotion from or represents an adverse change from the consultant’s status, position, authority or responsibilities in effect immediately prior to the Change in Control;

(ii) a material reduction by the Company, in the aggregate, in the consultant’s Base Compensation, or incentive, retirement, health benefits, bonus or other compensation plans provided to the consultant immediately prior to the Change in Control, unless an equitable arrangement has been made with respect to such benefits in connection with a Change in Control;

(iii) a failure by the Company to continue in effect any other compensation plan in which the consultant participated immediately prior to the Change in Control (except for reasons of non-insurability), including but not limited to, incentive, retirement and health benefits, unless an equitable arrangement has been made with respect to such benefits in connection with a Change in Control;

(iv) any request by the Company or any affiliate of the Company that the consultant participate in an unlawful act; or

(v) any purported termination of the Consulting Agreement by the Company after a Change in Control which is not effected pursuant to a Notice of Termination satisfying the terms set out in the Consulting Agreement, no such purported termination will be effective.

**“Notice of Termination”** means a notice, in writing, communicated to the other party in accordance with the terms of the Consulting Agreement, which will indicate the specific termination provision in the Consulting Agreement relied upon and will set forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of the Consulting Agreement under the provision so indicated.

**“Services”** means those services provided by the consultant as set forth in Schedule “A” to the applicable Consulting Agreement.

## OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NEO COMPENSATION

### Director compensation

The Board, with input from the Compensation Committee, determines director compensation from time to time. In the previous financial year, non-executive directors received between \$500 and \$2,000 per month in director fees. Non-executive directors currently receive \$500 per month in their capacities as directors and an additional \$2,000 per month for their roles on board committees. In addition, the Company may, from time to time, grant to its directors, incentive stock options to purchase Common Shares in the capital of the Company pursuant to the terms of the Stock Option Plan and in accordance with the policies of the Exchange. Refer to tables 3, 4 and 5 for details of options grants.

### Named Executive Officer Compensation

The non-management members of the Board, with input from the Compensation Committee, determine executive compensation from time to time. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company’s success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards when compensating its executive officers.

During the financial year ended December 31, 2017, Mr. Klip’s compensation as CEO consisted of the \$90,000 - \$180,000 annual compensation under the Klip Consulting Agreement described above. Mr. Klip also received incentive stock options to purchase 1,850,000 Shares as described in the Compensation Securities Table 3.

During the financial year ended December 31, 2017, Mr. Brooks’ compensation as CFO consisted of the annual cash compensation of \$48,000 Mr. Brooks also received incentive stock options to purchase 750,000 as described in Table 3.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, nor proposed nominee for election as a director of the Company, and no associate or affiliate of any of them is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

## CORPORATE GOVERNANCE

National Policy 58-201 *Corporate Governance Guidelines* of the Canadian securities administrators establishes corporate governance guidelines (the **“Guidelines”**) which apply to all public companies in Canada. The Guidelines address matters relating to the constitution of the board and independence of

directors, the functions to be performed by the directors of a company and their committees, and effectiveness and evaluation of proposed corporate governance guidelines and best practices specified by the Canadian securities regulators.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with NI 58-101. This section sets out the Company’s approach to corporate governance. Under this heading, the Company is providing the disclosure required by Form 58-101F2.

## **Board of Directors**

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company’s business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company’s internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders’ interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company’s business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company’s business.

The Board also monitors the Company’s compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the President and appointing senior management and for monitoring their performance.

The Board considers that the following directors are “independent” in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Company, other than interests and relationships arising from shareholding: Ross Thompson and Nicholas Davies. The Board considers that John Wisbey, the CEO of the Company and Maurice Brooks, the Chief Executive Officer of the Company, and Kirill Klip, former CEO of the Company are not independent because they are current or former members of management.

## **Directorships**

Certain of the directors are presently a director of one or more other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction, as follows:

<b>Name of Director</b>	<b>Other Reporting Issuer (or Equivalent in a Foreign Jurisdiction)</b>
Maurice Brooks <sup>(1)</sup>	TNR Gold Corp.
Ross Thompson <sup>(1)</sup>	TNR Gold Corp.

(1) Mr. Brooks and Mr. Thompson are not standing for re-election as directors of TNR Gold Corp. at its Annual General and Special Meeting to be held on November 26, 2018.

## **Orientation and Continuing Education**

When new directors are appointed, they 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. As part of its governance responsibilities, Board may develop an orientation and education program for new recruits to the Board when necessary, and review corporate governance trends.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

## **Ethical Business Conduct**

To comply with its legal mandate, the Board seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

- has adopted a written Code of Business Conduct and Ethics for its directors, officers, employees and consultants which is intended to promote honest and ethical conduct, avoid conflict of interest, protect confidential or proprietary information and comply with the applicable government laws and securities rules and regulations;
- encourages management to consult with legal and financial advisors to ensure the Company is meeting those requirements;
- is cognizant of the Company's timely disclosure obligations and reviews material disclosure documents such as financial statements, MD&A and press releases prior to their distribution;
- relies on its Audit Committee to annually review the systems of internal financial control and discuss such matters with the Company's external auditor; and
- actively monitors the Company's compliance with the board's directives and ensures that all material transactions are thoroughly reviewed and authorized by the board before being undertaken by management.

The Board must also comply with the conflict of interest provisions of the *British Columbia Business Corporations Act* ("BCBCA"), as well as the relevant securities regulatory instruments, to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

## **Nomination of Directors**

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board considers nomination of directors and is required to identify new candidates for appointment to the Board. In identifying potential Board candidates, the directors assess perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining industry may also be consulted for possible candidates. The Board periodically examines its size and composition, with a view to determine the impact of the number of directors upon effectiveness and determine the appropriate number of directors which facilitates more effective decision making. The identification of candidates will also be made in the context of the existing competencies and skills which the Board, as a whole, does possess or should possess. Once suitable candidates are identified, they are presented for consideration to the Board.



## Compensation

The Compensation Committee is, among other things, responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and other senior management and executive officers of the Company, for evaluating the Chief Executive Officer's performance in light of the corporate goals and objectives set for him/her, for reviewing the adequacy and form of the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director, and for reviewing and making periodic recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive compensation plans and equity based plans.

All employment, consulting and other compensation arrangements between the Company and directors and executive officers of the Company are considered and approved by the independent directors, with no director involved in voting on their own compensation arrangement.

The current members of the Compensation Committee are John Wisbey, Ross Thompson and Maurice Brooks. A summary of the compensation received by the Named Executive Officers and directors of the Company for the financial year ended December 31, 2017 is provided in this Information Circular under the heading "*Executive Compensation*".

## Audit Committee

The Audit Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities. A majority of the Audit Committee is required to be non-executives in that the majority of directors are not officers, employees or Control Persons of the Company or any of its subsidiaries. The Audit Committee's primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated, and its compensation;
- (b) monitor the integrity of the financial statements of the Company;
- (c) ensure the external auditor's qualifications and independence;
- (d) oversee the performance of the auditor;
- (e) be satisfied that adequate procedures are in place for review of the Company's disclosure of financial information; and
- (f) establish procedures for receipt, retention and treatment of complaints received regarding accounting, audit or internal controls, and the anonymous submission of concerns regarding questionable accounting or audit matters.

The current members of the Audit Committee are Ross Thompson, Maurice Brooks and Nicholas Davies. For further details on the Audit Committee, please refer to section entitled "Audit Committee and Auditor".

## Other Board Committees

Other than the Compensation Committee described above and the Audit Committee described in this Information Circular under the heading "Audit Committee", the Board has no other committees.

## Assessments

The Board monitors on an ongoing basis the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees.

## AUDIT COMMITTEE AND AUDITOR

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a TSX Venture Exchange issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. The Company is including the disclosure required by Form 52-110F2 of NI 52-110.

The Audit Committee provides review and oversight of the Company's accounting and financial reporting process, and the audit process, including the selection, oversight and compensation of the Company's external auditor.

### Composition

As of the date of this Information Circular, the following are the members of the Audit Committee:

Name of Director	Independence <sup>(1)</sup>	Financially Literate <sup>(1)</sup>
Nicholas Davies	Independent	Yes
Ross Thompson	Independent	Yes
Maurice Brooks	Not independent	Yes

(1) As the term "independent" is defined in NI 52-110.

In the view of the Board, neither Audit Committee members Nicholas Davies nor Ross Thompson have a relationship with the Company that could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgement.

All of the committee members are considered to be "financially literate" as that term is defined in NI 52-110. Each member has the ability to read and understand the Company's financial statements and to understand the breadth and complexities of the financial issues that can reasonably be expected to be raised by the Company.

### Relevant Experience and Education

The educational background or experience of the Audit Committee members has enabled each to perform his responsibilities as an Audit Committee member and has provided the member with an understanding of the breadth and complexity of the accounting issues and principles used by the Company to prepare its financial statements.

In particular, the Audit Committee has the education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating 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 Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

The education and experience of each member relevant to the performance of such member's responsibilities as an Audit Committee member are described in the following paragraphs:

**Maurice Brooks** - Mr. Brooks is a licensed senior Chartered Accountant and Senior Statutory Auditor in the UK. Since 2000, he has been a senior partner in Johnson, Smith & Co., Chartered Accountants and Statutory Auditors. He is currently Chair of the Audit Committee of TNR Gold Corp. Previously, he was Finance and Deputy Managing Director of a vehicle producer, Investment Accountant to the Western Australian Government. Prior to that, he was employed in the audit department of PricewaterhouseCoopers LLP of the UK.

**Ross Thompson** - Ross Thompson is a speaker and expert in marketing behavioral science. In 1995, he founded Giftpoint Ltd., which is one of the largest specialist promotional merchandise businesses in the UK, with offices in London and Shanghai, China. Giftpoint's clients include L'Oreal, Oracle, Ocado, Pernod Ricard and other well-known brands. For seven years, Mr. Thompson was President of IGC

Global Promotions, one of the world's oldest and largest global networks of premium resellers. He is an active investor in other businesses and has a special interest and understanding of the natural resources industry. Mr. Thompson is a director of TNR Gold Corp.

**Nicholas Davies** - Nicholas Davies has served as a public company director since 2010, when he joined the board of Lombard Risk Management plc (formerly LSE: LRM, renamed Vermeg Management Ltd., a private company, following a takeover). He has over 20 years of experience in building technology applications. Since 2016, he has been Chief Technical Officer of Convendia Ltd., which is a young start-up that aims to help organizations reduce their risk of financial instability by gaining better transparency and understanding through modelling of contingent cash flows, costs, and the impact to funding and revenue recognition. From 2008 to 2016, he served as Chief Technical Officer of Lombard Risk Management plc, one of the world's leading providers of collateral management and regulatory compliance solutions to financial organizations and large corporations around the world. In addition to the role of CTO, he was a board member, providing insight and governance on a wide range of issues from partnerships, strategic product direction, and acquisitions of competing organizations. From 2002 to 2008, he served as director and CTO of a division of JP Morgan Chase, London, responsible for the governance of technology in support of four businesses in the group and specifically for EMEA the governance of new financial products and operational risks and technology direction. Mr. Davies has a BSc in Computer Science from Leeds University and a BTEC Diploma in Computer Studies from Scarborough Technical College.

### Audit Committee Charter

The Audit Committee Charter was previously adopted by the Board of Directors. The text of the Audit Committee Charter is attached as Schedule "A" to this Information Circular.

### External Auditor Service Fees

The fees billed by the Company's external auditor in each of the last two financial years for audit and non-audit related services provided to the Company and its subsidiaries are as follows:

FINANCIAL YEAR ENDING December 31	AUDIT FEES (\$)	AUDIT RELATED FEES (\$)	TAX FEES (\$)	ALL OTHER FEES (\$) <sup>(1)</sup>
2017	36,720	Nil	5,000	Nil
2016	40,000	Nil	5,000	Nil

(1) "Audit Fees" include fees necessary to perform the annual audit and if applicable, quarterly reviews of the Company's consolidated 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. These fees relate to preparing and filing the Company's Canadian tax return and related schedules.

(4) "All Other Fees" includes all other non-audit services". Pursuant to the Audit Committee Charter, the Company requires Audit Committee pre-approval of all non-audit services to be provided to the Company.

### Audit Committee Oversight

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

### Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit

services.

### **Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

### **Reliance on Certain Exemptions**

As a TSX Venture Exchange listed issuer, the Company is relying on the exemptions contained in section 6.1 of NI 52-110 Part 3 (Composition of the Audit Committee), as described in "Composition of the Audit Committee" above, and Part 5 (Reporting Obligations) of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Information Circular).

## **ADDITIONAL INFORMATION**

Additional information relating to the Company can be found under the Company's profile at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.internationallithium.com](http://www.internationallithium.com).

Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis, which are available on [www.sedar.com](http://www.sedar.com) or on the Company's website. A copy of these documents may also be obtained by a securityholder, without charge, upon request to the Chief Financial Officer of the Company at International Lithium Corp. 1030 West Georgia Street, Suite 1910, Vancouver, B.C. V6E 2Y3; Telephone: +1 (604) 449-65202, or Fax: (604) 484-7143.

The contents of this Information Circular and its distribution to shareholders of the Company have been approved by the Board of Directors.

### **BY ORDER OF THE BOARD OF DIRECTORS**

***"John Wisbey"***

John Wisbey  
Chief Executive Officer

## **SCHEDULE “A”**

### **Charter of the Audit Committee of the Board of Directors of INTERNATIONAL LITHIUM CORP. (the “Company”)**

#### *1. Purpose of the Committee*

- 1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

#### *2. Members of the Committee*

- 2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be “independent” as defined under National Instrument 52-110 – *Audit Committees* (“NI 52-110”) while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.
- 2.2 At least one Member of the Audit Committee must be “financially literate” as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the 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.

#### *3. Meeting Requirements*

- 3.1 The Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgement. Meetings may be held in person or telephonically, and shall be at such times and places as the Committee determines. Without meeting, the Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.
- 3.2 A majority of the members of the Committee shall constitute a quorum.

#### *4. Duties and Responsibilities*

- 4.1 The Audit Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements.

Specifically, the Audit Committee will:

- (a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the “auditor”) who perform the annual audit in accordance with applicable securities laws,

and who shall be ultimately accountable to the Board through the Audit Committee;

- (b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditor, including any reports of the auditors prepared in connection with the annual audit;
- (c) review information, including written statements from the auditors, concerning any relationships between the auditor and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditor;
- (d) review and discuss with management and the auditors the Company's audited financial statements and accompanying Management's Discussion and Analysis of Financial Conditions ("MD&A"), including a discussion with the auditor of its judgments as to the quality of the Company's accounting principles and report on them to the Board;
- (e) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;
- (f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;
- (g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;
- (h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;
- (i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;
- (j) oversee and annually review the Company's Code of Business Conduct and Ethics;
- (k) approve material contracts where the Board of Directors determines that it has a conflict;
- (l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;
- (m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company's expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;

- (n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;
- (o) review and monitor all related party transactions which may be entered into by the Company; and
- (p) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

5. *Miscellaneous*

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.