



VELOCITY

MINERALS LTD.

VELOCITY MINERALS LTD.

2019 **Notice of Annual General Meeting of Shareholders**

ANNUAL **Management Information Circular**

GENERAL

MEETING

Place: **Suite 2300 - 1177 West Hastings Street**
Vancouver, British Columbia
Canada, V6E 2K3

Time: **9:00 a.m. (Pacific Daylight Time)**

Date: **June 3, 2019**



VELOCITY MINERALS LTD.
Suite 2300 - 1177 West Hastings Street
Vancouver, British Columbia, Canada, V6E 2K3
Telephone: 604- 484-1233

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of shareholders of Velocity Minerals Ltd. (the “Company”) will be held in the Main Boardroom of the offices of the Company at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada on Monday, June 3, 2019 at 9:00 a.m. (PDT) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2018 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the fiscal year ending December 31, 2019 and to authorize the directors to fix the auditor’s remuneration;
3. to fix the number of directors at four (4);
4. to elect the directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed April 18, 2019 as the record date for the Meeting (the “Record Date”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Trust Company of Canada. Proxies must be completed, dated, signed and returned to Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 5:00 p.m. (EDT) on May 30, 2019, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 18th day of April 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Keith J. Henderson

Keith J. Henderson
President, Chief Executive Officer
and Director



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Suite 2300 – 1177 West Hastings Street
Vancouver, British Columbia, Canada, V6E 2K3
Telephone: 604-484-1233

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION AND CIRCULAR DISCLOSURE

Persons Making the Solicitation

This Information Circular is being furnished in connection with the solicitation of proxies by the management of Velocity Minerals Ltd. (the “Company”) for use at the annual general meeting (the “Meeting”) of the holders of common shares in the capital of the Company (the “Shareholders”) to be held in the Main Boardroom of the offices of the Company at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada on Monday, June 3, 2019 at 9:00 a.m. (PDT) for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost. The Company may reimburse Shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute proxies. All costs of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the “Proxy”) are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER’S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.** A Proxy will not be valid unless the completed, dated and signed Proxy is received by Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 5:00 p.m. (EDT) on May 30, 2019 or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

A Shareholder who has given a Proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at Suite 1170 – 1040 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4H1, at

any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

If you are a non-registered Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to revoke your voting instructions.

Exercise of Discretion

If the instructions in a Proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the Proxy and, where a choice with respect to any matter to be acted upon has been specified in the Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made. **If you do not provide instructions in your Proxy, the persons named in the enclosed Proxy will vote your shares FOR the matters to be acted on at the Meeting.**

The persons named in the enclosed Proxy will have discretionary authority with respect to any amendments or variations of these matters or any other matters properly brought before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment or other item of business that comes before the Meeting is routine or contested. The persons named in the enclosed Proxy will vote on such matters in accordance with their best judgment. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

Advice to Non-Registered (Beneficial) Shareholders

The information set out in this section is important to many Shareholders as a substantial number of Shareholders do not hold their shares in their own name.

Only registered Shareholders or duly appointed proxyholders for registered Shareholders are permitted to vote at the Meeting. Many of the Shareholders of the Company are “non-registered” Shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares.

More particularly, a person is not a registered Shareholder in respect of shares of the Company which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either (a) in the name of an intermediary (the “Intermediary”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIAs, RESPs and similar plans), or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively referred to as the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies (such as Broadridge Investor Communication Solutions) to forward the Meeting Materials to Non-Registered Holders. Generally, if you are a Non-Registered Holder and you have not waived the right to receive the Meeting Materials you will either:

- (a) be given a form of **proxy which has already been signed by the Intermediary** (typically by a facsimile stamped signature) which is restricted to the number of shares beneficially owned by you, but which is otherwise not complete. Because the Intermediary has already signed the proxy, this proxy is not required to be signed by you when submitting it. In this case, if you wish to submit a proxy you should otherwise properly complete the executed proxy provided and deposit it with **Computershare Trust Company of Canada**, as provided above; or

- (b) more typically, a Non-Registered Holder will be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy”, “proxy authorization form” or “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page printed form, the voting instruction form will consist of a regular printed proxy accompanied by a page of instructions that contains a removable label containing a bar-code and other information. In order for the proxy to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy, properly complete and sign the proxy **and return it to the Intermediary or its service company (not the Company or Computershare Trust Company of Canada)** in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares that they beneficially own. If you are a Non-Registered Holder and you wish to vote at the Meeting in person as proxyholder for the shares owned by you, you should strike out the names of the management designated proxyholders named in the proxy authorization form or voting instruction form and insert your name in the blank space provided. **In either case, you should carefully follow the instructions of your Intermediary, including when and where the proxy, proxy authorization or voting instruction form is to be delivered.**

The materials with respect to the Meeting are being sent to both registered Shareholders and Non-Registered Holders who have not objected to the Intermediary through which their shares are held disclosing ownership information about themselves to the Company (“NOBOs”). If you are a NOBO, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary on your behalf.

If you are a Non-Registered Holder who has objected to the Intermediary through which your shares are held disclosing ownership information about you to the Company (an “OBO”), you should be aware that the Company does not intend to pay for Intermediaries to forward the materials with respect to the Meeting, including proxies or voting information forms, to OBOs and therefore an OBO will not receive the materials with respect to the Meeting unless that OBO’s Intermediary assumes the cost of delivery.

NOTICE AND ACCESS

In November 2012, the Canadian Securities Administrators announced the adoption of regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to advise their shareholders of the availability of all proxy-related materials on an easily accessible website, rather than mailing physical copies of the materials.

This year the Company has decided to deliver the Meeting Materials to Shareholders by posting the Meeting Materials on its website (www.velocityminerals.com). The Meeting Materials will be available on the Company’s website as of April 29, 2019, and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR at www.sedar.com as of April 29, 2019.

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

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

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of common shares, each share carrying the right to one vote. As at April 18, 2019, 94,052,927 common shares were issued and outstanding.

Only holders of common shares of record at the close of business on April 18, 2019 (the “Record Date”), who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their common shares voted at the Meeting.

On a show of hands, every individual who is present as a registered Shareholder or as a duly appointed representative of one or more registered corporate Shareholders will have one vote, and on a poll every registered Shareholder present in person or represented by a validly appointed proxyholder, and every person who is a duly appointed representative of one or more corporate registered Shareholders, will have one vote for each common share registered in the name of the Shareholder on the list of Shareholders, which is available for inspection during normal business hours at Computershare Trust Company of Canada and will be available at the Meeting. Shareholders represented by proxyholders are not entitled to vote on a show of hands.

The following table sets out, to the knowledge of the directors and executive officers of the Company, based on public information, those persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying 10% or more of the voting rights attached to all of the issued and outstanding common shares as at the Record Date:

Name	Number of Common Shares Held	Percentage of Issued and Outstanding Common Shares⁽¹⁾
Keith Henderson	7,400,000	7.87%
Stuart Mills	7,816,600	8.31%
Daniel Marinov Ltd. ⁽²⁾	6,383,333	6.79%
Cruise Geoservices Ltd. ⁽³⁾	5,933,333	6.31%

Notes:

- (1) Assuming 94,052,927 common shares issued and outstanding.
- (2) Daniel Marinov Ltd. is controlled by Daniel Marinov.
- (3) Cruise Geoservices Ltd. is controlled by Mark Cruise.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the board of directors of the Company (the “Board of Directors” or the “Board”), or their respective associates or affiliates, are or have been indebted to the Company or its subsidiaries since the beginning of the last completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, since the beginning of the Company’s last financial year, no “informed person” of the Company (including a director, officer or individual or corporation that beneficially owns or controls 10% or more of the issued and outstanding voting securities of the Company), proposed nominee for election as a director of the Company (“proposed director”), or any associate or affiliate of any informed person or proposed director, has any material interest, direct or indirect in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. See “Interest of Certain Persons or Companies in the Matters to be Acted Upon”.

MANAGEMENT CONTRACTS

The management functions of the Company and its subsidiaries are primarily performed by the directors and executive officers of the Company, and not to any substantial degree by any other person with whom the Company has contracted.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a “Named Executive Officer” or “NEO” means each of the following individuals:

- (a) a Chief Executive Officer (“CEO”) of the Company;
- (b) a Chief Financial Officer (“CFO”) of the Company;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for the financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity at the end of the most recently completed financial year.

Compensation Discussion and Analysis

The Company has a compensation program. The Company’s compensation committee (the “Compensation Committee”) relies on the experience of its members to ensure that total compensation paid to the Company’s management is fair and reasonable and is both in-line with the Company’s financial resources and competitive with companies at a similar stage of development.

The Compensation Committee is responsible for assisting the Board in monitoring, reviewing and approving compensation policies and practises of the Company and its subsidiaries and administering the Company’s stock option plan. With regard to the CEO, the Compensation Committee is responsible for reviewing and approving corporate goals and objectives relevant to the CEO’s compensation, evaluating the CEO’s performance in light of those goals and objectives and making recommendations to the Board with respect to the CEO’s compensation level based on this evaluation. In consultation with the CEO, the Compensation Committee makes recommendations to the Board on the framework of executive remuneration and its cost and on specific remuneration packages for each of the directors and officers other than the CEO, including recommendations regarding awards under equity compensation plans. The Compensation Committee also reviews executive compensation disclosure before the Company publicly discloses the information.

The Compensation Committee has the authority to engage and compensate, at the expense of the Company, any outside advisor that it determines to be necessary to permit it to carry out its duties (including compensation consultants and advisers), but it did not retain any such outside consultants or advisers during the financial year ended December 31, 2018.

Currently, the Compensation Committee is comprised of two members, namely, Mr. Mark Cruise and Mr. Gordon Doerksen, both of whom are independent and knowledgeable as to appropriate factors to consider when determining fair compensation for a reporting issuer's management team and directors and of fair compensation practices.

Compensation Philosophy

The Company has taken a forward-looking approach for the compensation for its directors, officers, employees and consultants to ensure that the Company can continue to build and retain a successful and motivated discovery and development team and, importantly, align the Company’s future success with that of Shareholders.

The Company's compensation strategy is to attract and retain talent and experience with focused leadership in the operations, financing and asset management of the Company with the objective of maximizing the value of the Company. The Company compensates its Named Executive Officers based on their skill and experience levels and the existing stage of development of the Company. NEOs are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Company's resources, industry practice, and regulatory guidelines regarding executive compensation levels.

Under the Company's compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

The Company has not currently identified specific performance goals or benchmarks as such relate to executive compensation. The stage of the Company's development and the small size of its specialized management team allow frequent communication and constant management decisions in the interest of developing Shareholder value as a primary goal.

The Compensation Committee believes that the compensation policies and practices of the Company do not encourage executive officers to take unnecessary or excessive risk; however, the Board intends to review from time to time and at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time. Implicit in the Board of Director's mandate is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and Shareholders and risk implications is one of many considerations which are taken into account in such design.

Compensation Components

The Board of Directors has implemented three levels of compensation to align the interests of the Named Executive Officers with those of the Shareholders. First, NEOs may be paid a monthly salary or consulting fee. Second, the Board of Directors may award NEOs long-term incentives in the form of stock options. Finally, and only in special circumstances, the Board of Directors may award cash or share bonuses for exceptional performance that results in a significant increase in Shareholder value. The Company does not provide medical, dental, pension or other benefits to NEOs. To date, no specific formulas have been developed to assign a specific weighting to each of these components.

Base Salary

The base compensation of the Named Executive Officers is reviewed and set annually by the Board of Directors, based on the recommendations of the Compensation Committee. The salary review for each NEO is based on an assessment of factors such as:

- current competitive market conditions;
- compensation levels within the peer group; and
- particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Using this information, together with budgetary guidelines and other internally generated planning and forecasting tools, the Board performs an annual assessment of the compensation of all executive officer compensation levels and then sets the base salaries or consulting fees of the NEOs.

Annual Incentive Plan

The Company has no formal annual incentive plan.

Long-Term Compensation

Long-term compensation is paid to NEOs in the form of grants of stock options.

Name and principal position	Year	Salary / Consulting Fees (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Former Chief Executive Officer	2017	--	--	--	N/A	N/A	N/A	--	--
	2016	--	--	--	N/A	N/A	N/A	25,000	25,000
D. Barry Lee ⁽⁶⁾ Former Chief Financial Officer	2018	--	--	--	--	--	--	--	--
	2017	--	--	--	N/A	N/A	N/A	--	--
	2016	--	--	--	N/A	N/A	N/A	--	--

Notes:

- (1) The determination of the value of option awards is based upon the Black-Scholes Option-pricing model.
- (2) Appointed on July 21, 2017.
- (3) Keith Henderson received a base salary of \$12,500 per month for CEO services.
- (4) Blaine Bailey provides CFO services through Promaid Services Ltd., a private company owned by him, (pursuant to a month-to-month arrangement between the Company and Promaid Services Ltd.) for the monthly amount of \$4,000 in consulting fees.
- (5) Stuart Mills provides VP – Exploration services through SAM Exploration Consultants Ltd., a private company owned by him, for the monthly amount of \$20,800 in consulting fees.
- (6) Resigned on July 21, 2017.

Employment and Consulting Agreements

The Company entered into an employment agreement (the “Executive Employment Agreement”) with Keith Henderson with an effective date of August 1, 2017, whereby he will be paid a full-time annual salary of \$150,000 to serve as President and CEO of the Company and may participate in a bonus plan as determined by the Company’s Compensation Committee and approved by the Board. The Executive Employment Agreement contains termination provisions, including a change of control provision, summarized as follows:

- (a) Mr. Henderson may terminate his employment with the Company for Good Reason, provided that Mr. Henderson has first given written notice to the Board of the alleged Good Reason, and further provided that the Company has failed to cure such alleged events or situations, to the extent it constitutes Good Reason, within 60 days of receiving such notice. If Mr. Henderson’s employment with the Company is terminated, then the Company shall pay Mr. Henderson severance in an amount which is equal to two times Mr. Henderson’s annual salary;
- (b) the Company may terminate Mr. Henderson’s employment at any time for other than just cause by delivering to Mr. Henderson written notice of termination. If Mr. Henderson’s employment with the Company is terminated, then the Company shall pay Mr. Henderson severance in an amount equal to two times his annual salary;
- (c) the Company may immediately terminate the Executive Employment Agreement for just cause on the following basis: (i) Mr. Henderson’s default or misconduct in the proper discharge of his duties, or any breach or non-observance by Mr. Henderson of any provision of the Executive Employment Agreement, which is not rectified by him within 15 days of having received written notice of such default or misconduct from the Company; (ii) material violation by Mr. Henderson of applicable securities legislation or stock exchange rules; provided that where such violation is of such a nature that it can be cured, such violation shall not constitute cause if it is cured within ten days of him becoming aware of the occurrence; (iii) Mr. Henderson engaging in a criminal act, serious misconduct, disloyalty or act of dishonesty respecting the property, finances or reputation of the Company; (iv) any act on behalf of Mr. Henderson constituting just cause as founded by the courts in Canada; or (v) Mr. Henderson having absented himself from his duties of employment without leave of the Company, which absence reasonably constitutes abandonment of his position or duties. If Mr. Henderson is terminated for just cause, he is only entitled to his base salary accrued, all

expenses properly incurred, any accrued but unpaid vacation pay up to the termination date and is not entitled to notice or payment in lieu thereof;

- (d) if a Change or Control Event occurs and during the Change of Control Period: (i) Mr. Henderson is terminated for any reason other than just cause; or (ii) Mr. Henderson terminates the Executive Employment Agreement by providing no less than 30 days' notice of said termination to the Company, then (A) Mr. Henderson shall resign as a director and officer the Company and deliver a full and final release in favour of the Company and (B) the Company shall pay Mr. Henderson severance equal to two times Mr. Henderson's annual salary. The Company is entitled to contest any Change of Control Event claim by Mr. Henderson within 30 days of said notice; or
- (e) subject to the provisions of the *Human Rights Code* (British Columbia), the Executive Employment Agreement and the employment of Mr. Henderson will automatically terminate upon his death or permanent disability of which renders performance of his duties and responsibilities impossible, in which case the Company is required to pay to Mr. Henderson his accrued base salary and vacation pay, any earned or accrued bonus prorated to the end of the six month period from the date of termination and all properly incurred expenses.

The Company entered into a consulting agreement (the "SAM Consulting Agreement") with SAM Exploration Consultants Ltd. (a Company controlled by Stuart Mills) ("SAM Exploration") with an effective date of November 1, 2018, to provide services customarily attendant to the Vice President of Exploration and to provide other related services to the Company for a fee of \$20,800 per month. The initial term of the SAM Consulting Agreement is for three years, which may be renewed for successive one-year terms. The SAM Consulting Agreement contains termination provisions, including a change of control provision, summarized as follows:

- (a) either party may terminate the SAM Consulting Agreement if there has been a material breach on the part of the other party (the "Breaching Party") of any representations, warrants, covenants or agreement by the Breaching Party set forth in the SAM Consulting Agreement;
- (b) either party may terminate the SAM Consulting Agreement prior to its expiration by giving three months written notice to the other party of its intent to terminate;
- (c) the SAM Consulting Agreement can be terminated at any time upon mutual agreement of the parties;
- (d) the Company may immediately terminate the SAM Consulting Agreement for cause as a result of SAM Exploration or its representatives engaging in behavior or actions as follows: (i) theft, dishonesty, or other similar behavior; (ii) any criminal act, serious misconduct, disloyalty, or act of dishonesty respecting the property, finances or reputation of the Company; (iii) material violation of applicable securities legislation or stock exchange rules; provided that where such violation is of such a nature that it can be cured, such violation shall not constitute cause if it is cured within ten days of SAM Exploration becoming aware of the occurrence; (iv) material neglect of duty or misconduct in discharging any of SAM Exploration's duties and responsibilities; or (v) conduct which in the opinion of the Company, acting reasonably, is materially detrimental or embarrassing to the Company;
- (e) the Company may immediately terminate the SAM Consulting Agreement as a result of certain matters including (i) death or incapacity of Stuart Mills; (ii) Stuart Mills ceasing to be employed by SAM Exploration; (iii) conviction of Stuart Mills of an indictable offence or fraud; (iv) fraud, theft or willful misconduct by Sam Exploration or its Representatives that relates to or affects the Company; (v) bankruptcy of SAM Exploration or the appointment of a receiver or trustee to take possession of substantially all of its assets; (vi) a general assignment for the benefit of creditors of SAM Exploration; or (vii) the dissolution and winding-up of the business of SAM Exploration or the Company; or
- (f) if a Change of Control Event occurs and during the Change of Control Period: (i) the SAM Consulting Agreement is terminated for any reason other than pursuant to (d) or (e) above; or

(ii) SAM Exploration terminates the SAM Consulting Agreement by providing no less than 30 days' notice of said termination to the Company, then (A) Stuart Mills shall resign as an officer and/or director of the Company and Stuart Mills and SAM Exploration shall provide a final release in favour of the Company and (B) in recognition of the fact that SAM Exploration has provided services to the Company since July 2017, the Company shall pay SAM Exploration all outstanding fees under the SAM Consulting Agreement and a lump sum payment equal to 24 months of fees. The Company may waive or abridge any notice period pursuant to this Section (f) in its sole and absolute discretion and the Company is entitled to contest any Change of Control Event claim by SAM Exploration within 30 days of said notice.

Under the Executive Employment Agreement and SAM Consulting Agreement, as applicable:

- (a) "Business Combination" means a business combination within the meaning of TSX Venture Exchange Policy 5.4 *Escrow, Vendor Consideration and Resale Restrictions*, as amended or replaced from time to time;
- (b) "Change of Control Period" means a 13-month period beginning one month before the date the Change of Control Event occurs, and ending one year later on the first anniversary of the Change of Control Event; and
- (c) "Change of Control Event" means the occurrence of any one of the events set out below:
 - (i) a merger, amalgamation, arrangement or consolidation of the Company with or into another entity, or any other corporate reorganization or other Business Combination, if as a result of such Business Combination more than 50% of the issued and outstanding voting shares of the Company are transferred, or exchanged through merger, to different holders is a single transaction of the Company or a series of related transactions;
 - (ii) the exercise of the voting power of all or any shares of the Company so as to cause or result in the election of more than one half of the directors of the Company who were not nominated for election by the Board and who were not directors of the Company prior to such election;
 - (iii) a tender offer, an exchange offer, a take-over bid or any other offer or bid by an entity, person or group (other than the Company, a wholly owned subsidiary of the Company, or the Approved Holder) which results in the ownership by such entity, person or group of persons acting jointly or in concert of more than 50% of the issued and outstanding voting shares of the Company;
 - (iv) the purchase or acquisition of voting shares of the Company, and/or securities convertible into voting shares of the Company or carrying the right to acquire voting shares of the Company ("Convertible Securities"), which results in a person, group of persons or persons acting jointly or in concert, or any Affiliates or Associates of such persons (collectively, the "Holders"), beneficially owning or exercising control or direction over shares of the company and/or Convertible Securities such that, assuming the conversion of Convertible Securities beneficially owned by the Holders, the Holders would have the right to cast more than 50% of the votes attached to all shares of the Company at a meeting of shareholders; or
 - (v) the sale, transfer or disposition by the Company of all or substantially all of the assets of the Company.

Notwithstanding the foregoing, an event shall not constitute a Change of Control Event if its sole purpose is to change the jurisdiction of the Company or to create a holding company, partnership or trust that shall be owned in substantially the same proportions by the persons who held the Company's securities immediately before such event. Additionally, a Change of Control Event shall not be deemed to have occurred, with respect to either SAM Exploration or Mr. Henderson, if either SAM Exploration or Mr. Henderson or either of their representatives are part of a

purchasing group that consummates the Change of Control Event or, in the case of paragraph (ii) above, they or their representatives initiates the election or the appointment, as the case may be, of the new directors.

- (d) “Good Reason” means the occurrence of any of the following events without the express written consent of Mr. Henderson: (i) any material adverse change (except temporarily during any period of physical or mental incapacity or disability of Mr. Henderson) in Mr. Henderson’s title(s), status, position(s), authority, duties or responsibilities with the Company; (ii) any reduction of Mr. Henderson’s base salary, or changes to or the elimination of the incentive compensation programs which results in a material reduction in Mr. Henderson’s total potential compensation, when compared to his average total compensation in the previous three years other than for a temporary period of less than six months; or any material breach of the Executive Employment Agreement by the Company.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each Named Executive Officer of the Company. The Company does not grant share-based awards.

Name	Option-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised “in-the-money” options ⁽¹⁾ (\$)
Keith Henderson President and Chief Executive Officer	500,000	\$0.31	July 31, 2022	--
	250,000	\$0.17	November 5, 2020	\$6,250
Blaine Bailey Chief Financial Officer ⁽²⁾	350,000	\$0.31	July 31, 2022	--
Stuart Mills VP Exploration	500,000	\$0.31	July 31, 2022	--
	250,000	\$0.17	November 5, 2020	\$6,250

Notes:

- (1) Options are “in the money” if the market price of the common shares is greater than the exercise price of the options. Value is calculated by multiplying the number of common shares which may be acquired on exercise of the option by the difference, if any, between the exercise price of the options and the market value of the common shares underlying the options as at the closing price on December 31, 2018, being the last trading day for the most recently completed financial year of \$0.195 per common share.

There were no outstanding share-based awards as at December 31, 2018. The Company does not grant any share-based awards.

The Board’s approach to issuing options to be granted is consistent with prevailing practice in the mineral exploration industry. Grants of options depend on the length of service of the Named Executive Officer. There are, therefore, no formulae followed or performance goals or significant conditions which must be met before options will be granted. Options are always granted at or above the prevailing market price of the common shares on the TSX Venture Exchange (the “TSX-V”).

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets out details of the value vested or earned during the most recently completed financial year of incentive plan awards granted to each Named Executive Officer. The Company does not grant share-based awards or non-equity incentive plan compensation.

Name	Option-based awards – Value vested during the year⁽¹⁾⁽⁴⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Keith Henderson President and Chief Executive Officer ⁽²⁾	\$6,250	N/A
Blaine Bailey Chief Financial Officer	Nil	N/A
Stuart Mills VP Exploration	\$6,250	N/A

Notes:

- (1) The “value vested during the year” is calculated using the closing price of the common shares of the Company on the TSX-V on the vesting date less the respective exercise prices of the options. All options granted have vested as of December 31, 2018.
- (2) All options vested on grant date.

There was no re-pricing of stock options under the Company’s Stock Option Plan or otherwise during the Company’s financial year ended December 31, 2018. Details of the Company’s Stock Option Plan can be found under the headings “Compensation Discussion and Analysis” above and “Approval of Stock Option Plan” below.

Option-based Awards Exercised During the Year

The following table sets out information concerning option-based awards exercised during the Company’s most recently completed financial year by the Named Executive Officers.

Name	Common Shares Acquired on Exercise (#)	Exercise Price (\$)	Date of Exercise	Aggregate Value Realized (\$)
Keith Henderson President and Chief Executive Officer	--	N/A	N/A	N/A
Blaine Bailey Chief Financial Officer	--	N/A	N/A	N/A
Stuart Mills VP Exploration	--	N/A	N/A	N/A

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination and Change of Control Benefits

Effective August 1, 2017 the Company entered into the Executive Employment Agreement with Mr. Henderson where he will be paid a full-time annual salary of \$150,000 to serve as President and CEO of the Company. The Executive Employment Agreement includes change of control provisions and a severance package as set out under “Employment and Consulting Agreements” above. As at January 1,

2019, Mr. Henderson’s salary was increased to \$250,000, there are no other changes to his employment agreement.

Effective November 1, 2017, the Company entered into the SAM Consulting Agreement with SAM Exploration Consultants Ltd. (a Company controlled by Stuart Mills) where SAM Exploration will be paid a full-time annual consulting fee of \$249,600 to make Mr. Mills available to serve as and to provide the services customarily attendant to the Vice President of Exploration of the Company. The SAM Consulting Agreement also includes change of control provisions as set out under “Employment and Consulting Agreements” above.

Director Compensation

Other than compensation paid to the Named Executive Officers, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or in their capacity as members of a committee of the Board. Daniel Marinov receives monthly compensation of \$2,310 in his capacity as a director of certain Bulgarian subsidiaries, during the Company’s most recently completed financial year. The directors are reimbursed for reasonable expenses incurred on behalf of the Company. From time to time, directors may be retained to provide specific services to the Company and its subsidiaries and will be compensated on a normal commercial basis for such services. The Company does not grant share-based awards. As at January 1, 2019, the board approved and the Company agreed to pay directors fees of \$2,000 per month. As at January 1, 2019, Mr. Marinov will no longer receive his monthly compensation of \$2,310 and he will only receive directors’ fees.

During the most recently completed financial year, the Company had four directors who were not also Named Executive Officers, namely Gordon Doerksen, Mark Cruise and Daniel Marinov. The following table sets out the details of compensation provided to the aforesaid directors during the Company’s most recently completed financial year. The Company does not grant share-based awards.

Name of Director	Fees earned (\$)	Option-based awards⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value⁽²⁾ (\$)	All other compensation (\$)	Total compensation (\$)
Mark Cruise	--	9,032	N/A	N/A	--	9,032
Gordon Doerksen	--	9,032	N/A	N/A	--	9,032
Daniel Marinov	27,720	9,032	N/A	N/A	--	36,752
Joseph Martin ⁽³⁾	--	--	N/A	N/A	--	--

Notes:

(1) The determination of the value of option awards is based upon the Black-Scholes Option-pricing model.

(2) The Company does not maintain any defined benefit or defined contribution plan.

(3) Resigned on February 15, 2018.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the

most recently completed financial year, to each director who is not a Named Executive Officer. The Company does not grant share-based awards.

Name	Option-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised “in-the-money” options ⁽¹⁾ (\$)
Mark Cruise	200,000	\$0.31	July 31, 2022	--
	100,000	\$0.17	November 5, 2020	\$2,500
Gordon Doerksen	200,000	\$0.31	July 31, 2022	--
	100,000	\$0.17	November 5, 2020	\$2,500
Daniel Marinov	200,000	\$0.31	July 31, 2022	--
	100,000	\$0.17	November 5, 2020	\$2,500
Joseph Martin ⁽²⁾	Nil	N/A	N/A	N/A

Notes:

- (1) Options are “in the money” if the market price of the common shares is greater than the exercise price of the options. Value is calculated by multiplying the number of common shares which may be acquired on exercise of the option by the difference, if any, between the exercise price of the options and the market value of the common shares underlying the options as at the closing price on December 31, 2018, being the last trading day for the most recently completed financial year of \$0.195 per common share.
- (2) Resigned on February 15, 2018.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets out details of the value vested or earned during the most recently completed financial year of incentive plan awards granted to each director who is not a Named Executive Officer. The Company does not grant share-based awards or non-equity incentive plan compensation.

Name	Option-based awards – Value vested during the year ⁽¹⁾⁽²⁾ (\$)	Non-equity incentive plans compensation – Value earned during the year (\$)
Mark Cruise	Nil	N/A
Gordon Doerksen	Nil	N/A
Daniel Marinov	Nil	N/A
Joseph Martin ⁽³⁾	Nil	N/A

Notes:

- (1) The “value vested during the year” is calculated using the closing price of the common shares of the Company on the TSX-V on the vesting date less the respective exercise prices of the options.
- (2) All options vested on grant date.
- (3) Resigned on February 15, 2018.

Option-based Awards Exercised During the Year

The following table sets out information concerning option-based awards exercised during the Company’s most recently completed financial year by each director who is not a Named Executive Officer.

Name	Common Shares Acquired on Exercise (#)	Exercise Price (\$)	Date of Exercise	Aggregate Value Realized (\$)
Mark Cruise	--	N/A	N/A	N/A
Gordon Doerksen	--	N/A	N/A	N/A
Daniel Marinov	--	N/A	N/A	N/A

Management Contracts

Pursuant to a service and office facilities agreement dated September 1, 2017 between the Company and Marval Office Management Ltd. (“Marval”) of Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia (the “Office Premises”), the Company agreed to pay \$1,941.99 per month to Marval in consideration of Marval providing office space and furnishings and associated office equipment, communications facilities and secretarial/receptionist services to the Company. Marval is a private company partly owned by Marla Ritchie, the Corporate Secretary of the Company.

Stock Option Plan

The Stock Option Plan is a 10% “rolling” stock option plan, within the meaning of applicable TSX-V policies. The underlying purpose of the Stock Option Plan is to attract and motivate the directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan.

The material terms of the Stock Option Plan are set out below, which summary is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting and at the Company’s records office located at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia for 10 business days prior to the Meeting, during business hours.

1. Eligible Participants. Options may be granted under the Stock Option Plan to Eligible Charitable Organizations (as defined under the Stock Option Plan) or to directors or officers of the Company or an affiliate of the Company (in this section collectively, the “Directors”), employees of the Company or a subsidiary (in this section collectively, the “Employees”) or consultants of the Company or an affiliate (in this section collectively, the “Consultants”). The Board of Directors, in its discretion, determines whether to grant options under the Stock Option Plan to eligible participants.
2. Number of Shares Reserved. The number of common shares in the capital of the Company which may be issued pursuant to options granted under the Stock Option Plan may not exceed 10% of the issued and outstanding common shares at the date of granting of options (including all options granted by the Company prior to the adoption of the Stock Option Plan and thereunder). Options which are cancelled or expire prior to exercise continue to be issuable under the Stock Option Plan.
3. Term of Options. Subject to the termination and change of control provisions noted below, the terms of any option granted under the Stock Option Plan is determined by the Board and may not exceed 10 years from the date of grant.
4. Exercise Price. The exercise price of options granted under the Stock Option Plan is determined by the Board, provided that it is not less than the discounted market price, as that term is defined under applicable TSX-V policies or such other minimum price as is permitted by the Exchange in accordance with the policies, as amended from time to time, or, if the common shares are no longer listed on the TSX-V, then such other exchange or quotation system on which the common shares

are listed or quoted for trading. The exercise price of options granted to insiders may not be decreased without disinterested Shareholder approval at the time of the proposed amendment.

5. Vesting. All options granted pursuant to the Stock Option Plan will be subject to such vesting requirements as may be prescribed by the TSX-V, if applicable, or as may be imposed by the Board of Directors.
6. Termination of Options. Any options granted pursuant to the Stock Option Plan will terminate upon the earliest of:
 - (a) the end of the term of the option;
 - (b) where an optionee's position as an Employee, Consultant or Director is terminated for just cause, the date of such termination for just cause;
 - (c) where an optionee's position as an Employee, Consultant or Director terminates for a reason other than the optionee's disability, death, or termination for just cause, 90 days after such date of termination;
 - (d) where an optionee's position as an Employee, Consultant or Director terminates as a result of the optionee's death, such Options may be exercisable by the legal heirs or personal representatives of the optionee for a period to be determined by the Board of Directors, which shall not be less than three months and not more than six months from the date of death;
 - (e) the date of any sale, transfer, assignment or hypothecation, or any attempted sale, transfer, assignment or hypothecation, of such Option in violation of the terms of the Stock Option Plan; and
 - (f) upon the occurrence of a Termination Event (as defined under the Stock Option Plan).

The Board of Directors may from time to time alter, suspend or discontinue the Stock Option Plan. Subject to the approval of the TSX-V, the Board may also at any time amend or revise the terms of the Stock Option Plan, provided that no such amendment or revision shall result in a material adverse change to the terms of any options granted under the Stock Option Plan, unless Shareholder approval or disinterested Shareholder approval, as the case may be, is obtained for such amendment or revision. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding Option, if the Option holder is an insider; (ii) any grant of Options to insiders, within a 12 month period, exceeding 10% of the Company's issued shares; and (iii) any grant of Options to any one individual, within a 12 month period, exceeding 5% of the Company's issued shares.

The Stock Option Plan does not permit stock options to be transformed into stock appreciation rights.

Repricing of Stock Options

The Company did not make any downward repricing of stock options during the financial year ended December 31, 2018.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out details of all the Company's equity compensation plans as of December 31, 2018, being the end of the Company's most recently completed financial year. The Company's equity compensation plan consists of its Stock Option Plan, which was approved by the Shareholders on February 15, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders	7,100,000	\$0.26 ⁽²⁾	388,676
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTAL	7,100,000	\$0.26	388,676

Notes:

- (1) As at December 31, 2018, being the date Company's last completed financial year, there were 74,886,759 common shares issued and outstanding.
- (2) Consisting of 3,300,000 options with an exercise price of \$0.31, 700,000 options with an exercise price of \$0.35, 250,000 options with an exercise price of \$0.31, 1,300,000 options with an exercise price of \$0.18 and 1,550,000 options with an exercise price of \$0.17.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") of the Canadian Securities Administrators requires the Company to annually disclose certain information regarding its corporate governance practices. That information is disclosed below.

Board of Directors

The Board of Directors 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 of Directors 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 of Directors 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 of the Board, 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 of Directors, 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 of Directors also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board of Directors is responsible for the appointment of senior management and monitoring of their performance.

The Board of Directors has not adopted a written mandate or code setting out the foregoing obligations, since it believes it is adequately governed by the requirements of applicable corporate and securities common and statute law which provide that the Board has responsibility for the stewardship of the Company. That stewardship includes 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 of Directors is currently comprised of four directors, of which two are independent. A director is "independent" if the director has no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgement. The current independent members of the Board are Gordon Doerksen and Mark Cruise. The non-independent members are Keith Henderson and Daniel Marinov.

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board does not hold regularly scheduled meetings without the non-independent directors and members of management. Since the beginning of the Company's last financial year, the independent directors did not hold any ad hoc meetings without the non-independent directors and management.

When a matter being considered involves a director, that director does not vote on the matter. As well, the directors regularly and independently confer amongst themselves and thereby keep apprised of all operational and strategic aspects of the Company's business.

At this time, the Board of Directors does not have a Chairman. In the absence of a Chairman and accordance with the articles of the Company, the President of the Company is responsible for presiding over all meetings of the directors and Shareholders. He is not an independent director; however, the independent directors either have significant experience as directors and officers of publicly traded companies or, as members of the financial investment community and therefore, do not require the guidance of an independent Chairman of the Board in exercising their duties as directors.

Descriptions of Roles

The Board of Directors has not established written descriptions of the positions of the Chairman of the Board, Chief Executive Officer or Chairman of any of the committees of the Board (except as may be set out in a charter applicable to a committee) as it feels they are unnecessary and would not improve the function and performance of the Board, Chief Executive Officer or any committee. The role of Chairman is delineated by the nature of the overall responsibilities of the Board or the committee.

The Board has not set limits on the objectives to be met by the Chairman of the Board, but believes that such limits and objectives should depend upon the circumstances of each situation and that to formalize these matters would be restrictive and unproductive.

Other Directorships

The following table sets out the directors of the Company who are currently directors of other reporting issuers:

Name of Director	Name of other Reporting Issuer
Keith Henderson	Centenera Mining Corporation Cardero Resource Corp. Pacific Empire Minerals Corp.
Mark Cruise	Trevali Mining Corporation Prism Resources Inc.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

- (a) Information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;
- (b) Access to recent and historical, publicly filed documents of the Company, management reports and the Company's internal financial information; and
- (c) Access to management, technical experts and consultants.

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

The Board of Directors has not adopted a formal code of business conduct and ethics. The Board is of the view that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board of Directors considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual general meeting. The Board takes in to account the number of directors required to carry out the Board's duties effectively and to provide the required skills, independence and experience.

The Board has not established a nominating committee and this function is currently performed by the Board as a whole.

Assessments

The Board of Directors has not established a formal process to regularly assess the Board and the Audit Committee with respect to their effectiveness and contributions. Nevertheless, their effectiveness is subjectively measured on an ongoing basis by each director based on their assessment of the performance of the Board, the Audit Committee or the individual directors compared to their expectation of performance. In doing so, the contributions of an individual director are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

Compensation

The Board of Directors has established a compensation committee. The performance of the President and Chief Executive Officer, Chief Financial Officer and other senior management of the Company is evaluated

by the independent Board members and measured against the Company's business goals and industry compensation levels.

Other Board Committees

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

AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* ("NI 52-110") of the Canadian Securities Administrators requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The primary function of the Audit Committee of the Board (the "Audit Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (ii) reviewing the systems for internal corporate controls which have been established by the Board and management; and (iii) overseeing the Company's financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board of Directors. The Audit Committee is also mandated to review and approve all material related party transactions.

Composition of the Audit Committee

Unless it is a "venture issuer" (an issuer, the securities of which are not listed or quoted on any of the Toronto Stock Exchange, a market in the USA other than the over-the-counter market, or a market outside of Canada and the USA) as of the end of its last financial year, NI 52-110 requires each of the members of the Audit Committee to be independent and financially literate. Since the Company is a "venture issuer" (its securities are listed on the TSX-V, but are not listed or quoted on any other exchange or market) it is exempt from this requirement. In addition, the Company's governing corporate legislation requires the Company to have an audit committee composed of a minimum of three (3) directors, a majority of whom are not officers or employees of the Company or an affiliate of the Company. The Audit Committee complies with this requirement.

The Audit Committee is currently comprised of the following members: Keith Henderson, Mark Cruise and Gordon Doerksen. Each member of the Committee is considered to be "financially literate" as defined by NI 52-110 in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. Two of the three current members of the Audit Committee, Mark Cruise and Gordon Doerksen are independent, while Keith Henderson is not independent as he is the Chief Executive Officer of the Company. To be considered to be independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Company. A material relationship is a relationship which could, in the view of the Board reasonably interfere with the exercise of a member's independent judgment.

The members of the Audit Committee are elected by the Board of Directors at its first meeting following the annual Shareholders' meeting. Unless a Chairman is elected by the full Board, the members of the Committee designate a Chairman by a majority vote of the full Committee membership.

Relevant Education and Experience

In addition to each member's general business experience, each of the Audit Committee members has the ability to read and understand financial statements and held director and/or officer positions with other

reporting issuers in the mineral exploration and mining sector where he has been actively involved in financing and fundraising activities.

Audit Committee Charter

The Company has adopted a Charter for the Audit Committee which sets out the committee’s mandate, organization, powers and responsibilities, a copy of which is attached hereto as Appendix A.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on an exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Section 3.2 of NI 52-110 (*Initial Public Offerings*), Section 3.3(2) of NI 52-110 (*Controlled Companies*), Section 3.4 of NI 52-110 (*Events Outside Control of Member*), Section 3.5 of NI 52-110 (*Death, Disability or Resignation of Audit Committee Member*) or Section 3.6 of NI 52-110 (*Temporary Exemption for Limited and Exceptional Circumstances*), on an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*) or on Section 3.8 of NI 52-110 (*Acquisition of Financial Literacy*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company’s Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

The following table sets out the fees paid by the Company to its auditors in each of the last two financial years.

Financial Year Ended	Audit Fees (\$) ⁽¹⁾	Audit Related Fees (\$) ⁽²⁾	Tax Fees (\$) ⁽³⁾	All Other Fees (\$) ⁽⁴⁾
December 31, 2018	29,000	nil	9,250	nil
December 31, 2017 ⁽⁵⁾	26,000	Nil	12,750	nil
June 30, 2017	7,000	nil	1,000	nil

Notes:

- (1) The aggregate fees billed by the Company’s auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company’s auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not disclosed in the “Audit Fees” column.
- (3) The aggregate fees billed for professional services rendered by the Company’s auditor for tax compliance, tax advice, and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.
- (5) Effective November 30, 2017, the Company’s financial year end was changed from June 30th to December 31st.

Venture Issuer Exemption

Since the Company is a “venture issuer” it relies on the exemption contained in Section 6.1 of NI 52-110 (*Venture Issuers*) from the requirements of 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 the Company’s Annual Information Form, if any, and this Circular).

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The audited financial statements of the Company for the financial years ended December 31, 2018, December 31, 2017 and June 30, 2017 and the auditor's reports thereon and the management discussion and analysis ("MD&A") for the financial years ended December 31, 2018, December 31, 2017 and June 30, 2017 will be placed before the Meeting for consideration by the Shareholders. The Board has approved the financial statements of the Company, the auditor's report thereon, and the MD&A, as such no Shareholders' vote needs to be taken thereon at the meeting. The financial statements and MD&A are available on SEDAR at www.sedar.com.

Appointment and Remuneration of Auditor

Shareholders will be asked at the Meeting to approve the appointment of Davidson & Company LLP, Chartered Professional Accountants, of Suite 1200 – 609 Granville Street, Vancouver, British Columbia, as auditor of the Company to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the directors. Davidson & Company LLP were appointed as the Company's auditor on August 17, 2017.

In the absence of instructions to the contrary, a properly executed and returned proxy will be voted for the appointment of Davidson & Company LLP as auditor of the Company until the next annual general meeting of the Shareholders and to authorize the directors to fix the auditor's remuneration.

Number of Directors

Shareholders will be asked at the Meeting to approve an ordinary resolution to set the number of directors of the Company at four for the ensuing year. The Board of Directors recommends a vote "FOR" the approval of the resolution setting the number of directors at four. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted "FOR" the approval of the resolution setting the number of directors at four.**

Election of Directors

The directors of the Company are elected at each annual general meeting of Shareholders and each holds office until the next annual general meeting of the Shareholders or until his successor is elected or appointed or unless he becomes disqualified under the *Business Corporations Act* (British Columbia) to act as a director.

Each of the persons named in the following table are proposed for nomination for election as a director of the Company. The Board of Directors recommends a vote "FOR" each of the nominees listed below. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted "FOR" the proposed directors set out below.** Management does not contemplate that any of the proposed directors will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table sets out the name of each proposed director, the province or state and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as of the date of this Information Circular:

Name, province or state and country of residence and positions, current and former, if any, held in the Company	Principal occupation during past five years ⁽¹⁾	Date became a Director	Number of common shares beneficially owned or controlled or directed, directly or indirectly ⁽¹⁾
Keith Henderson ⁽²⁾ Director, President & Chief Executive Officer British Columbia, Canada	Mining Executive; former Executive Vice President of Cardero Resource Corp. from November 2011 to August 2016; director of Cardero Resource Corp. since October 2017; director of Desert Star Resources (now, Kutcho Copper Corp.) from October 2013 to December 2017; director of Remo Resources (now, Chakana Copper Corp.) from 2012 to January 2018, director of Pacific Empire Minerals Corp. since December 2017.	July 21, 2017	7,400,000
Mark Cruise Director British Columbia, Canada	Mining Executive; Director, President & CEO of Trevali Mining Corporation since 2008; and director of Prism Resources Inc. since 2016.	July 21, 2017	5,933,333
Gordon Doerksen ⁽²⁾ Director British Columbia, Canada	Mining Executive; VP Engineering of JDS Energy & Mining Inc. since 2012; and Principal of SRK Consulting (Canada) Inc. from 2005 to 2012.	July 21, 2017	--
Daniel Marinov Director British Columbia, Canada	Mining Executive/Geologist; Vice President-Exploration of Trevali Mining Corporation since April 2013; and Chief Geologist for Cardero Resource Corporation from March 2011 to March 2013.	July 21, 2017	6,383,333

Notes:

- (1) The information as to principal occupation and number of common shares beneficially owned or controlled, not being within the knowledge of the Company, has been furnished by the respective proposed directors themselves. Unless otherwise indicated, such shares are held directly.
- (2) Denotes a member of the Audit Committee.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed herein, no proposed director of the Company is, as of the date of this Information Circular or was within ten years before the date thereof, a director, Chief Executive Officer or Chief Financial Officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade 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, that was issued while the director or Chief Executive Officer or Chief Financial Officer was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director or executive officer 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.

No proposed director of the Company:

- (a) is, as of the date of this Information Circular or was within ten years before the date hereof, a director, Chief Executive Officer or Chief Financial Officer of any company (including

the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (b) has, within ten years before the date as of 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.

Penalties or Sanctions

No proposed director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The foregoing, not being within the knowledge of the Company, has been furnished by the respective proposed directors themselves.

Ratification and Approval of Stock Option Plan

The Stock Option Plan is described under “Executive Compensation – Stock Option Plan”.

The policies of the TSX-V require stock option plans which reserve for issuance up to 10% (instead of a fixed number) of a listed company’s shares be approved annually by its Shareholders. That approval is being sought at the Meeting by way of an ordinary resolution.

Following approval of the Stock Option Plan by the Shareholders any options granted pursuant to the Stock Option Plan will not require further Shareholder or TSX-V approval unless the exercise price is reduced or the expiry date is extended for an option held by an insider of the Company.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution approving and ratifying the Stock Option Plan as follows:

“BE IT RESOLVED THAT:

1. The Company’s Stock Option Plan (the “Plan”) be and is hereby approved, confirmed and ratified, subject to the acceptance of the Plan by the TSX Venture Exchange (the “Exchange”); and
2. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Company or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by the Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the implementation of the Plan.”

The Stock Option Plan requires approval by a majority of the votes cast by Shareholders present in person or by proxy at the Meeting.

The Board of Directors recommends a vote “FOR” the approval of the resolution approving and ratifying the Stock Option Plan. **In the absence of instructions to the contrary, a properly executed and returned proxy will be voted “FOR” the approval of the resolution approving and ratifying the Stock Option Plan.**

OTHER MATTERS

Management of the Company 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 persons named in the enclosed Proxy to vote the shares represented thereby in accordance with their best judgement on such matter, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on SEDAR at www.sedar.com under “Issuer Profiles – Velocity Minerals Limited”. The Company’s financial information is provided in the Company’s comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company’s financial statements and related management discussion and analysis for the financial year ended December 31, 2018 by contacting the Company by mail at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2K3, attention: Corporate Secretary or by telephone: 604 484-1233.

DATED this 18th day of April, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Keith J. Henderson

Keith J. Henderson
President, Chief Executive Officer and Director

APPENDIX A

Charter of the Audit Committee of the Board

Mandate

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements.
- Review and appraise the performance of the Company’s external auditors.
- Provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company’s financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

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

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external

auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.