DYNASTY GOLD CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 9, 2019

AND

INFORMATION CIRCULAR

March 13, 2019

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE VOTE BY PROXY BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ENCLOSED PROXY FORM

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

DYNASTY GOLD CORP.
Suite 1613 – 610 Granville Street
Vancouver, BC V6C 3T3
Telephone: (604) 633-2100

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of shareholders of Dynasty Gold Corp. (the "**Company**") will be held at #900 - 885 West Georgia Street, Vancouver, BC V6C 3H1, on Tuesday, April 9, 2019, at the hour of 2:00 pm (Vancouver time) for the following purposes:

(1) to receive the audited financial statements of the Company for the fiscal years ended December 31, 2017, and 2016 and the accompanying Independent Auditor's Report;

(2) to elect directors for the ensuing year;

(3) to appoint Dale Matheson Carr-Hilton Labonte LLP as the auditor for the ensuing year and authorize the directors to fix their audit remuneration;

(4) to approve the continuance of the Company's existing stock option plan;

(5) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Company has fixed March 5, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the accompanying form of proxy by the close of business 2 business days (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 13th day of March, 2019.

By Order of the Board of Directors of

DYNASTY GOLD CORP.

Ivy Chong
President, Chief Executive Officer and Director

DYNASTY GOLD CORP.
Suite 1613 – 610 Granville Street
Vancouver, BC V6C 3T3
Telephone: (604) 633-2100

INFORMATION CIRCULAR
March 13, 2019

INTRODUCTION

This Information Circular accompanies the Notice of Annual General Meeting of Shareholders (the "**Notice**") and is furnished to shareholders holding common shares in the capital of Dynasty Gold Corp. (the "**Company**") in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the "**Meeting**") of the shareholders to be held at 2:00 pm. on Tuesday, April 9, 2019 at #900 - 885 West Georgia Street, Vancouver, BC V6C 3H1, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is March 13, 2019. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of March 5, 2019 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A shareholder has the right to appoint a person or corporation (who need not be a shareholder) to attend and act for or on behalf of that shareholder at the Meeting, other than the Designated Persons named in the enclosed form of proxy.

A registered shareholder may exercise this right by inserting the name of such other person in the blank space provided in the form of proxy.

Shareholders may vote by mail, by telephone or via the Internet by following instructions provided in the form of proxy by the close of business on the date that is two (2) business days (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the date of the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting, in the sole discretion of the Chairman of the Meeting, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the registered shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for, if the shareholder specifies a choice with respect to any matter to be acted upon.**

If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers limited discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. If no choice is specified in the proxy with respect to a matter to be acted upon, the Designated Persons will vote the common shares represented by the proxy in favour of each of management's proposals identified in the proxy, including a vote "for" each of management's nominees for election to the Company's board of directors (the "Board") and "for" the appointment of the auditor.

The enclosed form of proxy confers discretionary authority, subject to applicable law and regulation, on the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only "registered" shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders are not "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 or the nominee for those brokerage firms, banks or trust companies. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**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 or self-administered RRSP's, RRIF's, RESPs and similar plans); or (b) in the name of a depositary (such as CDS Clearing and Depositary Services Inc.) of which the Intermediary is a participant. In accordance with the requirements set out in National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer*, of the Canadian Securities Administrators ("**NI 54-101**"), the Company has distributed copies of the Notice, this Information Circular and the form of proxy (collectively, 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 to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials 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 as to the number of common shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or

(b) more typically, 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 authorization form"**) which the Intermediary must follow (subject to the terms of the form of proxy and applicable law and regulation). Typically, the voting instruction form will consist of one pre-printed page. Sometimes, instead of a one page pre-printed form, the voting instruction form will consist of a regular printed form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the voting instruction form to validly constitute a voting instruction form, the Non-Registered Holder must remove the label from the instructions and affix it to the voting instruction form, properly complete and sign the voting instruction form and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the common shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should insert the Non-Registered Holder's name in the blank space provided, which will direct the Intermediary to name the Non-Registered Holder as the holder of a proxy in the form of proxy distributed by the Company. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from Intermediaries for distribution of proxy-related materials directly to NOBOs.

These Meeting Materials are being sent to both registered shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

Directors, executive officers, proposed nominees for election as directors of the Company may be interested in the approval of the Company's Stock Option Plan, pursuant to which they may be granted stock options. See "Particulars of Matters to be Acted Upon – Approval of Stock Option Plan" below for more information.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, determined by the Board to be the close of business on March 5, 2019, a total of 21,425,975 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual meeting and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles.

Management of the Company proposes to nominate four persons for election by the shareholders as directors of the Company. Three of these nominees are current directors of the Company. The table below lists these nominees and provides certain related information.

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years[(1)]	Director Since	Number of Common Shares Owned[(1)]
Ivy Chong[(2)] British Columbia, Canada *President, Chief Executive Officer*	Ms. Chong has been the Chief Executive Officer of the Company since December 2008. Prior to this, she acted as the Chief Financial Officer for a number of mining and oil and gas companies. She previously held senior corporate positions with Deloitte and the Hong Kong Stock Exchange. Ms. Chong is a Chartered Professional Accountant.	January 25, 2006	732,085
Larry Kornze[(2)(3)] Idaho, United States	Mr. Kornze has been a director since May 2005, a geological engineer with more than 40 years of exploration and mining experience. He was the regional exploration manager for Barrick Gold for Mexico and Central America. Mr. Kornze holds a B.Sc. in Geological Engineering from the Colorado School of Mines, and a professional engineer in the province of British Columbia. Mr. Kornze serves as a director of a number of public exploration companies.	May 26, 2005	170,875

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years[(1)]	Director Since	Number of Common Shares Owned[(1)]
Richard Redfern [(3)(4)] Nevada, United States	Mr. Redfern is a Certified Professional Geologist and Qualified Person under NI 43-101 and a consultant with 35 years of exploration and mining industry experience worldwide. He held positions as senior Exploration Geologist with Barrick Gold, VP Exploration for Goldstake Explorations in South Dakota and Australia and worked for Homestake Mining in the western U.S. Mr. Redfern is the President of a private exploration company.	June 13, 2017	85,000
Roman Shklanka, Ph. D. British Columbia, Canada	Mr. Shklanka is the Chairman and co-founder of Euro Manganese Inc. He is past Chairman, director and co-founder of Sutton Resources, Canico Resource Corp, Polaris Materials, International Barytex, Kobex Resources. He held position of VP of Exploration for Placer Dome. Mr. Shklanka obtained his Ph.D from Standford University, was inducted into the Canadian Mining Hall of Fame in 2009.	N/A	125,000

(1) Information has been furnished by the respective nominees individually.

(2) Member of the Audit Committee.

(3) Member of the Technical Committee.

(4) Mr. Redfern was Director, President & CEO of Mexivada Mining Corp, a reporting issuer that was cease traded by the NEX in 2013, and de-listed in 2017 for failure to pay its quarterly NEX listing maintenance fee.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, and if permitted by law, the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxies for the election of any other persons as directors.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Corporate Cease Trade Orders

To the best of management's knowledge, no proposed director of the Company has, other than noted in footnote (4) above, within 10 years before the date of this Information Circular, been a director or officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied that person or company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days,

Bankruptcies

To the best of management's knowledge, no proposed director of the Company: (i) is or has been within the 10 years before the date of this Information Circular, a director or executive officer of any 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, 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 (ii) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

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 shareholder in deciding whether to vote for a nominee.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Information Circular:

"**CEO**" means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**Named Executive Officer**" or "**NEO**" means:

(a) the CEO;

(b) the CFO;

(c) each of the Company's three most highly compensated executive officers, including any of the Company's subsidiaries, 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 and whose total compensation was, individually, more than $150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation*, for that 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 of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

Compensation Discussion and Analysis

The compensation paid by the Company to NEOs is designed to fairly compensate the NEOs for the time they commit to the Company's affairs. The objective of the compensation is to retain their services and to incent and reward them for meeting the Company's principal objective. The compensation package consists of two components: a base consulting fee and incentive stock options.

The Company has a compensation committee (the "**Compensation Committee**"). The responsibilities relating to executive and director compensation, including reviewing and recommending compensation package, overseeing the Company's base compensation structure and incentive stock option program, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Compensation Committee, which is composed of three members, two of whom are independent.

The Company has not retained a compensation consultant or advisor. Given the current stage of development, it has not considered the implications of the risks associated with the Company's compensation practices. NEOs and directors are not permitted to purchase financial instruments, including, for greater certainty, 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 NEO or director.

Share-Based and Option-Based awards

The Compensation Committee is responsible for granting options to the NEOs and Directors. Stock option grants are designed to reward the NEOs for success in enhancing share value on a basis similar to the way the shareholders of the Company are rewarded for that same success, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs. When new options are granted, the Committee takes into account the previous grants of options, the number of stock options currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the shareholders. The exercise price of the stock options granted is generally determined by the market price at the time of grant.

Director and Named Executive Officer Compensation

Particulars of compensation earned by each NEO and Director in the two most recently audited financial years are set out in the summary compensation table below:

Table of compensation excluding compensation securities							
Name and Principal Position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total Compensation ($)**
Ivy Chong President and CEO, Director	2017 2016	93,150 69,862	Nil Nil	Nil Nil	Nil Nil	Nil Nil	93,150(1) 69,862(1)
Anthony Jackson Chief Financial Officer	2017 2016	8,000 8,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	8,000(2) 8,000(2)
Larry Kornze Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Richard Redfern Director	2017 2016	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Bryan Wilson Director	2017 2016	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A

(1) Consulting fees paid under a consulting agreement.

(2) Fees paid in accordance to CFO Services provided.

Incentive Plan Awards

An "incentive plan" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "incentive plan award" means compensation awarded, earned, paid, or payable under an incentive plan.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all option-based granted to NEOs and Directors that were outstanding as of December 31, 2018, including awards granted before the year ended December 31, 2017. The Company has not granted any share-based awards prior to December 31, 2016.

Compensation Securities							
Name	**Type of compensation security**	**Number of compensation Securities, number of underlying securities, and percentage of class**	**Date of grant**	**Exercise price ($)**	**Closing price of security on date of grant**	**Closing price of security at year end**	**Expiry date ($)**
Ivy Chong President and CEO	Stock Options	400,000	November 8, 2017	0.20	0.17	0.14	November 8, 2022
Anthony Jackson Chief Financial Officer	Stock Options	75,000	November 8, 2017	0.20	0.17	0.14	November 8, 2022
Larry Kornze	Stock Options	250,000	November 8, 2017	0.20	0.17	0.14	November 8, 2022
Richard Redfern	Stock Options	175,000	November 8, 2017	0.20	0.17	0.14	November 8, 2022
Bryan Wilson	Stock Options	175,000	November 8, 2017	0.20	0.17	0.14	November 8, 2022

(1) *25% of the option granted is vested immediately, and 25% is vested every six months from the date of grant.*
(2) *All options granted to directors and officers are fully vested.*

No stock options were exercised by directors or officers during the most recently completed financial year.

PENSION PLAN BENEFITS

The Company does not have any pension plans that provide for payments or benefits to the Named Executive Officers at, following, or in connection with retirement, including a defined benefits plan or a defined contribution plan.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Ms. Chong was engaged by the Company to perform management functions under an agreement between the Company and Ms. Chong. In the event of the termination of Ms. Chong’s consulting agreement upon a change of control of the Company or significant change of responsibilities, Ms. Chong will be entitled to receive a payment equivalent to fifteen months of compensation and all previously unvested stock options become vested. The Company and its subsidiary have no employment contracts with other persons.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Stock Option Plan, being the Company's only equity compensation plan, as of December 31, 2018. The Stock Option Plan was most recently approved by the Company's shareholders at its last annual and special meeting on June 13, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,500,000	$0.20	642,975
Equity compensation plans not approved by security holders	Nil	N/A	N/A

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, proposed nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries.

No indebtedness of current or former director, executive officer, proposed nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the most recently completed financial year of the Company has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both, carrying more than ten percent of the voting rights attached to the common shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton LaBonte LLP is the Company's auditor. At the Meeting, shareholders will be asked to vote for the appointment Dale Matheson Carr-Hilton LaBonte LLP to serve as auditor of the Company for the coming financial year at a remuneration to be fixed by the Board.

Management recommends that shareholders vote in favour of the appointment of Dale Matheson Carr-Hilton LaBonte LLP, as the Company's auditor for the coming financial year at a remuneration to be fixed by the Board

MANAGEMENT CONTRACTS

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

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of Stock Option Plan

The Stock Option Plan is a "rolling" stock option plan, whereby the maximum number of common shares that may be reserved for issuance pursuant to the exercise of options is 10% of the issued shares of the Company and, as such, will increase with the issue of additional shares of the Company. The Exchange requires listed companies that have "rolling" stock option plans in place to receive shareholder approval of such plan on a yearly basis at the company's annual meeting. Accordingly, shareholders of the Company will be asked at the Meeting to approve the Stock Option Plan. The Stock Option Plan complies with the current policies of the Exchange for Tier 2 issuers.

The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating selected directors, officers, employees, consultants and management company employees of the Company of high caliber and potential and to encourage and enable such persons to acquire an ownership interest in the Company.

Stock options will be exercisable over periods of up to ten years as determined by the Board and are required to have an exercise price no less than the last closing price of the Company's shares traded through the stock exchange on which the Company's shares are then trading preceding the grant, less any discount permitted by the stock exchange. The maximum number of common shares which may be issued pursuant to stock options previously granted and those granted under the Stock Option Plan will be 10% of the issued and outstanding common shares of the Company at any given time. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or not more than 2% of the issued shares on a yearly basis to any one consultant. The aggregate number of common shares which may be reserved for issuance to persons providing investor relations activities must not exceed 2% of the issued and outstanding shares of the Company in any 12 month period.

Stock options shall be subject to vesting at the discretion of the Board, however those options granted to persons performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the option vesting in any three month period. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all shares subject to stock options shall immediately become vested, subject to any required approval by the Exchange, and may thereupon be exercised in whole or in part by the stock option holder.

Any stock options granted pursuant to the Stock Option Plan will terminate within 60 days of the stock option holder ceasing to act as a director, officer, employee or consultant of the Company unless such cessation is on account of death or the stock option holder is engaged primarily to provide investor relations activities. Any stock options granted to a stock option holder engaged primarily to provide investor relations activities will terminate within 30 days of the stock option holder ceasing to be employed in such capacity. If such cessation is on account of death, the stock options terminate on the earlier of one year of the stock option holder's death and the expiration date of the stock options.

The Stock Option Plan provides that other terms and conditions may be attached to a particular stock option at the discretion of the Board.

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

As of the date hereof, there are 1,500,000 stock options outstanding.

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION THAT:

1. The Company's Stock Option Plan (the "**Plan**") as set forth in the Information Circular dated March 13, 2019, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued shares of the Company, be and is hereby approved, confirmed and ratified, subject to the acceptance of the Plan by the TSX Venture Exchange (the "**Exchange**");

2. The Company be authorized to abandon or terminate all or any part of the Plan if the board of directors of the Company deems it appropriate and in the best interests of the Company to do so;

3. The Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Plan;

4. The Company be and is hereby, at the discretion of the board of directors, authorized to amend the exercise price of previously granted options, without further approval by the shareholders, all in accordance with the policies of the Exchange; and

5. 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 or her 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."

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the ordinary resolution to approve the Plan. An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

Management recommends that shareholders vote in favour of the above ordinary resolution.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The Audit Committee Charter

The full text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Company's Audit Committee comprised of three directors consisting of Larry Kornze, Roman Shklanka and Ivy Chong. As defined in National Instrument 52-110, Ms. Ivy Chong is not independent, as she is the Chief Executive Officer of the Company, and Messrs. Kornze and Shklanka are independent. All of the Audit Committee members are "financially literate", as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

The following sets out the education and experience of each audit committee member that is relevant to the performance of his or her responsibilities as an audit committee member and that provides each member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting:

Mr. Kornze has worked in the mining industry for over 30 years. He was the General Manager of Exploration in Nevada and Mexico for Barrick Gold Corporation. Mr. Kornze held position of chief geologist for Newmont prior to joining Barrick Gold. Mr. Kornze sits on the board of a number of junior exploration companies listed on the Toronto Stock Exchange.

Mr. Shklanka has worked in the mining industry for over 40 years, including 20 years as the Vice President with Placer Dome. He was the founder, Chairman and director of two mining companies that were acquired by Barrick and Vale in 1999 and in 2005 respectively. Currently, Mr. Shklanka is the Chairman of an exploration company that is focused on developing a manganese project in Europe.

Ms. Chong has been the Chief Executive Officer of Dynasty Gold Corp. since 2008 and was the CFO prior to her current appointment. She has held CFO and senior executive positions in the mining and oil and gas industry before joining the Company. Ms. Chong is a member of the Chartered Professional Accountants (CPA), Canada

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of National Instrument 52-110. Section 2.4 *(De Minimis Non-audit Services)* provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 *(Exemptions)* permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of National Instrument 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The Company's Audit Committee Charter provides that the Audit Committee must pre-approve all non-audit services to be provided to the Company by the independent auditor and monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company's external auditor in the last two fiscal years, by category, are as follows:

Year Ended December 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2017	$11,220	$Nil	$1,300	$Nil
2016	$11,000	$Nil	$1,500	$Nil

Exemption

The Company is relying on the exemption provided by Section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of National Instrument 52-110.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Shareholders may contact the Company at its office by mail at Suite 1613 – 610 Granville Street, Vancouver, British Columbia V6C 3T3, to request copies of the Company's audited financial statements and related Management's Discussion and Analysis (the "**MD&A**"). Financial information is provided in the Company's comparative annual financial statements and MD&A for the year ended December 31, 2017.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. Of the Company's proposed slate of four directors, three would be considered independent. The definition of independent used by the Board is that used by the TSX Venture Exchange. A director is independent if he has no "material relationship" with the Company. Larry Kornze, Richard Redfern and Roman Shklanka are "independent" in that they are free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act in the best interests of the Company, other than the interests and relationships arising from shareholders. Ivy Chong is the Chief Executive Officer and President of the Company, as such, she is not independent.

Other Directorships

Name of Director of the Company	Names of Other Reporting Issuers
Larry Kornze	Mesa Exploration Corp. Candente Gold Corp. Goldex Resources Corp. Thunder Mountain Gold Inc.
Roman Shklanka	Euro Manganese Inc. Pacific Imperial Mines Inc.
Bryan Wilson	Doubleview Capital Corp. Colorado Resources Ltd.

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by 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 Broad is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, no prior records or material fines by the regulatory bodies for breaching rules and regulations, and show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Compensation Committee is described under "Compensation Discussion and Analysis" in the Statement of Executive Compensation herein. The Committee assesses executive and board compensation based on their responsibilities, contributions, and time commitment to the Company. The Committee is satisfied that the current compensation arrangements with the NEO and Directors reflect their responsibilities and risks involved in being an effective officer and director of the Company.

Other Board Committees

The Board has no other committees other than the Audit Committee, the Technical Committee and the Compensation Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

OTHER MATTERS

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

Dated at Vancouver, British Columbia as of March 13, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS OF

DYNASTY GOLD CORP.

Ivy Chong
President, Chief Executive Officer and Director

SCHEDULE "A"

DYNASTY GOLD CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards ("IFRS"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.

8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.

9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.

10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.

11. Establish and review the Company's procedures for the:

    - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and

    - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.

Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.