

INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

This information is given as of November 6, 2018

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of **CUV VENTURES CORP.** (the "Company") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders (the "Notice") and at any adjournment thereof.

These Securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. 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 the instrument of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company has advised management in writing 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

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "Proxy") are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.** If your shares are held in physical (i.e. paper) form and are actually registered in your name, then you are a registered shareholder. However, if, like most shareholders, you keep your shares in a brokerage account, then you are a Beneficial Shareholder. The process for voting is different for registered and Beneficial Shareholders and you will need to carefully read the instructions below.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to

be acted upon, your shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

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

In respect of a matter that properly comes before the Meeting and for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the shares represented by the Proxy in their discretion.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9;
- (b) using a touch-tone phone to transmit voting choices to the toll-free number given in the enclosed Proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) using the internet at Computershare's website, www.computershare.com/ca/proxy. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder's account number and the proxy access number,

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold shares in their own name. If shares are listed in an account statement provided to a shareholder by an intermediary, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Company. Such shares will more likely be registered under the names of the shareholder's intermediary or an agent of that intermediary. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Beneficial shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of shares). Beneficial shareholders who wish to vote their shares at the Meeting should follow the instructions set out in this Section.

Intermediaries are required to seek voting instructions from shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of beneficial shareholders - 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).

NOBOs

NOBOs can expect to receive a scannable Voting Instruction Form (“VIF”) from Broadridge Financial Solutions (“Broadridge”). To vote their shares, NOBOs should complete the VIF and return it to Broadridge in accordance with the instructions provided in the VIF. In addition, Broadridge provides for both telephone voting and internet voting as described in the VIF. The VIF will name the same persons as the Company’s Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. Broadridge will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge in accordance with its instructions in order to have your shares voted at the Meeting or to have an alternative representative duly appointed to attend the Meeting and to vote your shares at the Meeting.

OBOs

Beneficial shareholders who are OBOs will receive instructions from their intermediary as to how to vote their shares. OBOs who wish to vote at the Meeting should follow the instructions of their intermediary carefully to ensure that their shares are voted at the Meeting.

If you are an OBO, the form of proxy supplied to you by your intermediary will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting and the appointment of any shareholder’s representative. If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your shares at the Meeting.

Notice to Shareholders in the United States

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

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

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare at its address shown on the preceding page, or at the address of the registered office of the Company at 1610-777 Dunsmuir Street, Vancouver, B.C., V7Y 1K4, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairperson of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's shares.

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

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "Common Shares"). As of the record date, determined by the Company's board of directors (the "Board") to be the close of business on October 30, 2018 (the "Record Date"), 123,492,151 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to vote their shares at the Meeting or at any adjournment thereof.

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

| Name of Shareholder | Number of Shares | Percentage of Issued and Outstanding |
|---------------------|------------------------------|--------------------------------------|
| Stephen Marshall | 21,000,000 ⁽¹⁾⁽²⁾ | 17% |
| Bernard Lonis | 15,140,000 ⁽¹⁾ | 12.26% |

- (1) Information obtained from insider reports available at www.sedi.ca.
- (2) 8,000,000 of these shares are held in escrow in accordance with TSX Venture Exchange (the "Exchange") Policy 5.4, to be released pursuant to the terms and conditions of a Surplus Escrow Agreement dated February 23, 2016.

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

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

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

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

STATEMENT OF EXECUTIVE COMPENSATION

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation - Venture Issuers*, as at the Company's most recently completed financial year, being May 31, 2018.

For the purposes of this Information Circular:

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

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

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

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

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

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

For the purposes of the following disclosure the Company’s NEOs as at May 31, 2018 are: (a) Stephen Marshall, the Company’s CEO, (b) James Pettit, the Company’s President, Chairman and Secretary; and (c) Timothy Fernback, the Company’s CFO.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO and director, in any capacity, for the two most recently completed financial years.

| Table of compensation excluding compensation securities | | | | | | | |
|---|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Name and position | Year | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
| Stephen Marshall Chief Executive Officer & Director | 2018 | 312,133 ⁽⁶⁾ | Nil | Nil | Nil | Nil | 312,133 |
| | 2017 | 116,186 ⁽⁶⁾ | Nil | Nil | Nil | Nil | 116,186 |
| James Pettit President, Chairman Secretary & Director | 2018 | 42,000 ⁽⁷⁾ | Nil | Nil | Nil | Nil | 42,000 |
| | 2017 | 9,000 ⁽⁷⁾ | Nil | Nil | Nil | Nil | 9,000 |
| Timothy Fernback ⁽¹⁾ Chief Financial Officer & Director | 2018 | 60,000 ⁽⁸⁾ | Nil | Nil | Nil | Nil | 60,000 |
| | 2017 | 41,250 ⁽⁸⁾ | Nil | Nil | Nil | Nil | 41,250 |

| Table of compensation excluding compensation securities | | | | | | | |
|---|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Name and position | Year | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
| Donald Huston ⁽²⁾ Former Acting Chief Financial Officer & Director | 2018 | N/A | N/A | N/A | N/A | N/A | N/A |
| | 2017 | 5,000 | Nil | Nil | Nil | Nil | 5,000 |
| Alfredo Manresa Ruiz Director | 2018 | 9,225 | Nil | Nil | Nil | Nil | 9,225 |
| | 2017 | 520 | Nil | Nil | Nil | Nil | 520 |
| Bernard Lonis ⁽³⁾ Director | 2018 | 15,000 ⁽⁹⁾ | Nil | Nil | Nil | Nil | 15,000 |
| | 2017 | N/A | N/A | N/A | N/A | N/A | N/A |
| Amanda Chow ⁽⁴⁾ Former Director | 2018 | 1,000 | Nil | Nil | Nil | Nil | 1,000 |
| | 2017 | 6,000 | Nil | Nil | Nil | Nil | 6,000 |
| Donald Myers ⁽⁵⁾ Former Director | 2018 | N/A | N/A | N/A | Nil | N/A | N/A |
| | 2017 | 750 | Nil | Nil | Nil | Nil | 750 |

- (1) *Mr. Fernback was appointed Chief Financial Officer on December 16, 2016.*
- (2) *Mr. Huston resigned as Acting Chief Financial Officer on December 16, 2016, and a director on March 15, 2017.*
- (3) *Mr. Lonis was appointed a director on February 22, 2018.*
- (4) *Ms. Chow ceased to be a director on July 31, 2017.*
- (5) *Mr. Myers ceased to be a director on June 17, 2016.*
- (6) *As the designated employee of Travelutionary, Mr. Marshall is paid compensation indirectly as the designated employee of Travelutionary SL which provides consulting services to the Company's wholly-owned subsidiary Travelucion S.L. pursuant to a consulting agreement dated December 21, 2016. Reference is made to the heading "Employment, Consulting and Management Agreements" below for particulars with respect to the foregoing consulting agreement, and to other compensation received by Mr. Marshall indirectly through Travelutionary.*
- (7) *Reference is made to the heading "Employment, Consulting and Management Agreements" below for particulars with respect to an agreement between the Company and Mr. Pettit.*
- (8) *Reference is made to the heading "Employment, Consulting and Management Agreements" below for particulars with respect to an agreement between the Company and a company for whom Mr. Fernback is the designated employee.*
- (9) *Reference is made to the heading "Employment, Consulting and Management Agreements" below for particulars with respect to an agreement between the Company and Mr. Lonis.*

Stock Options and Other Compensation Securities

The following compensation securities were granted or issued to Company directors and NEOs by the Company in the most recently completed financial year ended May 31, 2018 for services provided or to be provided, directly or indirectly, to the Company:

| Compensation Securities | | | | | | | |
|---|-------------------------------|---|------------------------|--|--|---|--------------|
| Name and position | Type of compensation security | Number of compensation securities, number of underlying securities, and percentage of class | Date of issue or grant | Issue, conversion or exercise price (\$) | Closing price of security or underlying security on date of grant (\$) | Closing price of security or underlying security at year end (\$) | Expiry date |
| Stephen Marshall Chief Executive Officer & Director | Stock Option | 200,000 | Jan 18, 2018 | 0.27 | 0.235 | 0.115 | Jan 18, 2023 |
| James Pettit President, Chairman, Secretary & Director | Stock Option | 425,000 | Jan 18, 2018 | 0.27 | 0.235 | 0.115 | Jan 18, 2023 |
| Timothy Fernback Chief Financial Officer & Director | Stock Option | 325,000 | Jan 18, 2018 | 0.27 | 0.235 | 0.115 | Jan 18, 2023 |
| Donald Huston Former Acting Chief Financial Officer & Former Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Alfredo Manresa Ruiz Director | Stock Option | 300,000 | Jan 18, 2018 | 0.27 | 0.235 | 0.115 | Jan 18, 2023 |
| Bernard Lonis Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Amanda Chow Former Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Donald Myers Former Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Exercise of Stock Options

No compensation securities were exercised by a Company director or NEO during the Company's most recently completed financial year ended May 31, 2018.

Stock Option Plans and Other Incentive Plans

For information about the material terms of the Company's stock option plan, please refer to the heading below "Particulars of Matters to be Acted Upon", specifically sub-heading "Renewal of Stock Option Plan."

There are no stock option agreements made outside of the Company's stock option plan, nor are there any plans providing for the grant of stock appreciation rights, deferred share units or restricted stock units or any other incentive plan or portion of a plan under which awards have been granted by the Company.

Employment, Consulting and Management Agreements

The Company has not engaged the services of an external management company to provide executive management services to the Company, directly or indirectly.

Other than as described below, the Company has not entered into any agreement or arrangement under which compensation was provided to the Company during the most recently completed financial year ended May 31, 2018 or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or a NEO.

Stephen Marshall

Pursuant to a written agreement dated December 21, 2016 (the “Travelutionary Agreement”) between the Company’s wholly-owned subsidiary, Travelucion S.L. (the “Subsidiary”), incorporated in Spain, and Travelutionary Inc. (“Travelutionary”), incorporated in Panama, Travelutionary, was paid consulting fees of USD \$7,500 per month commencing January 1, 2017. Effective January 1, 2018, the Travelutionary Agreement was amended and the consulting fee payable was increased to USD \$10,000 per month. Stephen Marshall, the CEO and a director of the Company, is currently the designated employee of Travelutionary Inc. If the agreement is terminated as a result of a Change of Control, Travelutionary Inc. shall receive a lump sum payment equivalent to twice the annual consulting fees and, Mr. Marshall will also receive the value of any in-the-money outstanding stock options held.

James Pettit

Pursuant to a written agreement between the Company and James Pettit dated February 1, 2008, Mr. Pettit, the President and a director of the Company, was paid a consulting fee in the amount of \$1,000 per month plus GST. Effective July 1, 2017, the agreement was amended and the consulting fee payable was increased to \$3,000 per month. If the agreement is terminated as a result of a Change of Control, Mr. Marshall shall receive a lump sum payment equivalent to the greater of 36 months’ salary or \$250,000 and will also receive the value of any in-the-money outstanding stock options held.

In addition, the Company operates from the premises of a private company, Sentinel Market Services Ltd. (“Sentinel”), a company controlled by Mr. Pettit. On July 1, 2016 the Company entered into an agreement with Sentinel to provide office and administration services to the Company and various other public companies on a short-term contractual basis. Sentinel does not charge the Company an administration fee for the services provided.

Timothy Fernback

Pursuant to a written agreement dated September 15, 2016 between the Company and TCF Ventures Corp. (“TCF”) incorporated in British Columbia, Timothy Fernback, the CFO and a director of the Company, was engaged as the designated employee of TCF and paid consulting fees of CAD \$5,000 per month plus GST commencing September 15, 2016.

Bernard Lonis

Pursuant to a written agreement between the Company and Bernard Lonis dated effective March 1, 2018, Mr. Lonis, a director of the Company, was paid consulting fees in the amount of \$5,000 per month.

Oversight and description of director and named executive officer compensation

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the development goals of the Company. The Company's current compensation program is comprised of base salary or fees and long term incentives such as stock options.

Pension Disclosure

The Company does not provide any pension, retirement plan or other remuneration for its directors or officers that constitutes an expense to the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's financial year ended May 31, 2018:

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans |
|---|--|--|---|
| Equity compensation plans approved by securityholders | 9,899,500 | \$0.138 | 2,427,965 |
| Equity compensation plans not approved by securityholders | None | n/a | n/a |
| Total | 9,899,500 | \$0.068 | 2,427,965 |

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

MANAGEMENT CONTRACTS

During the Company's most recently completed financial year ended May 31, 2018, there were no management functions of the Company, which were to any substantial degree performed by a person other than a director or senior officer of the Company.

CORPORATE GOVERNANCE

Pursuant to National Policy 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

Board of Directors

The Company's Board consists of five directors, two of whom are independent based upon the tests for independence set forth in National Instrument 52-110 ("NI 52-110"). James Pettit, Stephen Marshall and Timothy Fernback are not independent as they are officers of the Company. Alfredo Manresa Ruiz and Bernard Lonis are independent.

Directorships

The following table discloses directors and nominees who are currently directors of other Reporting Issuers:

| Name of Director: | Other Reporting Issuers: |
|----------------------|--|
| James Pettit | Aben Resources Ltd. Cypress Development Corp. Rockridge Resources Ltd. Skyharbour Resources Ltd. Surge Copper Corp. |
| Stephen Marshall | None. |
| Timothy Fernback | Surge Exploration Inc. Nevada Energy Metals Inc. LiCo Energy Metals Inc. Senator Minerals Inc. Deep-South Resources Inc. |
| Alfredo Manresa Ruiz | None. |
| Bernard Lonis | None. |

Orientation and Continuing Education

The Board briefs all new directors with the policies of the Board, and other relevant corporate and business information.

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.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the corporation. If the director abstains from voting after disclosure of their interest, the directors approve the

contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board 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 the 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 time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

Other Board Committees

The Board has no other committees other than the audit committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the board and committees.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") 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, as set forth in the following.

Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule A to this Information Circular.

Composition of the Audit Committee

The Company's audit committee is comprised of three directors – Stephen Marshall, James Pettit and Timothy Fernback. Mr. Marshall is the Company's CFO, Mr. Pettit is the Company's President, Chairman and Secretary and Mr. Fernback is the Company's CFO and, therefore, all are considered not "independent" as defined in NI 52-110.

A member of the audit committee is "independent" if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment.

Relevant Education and Experience

NI 52-110 provides that a member of the audit committee is considered to be "financially literate" if 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 complexities of the issues that can reasonably be expected to be raised by the Company.

All of the members of the Company's audit committee are considered to be "financially literate", as defined in NI 52-110.

Stephen Marshall has founded and, acted as director, of numerous companies since 1991, in over 10 separate international jurisdictions. As a director, he has been directly involved in and, legally responsible for, the revision and, correct submission to national authorities, of accounts for each mercantile entity.

James Pettit is a director of several junior resource companies that trade on the Exchange, and he has over twenty-five years of experience within the industry. He has significant audit committee experience and has been involved in a variety of matters requiring financial literacy.

Timothy Fernback is a chartered professional accountant.

The Board believes that the audit committee members have the relevant education and experience to comply with NI 52-110.

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

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 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. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

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, and where applicable the audit committee, on a case-by-case basis.

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 or 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 fees billed to the Company by its auditor in each of the last two financial years ended May 31, by category, are as follows:

| Financial Year Ending | Audit Fees ⁽¹⁾ | Audit Related Fees ⁽²⁾ | Tax Fees ⁽³⁾ | All Other Fees ⁽⁴⁾ |
|-----------------------|---------------------------|-----------------------------------|-------------------------|-------------------------------|
| 2018 | \$40,000 | \$Nil | \$3,150 est | \$Nil |
| 2017 | \$51,000 | \$Nil | \$3,150 | \$Nil |

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters

reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation such as comfort letters, consents, reviews of securities filings and statutory audits.

- (2) “Audit Related Fees” include services that are traditionally performed by the auditor. These audit related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice include assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 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 NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at five (5).

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices that they presently hold with the Company, their respective principal occupations for the past five years and the number of shares of the Company that each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular:

| Name of Nominee, Residence and Present Positions Held | Principal Occupation | Director Since | Number of Shares Beneficially Owned or Controlled |
|---|--|------------------|---|
| Stephen Marshall⁽¹⁾ Panama City, Panama Chief Executive Officer & Director | Founder and President of Travelucion SL, the Company’s wholly owned subsidiary. | March 21, 2016 | 21,000,000 ⁽²⁾ |
| James Pettit⁽¹⁾ North Vancouver, British Columbia President, Chairman, Secretary & Director | Director and/or officer of Aben Resources Ltd., Cypress Development Corp., Rockridge Resources Ltd., Surge Copper Corp., Skyharbour Resources Ltd. and the Company and former director and officer of Bayfield Ventures Corp, all reporting mineral resource companies listed on the TSXV. | January 24, 2002 | 536,100 |

| | | | |
|---|--|---------------------------|-------------------|
| <p>Timothy Fernback ⁽¹⁾ Vancouver, British Columbia</p> <p>Chief Financial Officer & Director</p> | <p>Chartered Professional Accountant, President of TCF Ventures Corp., a private company providing financial advisory services to public and private companies (1998 to present); former COO/CFO The Cambie Malones Corp. (2009 to 2012), former CFO Upstream Biosciences Inc. (2006 to 2009); former Manager of Corporate Finance, Wolverton Securities Inc. (1998 to 2004). President and Director of Inform Resources Corp. (TSX.V “IRR”), (May 2015 to June, 2016), Director of Equitas Resources Corp. (TSX.V “EQT”) (February 2015 to March 2016), President and Director of Senator Minerals Inc. (TSX.V “SNR”) (December 2014 to present), Director Arco Resources Corp. (TSX.V “ARR”) (July 2014 to September 2014), President and Director of Kenna Resource Corp. (TSX.V “KNA”) (May 2014 to May 2016), President and Director of Golden Virtue Resources Inc. (TSX.V) (April 2014 to March 2015), President and Director of Deep-South Resources Inc. (TSX.V “DSM”) January 2014 to present.</p> | <p>September 15, 2016</p> | <p>Nil</p> |
| <p>Alfredo Manresa Ruiz Barcelona, Spain Director</p> | <p>International banking professional and manager. Mr. Manresa Ruiz was a management executive for Spain’s CAM Bank (now Sabadell) between 1989-2012 in various management roles, including branch and regional management positions in Europe and Latin America and was the founding manager of CAM Bank in Havana, Cuba.</p> | <p>April 25, 2017</p> | <p>354,980</p> |
| <p>Bernard Lonis Tenerife, Spain Director</p> | <p>Founder and a director of the Company; CEO of Adonis Hotel Management, Vesilen Investments, Lotonis Promotion and Focus Africa Corporate Services; Manager of European School of Management and My Full Trip SA</p> | <p>February 22, 2018</p> | <p>15,140,000</p> |

(1) Member of the Company’s Audit Committee.

(2) 8,000,000 of these shares are held in escrow in accordance with Exchange Policy 5.4, to be released pursuant to the terms and conditions of a Surplus Escrow Agreement dated February 23, 2016.

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

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

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Company, no proposed director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Appointment of Auditor

Management proposes that Davidson & Company LLP, Chartered Accountants, of Vancouver, BC, be re-appointed auditor of the Company for the fiscal year ending May 31, 2018, at a remuneration to be fixed by the Company's Board.

Davidson & Company LLP, Chartered Accountants, was first appointed auditor at the Company's annual general meeting held October 24, 2006.

Renewal of Stock Option Plan

The Company has a stock option plan (the "Plan") in place for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders, having regard to the fact that the Company has no significant ongoing cash flow or revenue from production and, as a result, there are limited funds available for the payment of salaries or consulting fees. The allocation of options under the Plan is determined by the Board which, in determining such allocations, considers such factors as previous grants to individuals, overall Company performance, share price, the role and performance of the individual in question, the amount of time directed to the Company's affairs and time expended for serving on the Company's committees.

At the Meeting, shareholders will be asked to consider and, if thought fit, pass an ordinary resolution approving the renewal of the Plan for the ensuing year. The Plan was initially approved by shareholders at the Company's annual and extraordinary general meeting held November 7, 2003 and has been re-approved annually thereafter. The Plan was last approved by Company shareholders at an annual general meeting held December 19, 2017. It is a condition of the Exchange that shareholder approval of the Plan be obtained annually.

A summary of the material aspects of the Plan is as follows:

1. Options granted under the Plan are non-assignable and may be granted for a term not exceeding that permitted by the Exchange (currently ten years);
2. The Plan is administered by the Company's Board or, if the Board so designates, a committee of the Board appointed in accordance with the Plan to administer the Plan;
3. The maximum number of shares in respect of which options may be outstanding under the Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to prior options;

4. Following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), as has been determined by the Board;
5. An option granted under the Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;
6. As long as required by Exchange policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "Outstanding Shares") in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;
7. Options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Exchange, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;
8. Any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and
9. In the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

A copy of the Company's current Plan will be available for review at the meeting. The Board recommends that shareholders approve the renewal of the Company's Plan.

Other Matters

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

ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR at www.sedar.com. Financial information concerning the Company is provided in the Company's comparative financial statements and management's discussion and analysis for the financial year ended May 31, 2018.

Shareholders wishing to obtain a copy of the Company's financial statements and management's discussion and analysis may contact the Company as follows:

CUV VENTURES CORP.
1610-777 Dunsmuir Street Vancouver, BC, V7Y 1K4
Telephone: (604) 687-3376
Fax: (604) 687-3119
E-mail: info@cuventures.com

BOARD APPROVAL

The content and sending of this Information Circular has been approved by the Company's Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Vancouver, British Columbia, this 6th day of November, 2018.

BY ORDER OF THE BOARD

/s/ "James Pettit"

James Pettit
President

Schedule A**CUV VENTURES 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”) and in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. 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:
 - i. receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - ii. 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.
13. 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 Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.