

PHILIPPINE METALS INC.

**Annual General Meeting
to be held on June 3, 2020**

**Notice of Annual General Meeting
and
Information Circular**

Dated April 29, 2020

PHILIPPINE METALS INC.
Suite 580 – 625 Howe Street
Vancouver, British Columbia
V6C 2T6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Philippine Metals Inc. (the “**Company**”) will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia on Wednesday, June 3, 2020 at 10:00 a.m. (Vancouver Time). At the Meeting, the shareholders will receive the financial statements for the years ended March 31, 2018 and 2019, together with the auditor’s reports thereon, and consider resolutions to:

1. fix the number of directors at four;
2. elect directors for the ensuing year;
3. appoint Davidson & Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. authorize the Company to make an application to the TSX Venture Exchange (the “TSXV”) for the voluntary delisting of the Company’s Common Shares on the TSXV; and
5. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on Monday, June 1, 2020 (or before 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the Meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on April 29, 2020 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 29th day of April, 2020.

ON BEHALF OF THE BOARD

(signed) “*Craig Lindsay*”

Craig Lindsay
Chief Executive Officer

PHILIPPINE METALS INC.
Suite 580 – 625 Howe Street
Vancouver, British Columbia
V6C 2T6

INFORMATION CIRCULAR

(as at April 29, 2020 except as otherwise indicated)

SOLICITATION OF PROXIES

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the management of Philippine Metals Inc. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on Wednesday, June 3, 2020 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“**Computershare**”) by 10:00 a.m. (local time in Vancouver, British Columbia) on Monday, June 1, 2020, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to Computershare, or by transmitting a revocation by telephonic or electronic means, to Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The shares represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees

fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company (the "Management") knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name. Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Company's registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder's name. Such common shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name of Cede & Co. (the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form ("**VIF**"), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has distributed copies of the Notice of Meeting, Circular and VIF to intermediaries for distribution to NOBOs. Unless you have waived your right to receive the Notice of Meeting, Circular and VIF, intermediaries are required to deliver them to you as a NOBO of the Company and to seek your instructions on how to vote your common shares.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 10:00 a.m. (Vancouver time) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the years ended March 31, 2018 and 2019, together with the auditor's reports on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at April 29, 2020 (the "**Record Date**"), the Company's authorized capital consists of an unlimited number of common shares of which 20,118,338 common shares are issued and outstanding and an unlimited number of preferred shares of which none are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Holders of common shares in the capital of the Company (the "**Shareholders**") registered as at the Record Date are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding common shares of the Company, except the following:

Shareholder	Number of Shares	Percentage of Outstanding Shares
Marshall Farris	2,648,598	13.17%
Craig Lindsay	2,625,000	13.05%

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The Company proposes to set the number of directors of the Company at four.

Pursuant to the advance notice provisions under Article 29 of the Company's Articles, any additional director nominations for the Meeting must have been received by the Company in compliance with the advance notice provisions no later than the close of business on April 30, 2020. As no such nominations were received by the Company prior to such date, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Craig Lindsay ⁽²⁾ British Columbia, Canada <i>Chief Executive Officer and Director</i>	Mr. Lindsay has been the Managing Director of Arbutus Grove Capital Corp., a private company offering corporate finance and merchant banking services, since 2003. Additionally, from 2008 to April 2020 he served as the President and CEO of Otis Gold Corp.	June 6, 2011	2,625,000 ⁽³⁾
Marshall Farris ⁽²⁾ British Columbia, Canada <i>President and Director</i>	Mr. Farris is the Founder and President of Ascenta Finance Corp. since 2005.	March 25, 2010	2,648,598 ⁽⁴⁾
Tracy Cairns British Columbia, Canada <i>Director</i>	Currently Ms. Cairns is the Chief Strategy Officer and founding partner of RoccaVerde Wellness Inc. Prior thereto, she was the Director of Sales, Canada with Aurora Cannabis Inc.	April 29, 2019	75,000
Blair McIntyre ⁽²⁾ British Columbia, Canada <i>Director</i>	Mr. McIntyre has 19 years of experience in business development and strategic alliances, and is a partner in a private investment firm based in Vancouver.	April 22, 2015	150,000

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) A member of the audit committee.
- (3) Of these common shares, 1,025,000 common shares are held indirectly by Arbutus Grove Capital Corp.
- (4) Of these common shares, 106,000 common shares are held indirectly by Ascenta Finance Corp. and 317,598 common shares are held indirectly by MLF Holdings Inc.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Corporate Cease Trade Orders or Bankruptcies

Except as set out below, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order 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; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order 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.

Mr. Blair McIntyre was a director of Pacific Standard Properties Inc. ("**Pacific Standard**") from June 22, 2012 until May 17, 2016. The British Columbia Securities Commission (the "**BCSC**") issued a cease trade order against Pacific Standard effective May 8, 2014 for failure to file its annual financial statements and related management discussion and analysis for the year ended December 31, 2013. Pacific Standard was not a listed entity on a designated stock exchange; however, it was considered a reporting issuer by the BCSC. Pacific Standard has since been dissolved.

Individual Bankruptcies

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

Penalties or Sanctions

Except as set out below, no director or proposed director of the Company has been subject to:

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

Marshall Farris is a director of Ascenta Finance Corp. ("**Ascenta**"), a registered exempt market dealer. On September 15, 2017, the BCSC imposed terms and conditions on Ascenta's registration for a one year

term, resulting from a routine review of Ascenta's business. Additionally, under section 141.2(5) of the *Securities Act*, Ascenta was required to pay the cost of the review undertaken by the BCSC.

EXECUTIVE COMPENSATION

Named Executive Officers

During the financial year ended March 31, 2019, the Company had two Named Executive Officers ("**NEOs**") being Craig Lindsay, the Chief Executive Officer ("**CEO**") and Janet Bates, the Chief Financial Officer ("**CFO**").

"Named Executive Officer" means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its 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 whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above 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 that financial year.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Discussion and Analysis

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are:

- to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- to motivate the Company's management team to meet or exceed targets;
- to recognize the contribution of the Company's executive directors to the overall success and strategic growth of the Company; and
- to align the interests of management and the Company's shareholders by providing performance-based compensation in addition to salary.

The Company's compensation program is comprised of: (i) a base salary or management fee arrangement and benefits; and (ii) long-term incentives in the form of incentive stock options. The board of directors (the "**Board**") determines the allocation and terms of any stock option grants. When granting stock options, the Board considers the amount of past options which have been granted.

Option-based Awards

The Company currently has in place a stock option plan (the "**Plan**") under which awards have been made to executive officers. The grant of stock options to purchase the Company's common shares is a method of compensation which is used to attract and retain personnel and to provide an incentive to participate in the long-term focus and development of the Company, with specific emphasis on increasing shareholder value. The CEO typically puts forth a proposal for stock option grants for directors, officers

and employees, which is reviewed and discussed by the Board and ultimately approved by the Board. The following factors are taken into consideration when new stock option grants are proposed:

- the optionee's length of service and responsibility level;
- past performance and expected future performance;
- previous option grants; and
- the number of our issued and outstanding shares.

The Board has not established specific target levels for stock option grants as of the date of this Information Circular.

For the Company's financial year ended March 31, 2019, no stock options to purchase common shares of the Company were granted to directors, officers or consultants of the Company.

As at the Record Date, there are 1,000,000 options outstanding.

Compensation Governance

The Company's Board determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company. The Company does not have a Compensation Committee.

Pension Plan Benefits

The Company does not have any pension plan or deferred compensation plan that provides for payments or benefits at, following or in connection with the retirement of NEOs.

Risk Implications Associated with Compensation Policies and Practices

The Board is satisfied that there were not any identified risks arising from the Company's compensation plans or policies that would have had any negative or material impact on the Company.

Restrictions on Purchase of Financial Instruments

The Company's Insider Trading Policy provides that the practice of selling "short" securities of the Company and the practice of buying or selling a "call" or "put" or any other derivative security in respect of any securities of the Company is not permitted at any time by the directors, officers and employees of the Company.

SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years to the Company's NEOs.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual Incentive plans	Long-term Incentive plans			
Craig Lindsay ⁽⁹⁾ <i>CEO</i>	2019	5,000	30,000	Nil	Nil	Nil	Nil	Nil	35,000
	2018	35,000	Nil	21,000	Nil	Nil	Nil	Nil	56,000
	2017	40,000 ⁽³⁾⁽⁵⁾	Nil	Nil	Nil	Nil	Nil	Nil	40,000
Nigel Kirkwood ⁽⁷⁾ <i>Former CFO</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2018	N/A	N/A	10,500	N/A	N/A	N/A	N/A	10,500
	2017	40,000 ⁽³⁾⁽⁶⁾	Nil	Nil	Nil	Nil	Nil	Nil	40,000
Janet Bates ⁽⁸⁾ <i>CFO</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A	18,000	18,000
	2018	N/A	N/A	N/A	N/A	N/A	N/A	12,000	12,000
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) **“Share-Based Award”** means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) **“Option-Based Award”** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features.
- (3) Amounts were accrued, but not paid as of March 31, 2017.
- (4) \$5,000 remains owing to Mr. Kirkwood at the year ended March 31, 2017. On September 30, 2017, this amount was written off.
- (5) On June 23, 2017, Mr. Lindsay was issued 900,000 shares pursuant to a share purchase agreement with the Company for a total value of \$45,000. The remaining \$5,000 balance of the accrued fees was paid on September 8, 2017.
- (6) On June 23, 2017, Mr. Kirkwood was issued 900,000 shares pursuant to a share purchase agreement with the Company for a total value of \$45,000. The remaining \$5,000 of accrued fees was assigned to Janet Bates.
- (7) Nigel Kirkwood resigned as CFO effective July 31, 2017.
- (8) Janet Bates was appointed as CFO on August 1, 2017.
- (9) On September 7, 2018, Mr. Lindsay was issued 375,000 shares pursuant to a share purchase agreement with the Company for a total value of \$30,000. The remaining \$5,000 balance of the accrued fees was written off..

Narrative Discussion

Effective December 6, 2012, pursuant to a verbal agreement, Arbutus Grove Capital Corp. (**“Arbutus Grove”**), a company controlled by Craig Lindsay, the CEO of the Company, received a monthly consulting fee of \$5,000 for providing management services to the Company. Effective April 1, 2015, in an effort to conserve the Company’s cash resources, Arbutus Grove agreed to suspend the payment of its management fee.

Pursuant to a verbal agreement, 1951494 Alberta Inc. (195 AB Inc.), a company controlled by Janet Bates, the CFO of the Company, received a monthly fee of \$1500 for providing account & administrative services to the Company.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a NEO. The following table sets forth the outstanding option-based awards held by the NEOs of the Company at the year ended March 31, 2019:

**Outstanding Share-Based Awards and
Option-Based Awards**

Name	Year Ended	Option-based Awards				Share-based Awards	
		Number of securities underlying unexercised options (#)	Option exercise price (\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Craig Lindsay <i>CEO</i>	2019	300,000	\$0.07	July 6, 2022	N/A	N/A	N/A
Janet Bates <i>CFO</i>	2019	Nil	N/A	N/A	N/A	N/A	N/A

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended March 31, 2019:

**Value Vested or Earned for Incentive Plan Awards During the
Year Ended March 31, 2019**

Name	Year Ended	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Craig Lindsay <i>CEO</i>	2019	N/A	N/A	N/A
Janet Bates <i>CFO</i>	2019	N/A	N/A	N/A

Narrative Discussion

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan, which is attached as Schedule “A” to the management information circular of the Company dated December 7, 2011 and filed on SEDAR on December 19, 2011. The Plan was previously approved by the shareholders of the Company at a shareholders’ meeting on January 6, 2012.

The Plan is a 20% fixed stock option plan. The maximum aggregate number of common shares of the Company (the “**Common Shares**”) that may be issued upon the exercise of options granted under the Plan is 1,107,906 Common Shares.

On December 15, 2008, the TSX Venture Exchange (“**TSXV**”) implemented changes to streamline its Policies, including Policy 4.4 relating to incentive stock options. The amended Policy 4.4 of the TSXV is less restrictive and now allows for option termination dates on ceasing to act for an issuer to be determined

at the discretion of the board and for options to be granted for up to 10 years. Pursuant to the Plan, the maximum length of any option shall be 10 years from the date the option is granted. Notwithstanding the above, a participant's options will expire 90 days after a participant ceases to act for the Company, other than by reason of death, subject to extension at the discretion of the Board. Options of a participant that provides investor relations activities will expire 30 days after the cessation of the participant's services to the Company, subject to extension at the discretion of the Board. Under the Plan, in the event of the death of a participant, the participant's estate shall have 12 months in which to exercise the outstanding options.

The Plan complies with the policies of the TSXV and the Toronto Stock Exchange ("**TSX**"). The Plan includes limitations on the maximum number of Common Shares issuable under the Plan, a "black out" provision and an amendment provision in accordance with the policies of the TSXV.

Under the Plan, the Board may, from time to time, grant options to purchase Common Shares to certain directors, officers, employees and consultants of the Company and of its subsidiaries and affiliates. The maximum number of Common Shares issuable under the Plan and all other security based compensation arrangements of the Company is 20% of the issued and outstanding number of Common Shares of the Company, subject to the following additional limitations:

- (a) the aggregate number of Common Shares reserved for issuance to any one person under the Plan, together with all other security based compensation arrangements of the Company, must not exceed 5% percent of the then outstanding Common Shares (on a non-diluted basis);
- (b) in the aggregate, no more than 10% of the issued and outstanding Common Shares (on a non-diluted basis) may be reserved at any time for insiders under the Plan, together with all other security based compensation arrangements of the Company;
- (c) the number of securities of the Company issued to insiders, within any one year period, under all security based compensation arrangements, cannot exceed 10% of the issued and outstanding Common Shares;
- (d) options shall not be granted if the exercise thereof would result in the issuance of more than 2% percent of the issued Common Shares of the Company in any 12 month period to any one (1) consultant of the Company (or any of its subsidiaries); and
- (e) options shall not be granted if the exercise thereof would result in the issuance of more than 2% percent of the issued Common Shares of the Company in any 12 month period to persons employed to provide investor relations activities. Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than one-quarter (¼) of the options vesting in any three (3) month period.

The Plan includes a black out provision. Pursuant to the policies of the Company respecting restrictions on trading, there are a number of periods each year during which directors, officers and certain employees are precluded from trading in the Company's securities. These periods are referred to as "black out periods". A black out period is designed to prevent a person from trading while in possession of material information that is not yet available to other shareholders. The TSXV recognizes these black out periods might result in an unintended penalty to employees who are prohibited from exercising their options

during that period because of their company's internal trading policies. As a result, the TSXV provides a framework for extending options that would otherwise expire during a black out period. The Plan includes a provision that should an option expiration date fall within a black out period or immediately following a black out period, the expiration date will automatically be extended for 10 business days following the end of the black out period.

Based on the policies of the TSXV, the Plan specifies the types of amendments to the Plan and the options granted thereunder that can be made by the Board without the approval of the shareholders. The Plan allows the Board to terminate or discontinue the Plan at any time without the consent of the option holders provided that such termination or discontinuance shall not alter or impair any option previously granted under the Plan. The only amendments to the Plan that would be subject to shareholder approval are amendments that would:

- (a) reduce the exercise price of an option held by an insider of the Company;
- (b) extend the expiry date of an option held by an insider of the Company (subject to such date being extended by virtue of the black out provision noted above);
- (c) amend the limitations on the maximum number of Common Shares reserved or issued to insiders;
- (d) increase the maximum number of Common Shares issuable pursuant to the Plan; or
- (e) amend the amendment provisions of the Plan.

Effective January 1, 2011, public companies such as the Company must withhold and remit to Canada Revenue Agency amounts from the employment benefit realized on the exercise of employee stock options. As such, the Plan also includes provisions that provide mechanisms to facilitate this withholding.

PENSION BENEFITS

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

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has not entered into any other contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement a change in control of the Company or a change in an NEOs responsibilities.

The table below sets out the estimated incremental payments, payables and benefits due to each of the NEOs on termination without cause or on termination on a change of control or resignation for good cause following a change of control, assuming termination as of March 31, 2019.

Name	Base Salary (Payable only on Termination) (\$)	Bonus (Payable only on Termination) (\$)	Option-Based Awards (Payable only on Termination) (\$)	All Other Compensation (Payable only on Termination) (\$)	Total Compensation (Payable only on Termination) (\$)
Craig Lindsay <i>CEO</i>	Nil	Nil	Nil	Nil	Nil
Janet Bates <i>CFO</i>	Nil	Nil	Nil	Nil	Nil

DIRECTOR COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Company's most recently completed financial year.

Set out below is a summary of compensation paid or accrued during the Company's most recently completed financial year to the Company's directors, other than the NEOs previously disclosed:

Director Compensation Table

Name	Year Ended	Fees earned (\$)	Share- based awards (\$)	Option- based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Craig Lindsay	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Marshall Farris	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Tracy Cairns⁽¹⁾	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Blair McIntyre	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Ms. Cairns was appointed as a director of the Company on April 29, 2019.

Narrative Discussion

Directors are compensated primarily through the grant of stock options, however, no stock options were granted to directors in the 2019 fiscal year. No directors' fees are paid.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a director. The following table sets forth details of all awards granted to directors of the Company which are outstanding at the year ended March 31, 2019:

Outstanding Share-Based Awards and Option-Based Awards

Option-Based Awards

		Option-based Awards				Share-based Awards	
Name	Year Ended	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Craig Lindsay	2019	300,000	\$0.07	July 6, 2022	N/A	N/A	N/A
Marshall Farris	2019	300,000	\$0.07	July 6, 2022	N/A	N/A	N/A
Tracy Cairns⁽¹⁾	2019	N/A	N/A	N/A	N/A	N/A	N/A
Blair McIntyre	2019	150,000	\$0.07	July 6, 2022	N/A	N/A	N/A
Narinder Paul Bains	2019	150,000	\$0.07	July 6, 2022	N/A	N/A	N/A

Notes:

(1) Ms. Cairns was appointed as a director of the Company on April 29, 2019.

(2) Mr. Bains resigned as a director of the Company on January 17, 2020.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended March 31, 2019 for each director:

Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year

Name	Year Ended	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Craig Lindsay	2019	N/A	N/A	N/A
Marshall Farris	2019	N/A	N/A	N/A
Tracy Cairns ⁽¹⁾	2019	N/A	N/A	N/A
Blair McIntyre	2019	N/A	N/A	N/A
Narinder Paul Bains	2019	N/A	N/A	N/A

Notes:

(1) Ms. Cairns was appointed as a director of the Company on April 29, 2019.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

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 the securityholders	N/A	N/A	N/A
Equity compensation plans not approved by the securityholders	N/A	N/A	N/A
Total	N/A	\$Nil	N/A

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

Auditor

Management intends to nominate Davidson & Company LLP, Chartered Accountants, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of Davidson & Company LLP, Chartered Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

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

AUDIT COMMITTEE

The Company is required to have an audit committee (the "**Audit Committee**") comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. The Company's current audit committee consists of Messrs. Lindsay, McIntyre and Farris and does not presently comply with the foregoing requirement.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

Composition of Audit Committee and Independence

The Company's current Audit Committee consists of Craig Lindsay, Blair McIntyre and Marshall Farris.

National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current Audit Committee members, Blair McIntyre is "independent" within the meaning of NI 52-110. Craig Lindsay and Marshall Farris are not "independent" as Mr. Lindsay is the CEO of the Company and Mr. Farris is the President of the Company.

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

Relevant Education and Experience

Craig Lindsay

Mr. Lindsay has in excess of 20 years' experience in corporate finance, investment banking and business development in both North America and Asia. He was the President, CEO and Director of Otis Gold Corp. from April 2007 until the sale of the company to Excellon Resources Inc in April 2020. Additionally, he is a current director and member of the audit committee of Alianza Minerals Ltd. (TSX-V: ANZ), Rebel Capital Inc (TSX-V: RBL.P) and VR Resources Ltd (TSX-V: VRR) and was formerly the President, CEO, director and member of the audit committee of Magnum Uranium Corp. prior to its merger with Energy Fuels Inc. (EFR: TSX). Prior thereto, he was a Vice President in the Corporate Finance and Investment Banking department at PricewaterhouseCoopers LLC. He has a Bachelor of Commerce degree from the University of British Columbia (1988), a Masters of Business Administration degree from Dalhousie University (1993) and is a Chartered Financial Analyst.

Blair McIntyre

Mr. McIntyre has more than 20 years of experience in business development and strategic alliances, and is a partner in a private investment firm based in Vancouver. Mr. McIntyre has facilitated and financed multiple international resource and technology transactions in both the private and public sector. Blair has managed a B.C. based mineral exploration company where his responsibilities included exploration activities, corporate social responsibility, marketing and financing. With his years of sales and business development experience, Blair brings a unique analytical skill set to the team. Blair has a Bachelor of Science from UBC and a Business Administration Diploma from BCIT.

Marshall Farris

Mr. Farris has over 30 years of public company senior management experience. Mr. Farris has extensive experience in reviewing and analyzing various financial and business metrics including financial statements, business valuations, and internal control procedures. He is a current director of Spey Resources Corp. (CSE: SPEY) and Walcott Resources Ltd. (CSE: WAL).

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

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

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

Pre-Approval Policies and Procedures

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

Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to Davidson & Company LLP, Chartered Accountants, for services rendered in the last two fiscal years:

	<u>2018</u>	<u>2019</u>
	(\$)	(\$)
Audit fees ⁽¹⁾	17,340	13,665
Audit related fees ⁽²⁾	Nil	Nil
Tax fees ⁽³⁾	7,000	6,250
All other fees ⁽⁴⁾	Nil	510
Total	<u>\$24,340</u>	<u>\$20,425</u>

Notes:

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided 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 the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes 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 the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "**Guidelines**") adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company's approach to corporate governance is set out below.

Board of Directors

Management is nominating five individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. The "material relationship" is defined as a relationship which could, in the view of the Company's Board,

reasonably interfere with the exercise of a director's independent judgement. Except for Craig Lindsay, CEO of the Company, and Marshall Farris, President of the Company, all of the current members of the Board are considered "independent" within the meaning of NI 52-110.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO and the President. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

Directorships

The following directors of the Company are also directors of other reporting issuers as stated:

- Craig Lindsay is a director of Excellon Resources Inc., Alianza Minerals Ltd., Rebel Capital Inc. and VR Resources Ltd.; and
- Marshall Farris is a director of Spey Resources Corp. and Walcott Resources Ltd.

Orientation and Continuing Education

The Board's practice is to recruit for the Board only persons with extensive experience in business and public company matters and with an understanding of mining and the mineral exploration business. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company's affairs and plans prior to obtaining their consent to act as a director. The Company does not provide any formal ongoing continuing education.

Ethical Business Conduct

The Board has considered adopting a written code of business conduct and ethics and has decided it is not necessary to adopt such a code at the present time due to the current activity level of the Company. A Disclosure and Confidentiality Policy as well as an Insider Trading and Reporting Policy have been formally adopted.

The Board has established a Whistle Blower Policy, which is Addendum "A" to the terms of reference of the Audit Committee which are attached hereto as Schedule "A" and establishes the complaint procedure for concerns about any aspect of the Company's activities and operations.

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 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. In addition, as some of the directors of the Company also serve as

directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

Nomination of Directors

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects, and timing. Prospective directors are not approached until consensus is reached. This process takes place among the Chairman and the other members of the Board.

Compensation Committee

The quantity and quality of the Board compensation are reviewed on an annual basis. At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. As well, the number of options to be granted is determined by the Board as a whole, which allows any independent directors to have input into compensation decisions. At this time, the Company does not believe its size and limited scope of operations requires a formal compensation committee.

Assessments

The Board reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing to mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

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

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

Other Board Committees

At the present time, the only standing committee is the Audit Committee. The written charter of the Audit Committee, as required by NI 52-110, is contained in Schedule "A" to this Circular.

PARTICULARS OF MATTERS TO BE CONSIDERED AT THE MEETING

Potential Delisting from the TSX Venture Exchange

As previously announced by the Company in its press release dated April 28, 2020, the Company is actively pursuing new business opportunities to grow its asset base. It is possible that one of these potential new business opportunities may result in a change of business or a reverse takeover of the Company which may involve the Company looking to move to the Canadian Securities Exchange (the “CSE”) or seeking a listing on another exchange. In order for the Company to get approval from the TSXV to delist from the TSXV (the “Delisting”) the Company must have received majority of the minority shareholder approval to the Delisting. A shareholders resolution approving the Delisting must be passed by a majority of the votes cast on the matter excluding all votes cast by Directors, Officers, Promoters, and other insiders of the Company. In the event of a negative vote by Shareholders, the Company will not proceed with the Delisting. The Company will only pursue a Delisting from the TSXV if it reasonably believes that it will be able to secure a listing on the CSE, or another alternative exchange, within a reasonable period of time following the Delisting.

At the Meeting, Shareholders will be asked to vote on the following ordinary resolution, with or without variation:

“RESOLVED as an ordinary resolution of the shareholders (the “**Shareholders**”) of Philippine Metals Inc. (the “**Company**”) that:

1. The Company is hereby authorized to make an application to the TSX Venture Exchange (the “**TSXV**”) for the voluntary delisting of the Company’s Common Shares on the TSXV.
2. Any one director or officer of the Company is hereby authorized to execute and deliver any such documents and to take such further actions or other steps as may in such individual’s discretion be determined to be necessary or advisable to give effect to the foregoing, the execution of any such document or the taking of any such further action or step by any such individual to constitute conclusive evidence of such determination.
3. Notwithstanding the passing of this resolution by the Shareholders, the Board of Directors of the Company may revoke this resolution before it is acted upon, without further approval of the shareholders of the Company, if the Board of Directors of the Company determined, in its sole and absolute discretion, that such revocation is in the best interests of such shareholders.”

In order to comply with TSXV rules regarding the Delisting, the Company will not count any votes cast on the foregoing resolutions by Directors, Officers, Promoters and any other insider of the Company.

The Board recommends that you vote IN FAVOUR of the above ordinary resolution of Shareholders. In the absence of a contrary instruction, it is the intention of management to vote proxies in the accompanying form in favour of the foregoing ordinary resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's comparative annual financial statements to March 31, 2019, a copy of which, together with Management's Discussion and Analysis thereon, can be found on the Company's SEDAR profile at www.sedar.com. Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company at 604-637-6373.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 29th day of April, 2020.

ON BEHALF OF THE BOARD

(signed) *"Craig Lindsay"*

Craig Lindsay
Chief Executive Officer

PHILIPPINE METALS INC.

**Schedule “A”
Audit Committee Charter**

(SEE ATTACHED)

Audit Committee Terms of Reference

A. Mandate

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

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

B. Composition

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be independent directors, pursuant to the policies of the TSX Venture Exchange.

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

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

C. Meetings

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

The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to the Audit Committee members with copies to the Board of Directors, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor.

D. Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.

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

External Auditors

3. Require the external auditors to report directly to the Audit Committee.
4. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Corporation.
5. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation and confirming their independence from the Corporation.
6. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
7. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
8. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.
9. Review with management and the external auditors the terms of the external auditors' engagement letter.
10. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
11. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
12. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
13. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (a) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent (5%) of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
 - (b) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - (c) such services are promptly brought to the attention of the Audit Committee by the Corporation and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

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

Financial Reporting Process

14. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
15. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
16. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
17. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
18. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
19. Review any significant disagreement among management and the external auditors regarding financial reporting.
20. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
21. Review the certification process.
22. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Other

23. Review any related-party transactions.

E. Authority

The Audit Committee may:

1. engage independent outside counsel and other advisors as it determines necessary to carry out its duties;
2. set and pay the compensation for any advisors employed by the Audit Committee; and
3. communicate directly with the internal and external auditors.

The Audit Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

ADDENDUM “A” TO THE AUDIT COMMITTEE CHARTER WHISTLE BLOWER POLICY

Introduction

The Corporation is committed to the highest standards of openness, honesty and accountability. In line with that commitment, we expect employees and others that we deal with who have serious concerns about any aspect of the Corporation’s activities and operations to come forward and voice those concerns.

Employees are often the first to realize that there may be something seriously wrong within the Corporation. However, they may decide not to express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Corporation. They may also fear recrimination, harassment or victimization. In these circumstances, they may feel it would be easier to ignore the concern rather than report what may just be a suspicion of wrong-doing.

This policy document makes it clear that employees can report wrong-doings or suspected wrong-doings without fear of victimization, subsequent discrimination or disadvantage. This Whistle Blowing Policy is intended to encourage and enable employees to raise serious concerns within the Corporation rather than overlooking a problem or seeking a resolution of the problem outside the Corporation.

This Policy applies to all employees and those contractors working for the Corporation. It is also intended to provide a method for other stakeholders (suppliers, customers, shareholders etc.) to voice their concerns regarding the Corporation’s business conduct.

The Policy is also intended as a clear statement that if any wrongdoing by the Corporation or any of its employees or by any of its contractors or suppliers is identified and reported to the Corporation, it will be dealt with expeditiously and thoroughly investigated and remedied. The Corporation will further examine and implement the means of ensuring that such wrongdoing can be prevented in future.

A whistleblowing or reporting mechanism invites all employees and other stakeholders to act responsibly to uphold the reputation of their organization and maintain public confidence. Encouraging a culture of openness within the organization will also help this process. This Policy aims to ensure that serious concerns are properly raised and addressed within the Corporation.

BACKGROUND

What is Whistleblowing?

Employees are usually the first to know when something is going seriously wrong. A culture of turning a “blind eye” to such problems means that the alarm is not sounded and those in charge do not get the chance to take action before real damage is done. Whistleblowing can therefore be described as giving information about potentially illegal and/or underhanded practices i.e. wrong doing.

What is wrong doing?

Wrong doing involves any unlawful, illegal or otherwise improper behaviour and can include:

- An unlawful act whether civil or criminal;
- Breach of or failure to implement or comply with any approved policy of the Corporation, including the internal financial controls approved by the Corporation;

- Knowingly breaching federal or provincial laws or regulations;
- Unprofessional conduct or conduct that is not consistent with recognized, established standards of practice;
- Questionable accounting or auditing practices;
- Dangerous practice likely to cause physical harm/damage to any person/property;
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and avoidable cost or loss to the Corporation;
- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination in the course of employment or provision of services.

This list is not definitive, but is intended to give an indication of the kind of conduct which might be considered as “wrong doing”.

Who is protected?

This Policy is set in the context of the regulatory provisions of the Canadian Securities Association (CSA) Multilateral Instrument 52-110 - Audit Committees. Any employee who makes a disclosure or raises a concern under this Policy will be protected if the employee:

- Discloses the information in good faith;
- Believes it to be substantially true;
- Does not act maliciously or make knowingly false allegations; and
- Does not seek any personal or financial gain.

Who should you contact?

Anyone with a complaint or concern about the Corporation should contact Craig Lindsay, Chief Executive Officer and Director.

How the Corporation will respond

The Corporation will respond positively to your concerns. Where appropriate, the matters raised may:

1. be investigated by management, the Board of Directors, internal audit (when implemented), or through the disciplinary process;
2. be referred to the police;
3. be referred to the external auditor or external legal counsel; and
4. form the subject of an independent inquiry.

In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may

be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted.

Within ten working days of a concern being raised, the responsible officer will write to you:

1. acknowledging that the concern has been received;
2. indicating how he/she proposes to deal with the matter;
3. giving an estimate of how long it will take to provide a response;
4. telling you whether any initial enquiries have been made; and
5. telling you whether further investigations will take place and if not, why not.

The amount of contact between the officers considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Corporation will seek further information from you.

The Corporation will take steps to minimize any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings, the Corporation will arrange for you to receive advice about the procedure.

The Corporation accepts that you need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, we will inform you of the outcomes of any investigation.

Time Frames

Concerns will be investigated as quickly as possible. It should be borne in mind that it may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. It should also be borne in mind that the seriousness and complexity of any complaint may have an impact on the time taken to investigate a matter. A designated person will indicate at the outset the anticipated time frame for investigating the complaint.

Prevention of recriminations, victimization or harassment

The Corporation will not tolerate an attempt on the part of anyone to apply any sanction or detriment to any person who has reported to the Corporation a serious and genuine concern that they may have about an apparent wrongdoing.

Confidentiality and Anonymity

The Corporation will respect the confidentiality of any whistle blowing complaint received by the Corporation where the complainant requests that confidentiality. However, it must be appreciated that it will be easier to follow up and to verify complaints if the complainant is prepared to give his or her name.

False and Malicious Allegations

The Corporation is proud of its reputation with the highest standards of honesty. It will therefore ensure that substantial and adequate resources are put into investigating any complaint which it receives. However, the Corporation will regard the making of any deliberately false or malicious allegations by any employee of the Corporation as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal for cause.