

NEWMAC RESOURCES INC.
#203 – 2121 Kingsway
Vancouver, British Columbia
V5N 2T4

Telephone: (604) 974-9990

**INFORMATION CIRCULAR
AS AT NOVEMBER 25, 2020**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 30, 2020**

PERSONS MAKING THE SOLICITATION

This information circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by management of Newmac Resources Inc. (the "**Company**") for use at the annual general meeting of shareholders (the "**Meeting**") of the Company to be held at 10:00 a.m. (Vancouver Time), on Wednesday, December 30, 2020, at #203 – 2121 Kingsway, Vancouver, British Columbia, and any adjournment thereof, for the purposes set forth in the accompanying notice of meeting (the "**Notice**").

All costs of solicitation by management will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers and employees may solicit proxies personally, by telephone or facsimile, but will not receive compensation for so doing.

APPOINTMENT OF PROXYHOLDERS

The individuals named in the accompanying form of proxy (the "**Proxy**") are Valent Chan, Chief Financial Officer and Janet Horbulyk and were designated by management of the Company (the "**Management Proxyholder**"). **A shareholder wishing to appoint some other person who need not be a shareholder to represent the shareholder at the Meeting has the right to do so, by striking out the names of those persons named in the accompanying form of Proxy and inserting such other person's name in the blank space provided in the form of Proxy or by completing another form of Proxy.** A proxy will not be valid unless the completed form of proxy is received by **Computershare Investor Services Inc.**, Proxy Dept. 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment or postponement thereof. Proxies delivered after that time will not be accepted.

REVOCABILITY OF PROXY

A shareholder who has given a Proxy may revoke it by an instrument in writing:

- (a) executed by the shareholder or by the shareholder's attorney authorized in writing or, where the shareholder is a company, by a duly authorized officer or attorney of the company; and
- (b) delivered to the Company's Head Office at #203 – 2121 Kingsway, Vancouver, British Columbia, V5N 2T4 at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law.

Only registered shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries (as defined below) to revoke the Proxy on their behalf. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

Shares represented by properly executed Proxies in favour of persons designated in the enclosed form of Proxy will, where a choice with respect to any matter to be acted upon has been specified in the form of Proxy, be voted in accordance with the specification made. Such shares will be voted in favour of each matter for which no choice has been specified by the shareholder.

The enclosed form of Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed as a proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice and with respect to other matters which may properly come before the Meeting.

In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of Proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, management of the Company knew of no such amendment, variation or other matter, which might be presented to the Meeting.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. A person is not a registered shareholder (the "**Non-Registered Holder**") in respect of shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency such as the Canadian Depository for Securities Limited (the "**CDS**"), of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners ("**NOBOs**"). Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners ("**OBOs**").

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send copies of the Notice, this Information Circular and the Proxy (collectively, the "**Meeting Materials**") directly to the NOBOs and indirectly through Intermediaries to the OBOs.

Intermediaries will frequently use service companies to forward the Meeting Materials to the OBOs. Generally, an OBO who has not waived the right to receive Meeting Materials will either:

- (a) be given a form of Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned

by the OBO and must be completed, but not signed by the OBO and deposited with Computershare; or

- (b) more typically, be given a voting instruction form (a "VIF") which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

The Company will not pay for intermediaries to deliver the Meeting Materials to OBO's, and OBO's will not receive the Meeting Materials unless their intermediary assumes the cost of delivery.

These Meeting Materials are being sent to both registered shareholders and Non-Registered Holders. If you are a Non-Registered Holder and the Company or its agent has sent these Meeting Materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (a) delivering these Meeting Materials to you and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Meeting Materials sent to NOBOs who have not waived the right to receive the Meeting Materials are accompanied by the VIF instead of a form of Proxy. By returning the VIF in accordance with the instructions noted thereon, a NOBO is able to instruct the voting of the shares owned by it. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted thereon. The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares, which they beneficially own.

Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder, or his or her nominee, the right to attend and vote at the Meeting.

Please return your voting instructions as specified in the VIF. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

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

Except as disclosed herein, no person: (a) who has been a director or executive officer of the Company at any time since the commencement of the Company's last completed financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b), has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of directors and the appointment of auditors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company's authorized capital consists of an unlimited number of common shares without par value. As at November 25, 2020 (the "**Record Date**"), there were 9,716,042 shares issued and outstanding. Each share carries the right to one vote.

Any shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified herein, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of the directors and senior officers of the Company and from information obtained on the SEDI website at www.sedi.ca, there no person or company who beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, except for the following:

Name	No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Real Flourish Holding Limited ⁽¹⁾	4,500,000	46.31%

Notes:

⁽¹⁾ Real Flourish Holdings Limited is a corporation wholly owned by Han Xin (Harrison) Wu, Chief Executive Officer of the Company.

ELECTION OF DIRECTORS

The term of office of each present director expires at the conclusion of the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director. Management of the Company proposes to nominate the persons named in the following table for election to the board of directors of the Company (the “**Board**”). Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia). In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the Proxy as nominee to vote the shares represented by Proxy for the election of any other person or persons as directors.

Shareholders will be asked to determine the number of directors at four (4).

The following table sets forth the names of the management’s nominees for election as directors; their offices in the Company and any of its significant affiliates; the period of time that they have been directors of the Company; the present principal occupation, business or employment of each management nominee; and the number of shares of the Company which is beneficially owned, directly or indirectly, or controlled or directed by each management nominee.

Name, Residence and Present Office(s) with the Company	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed	Principal Occupation, Business or Employment ⁽¹⁾
Han Xin (Harrison) Wu British Columbia, Canada <i>Chief Executive Office,</i> <i>Corporate Secretary,</i>	January 3, 2012	4,500,000 Common Shares ⁽²⁾	Businessman. Mr. Wu is President and CEO of Real Flourish Holding Limited.

Name, Residence and Present Office(s) with the Company	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed	Principal Occupation, Business or Employment ⁽¹⁾
<i>President and Director</i>			
Gong (Michael) Chen ⁽³⁾ British Columbia, Canada <i>Director</i>	January 5, 2012	Nil	Businessman.
Karmen Wu ⁽³⁾ British Columbia, Canada <i>Director</i>	July 25, 2014	Nil	Ms. Wu graduated from Cornell University with a B.S. in Policy Analysis and Management. Before joining the company, she had experience in fields of finance and law. Now, she is working in areas of corporate governance, marketing and business development.
Ze Yong (Allan) Wu ⁽³⁾ British Columbia, Canada <i>Director</i>	January 19, 2016	Nil	Businessman, professional manager and strategic planner.

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective directors.
- (2) These shares are held by Real Flourish Holding Limited which is a corporation wholly owned by Han Xin (Harrison) Wu, Chief Executive Officer of the Company.
- (3) Denotes current member of the audit committee of the Company (the "**Audit Committee**").

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set out below, no proposed director of the Company is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that:

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

ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

On February 3, 2020, the Company was subject to a cease trade order issued by the British Columbia Securities Commission for failure by the Company to file audited financial statements, management discussion and analysis and the requisite certifications for the year ended September 30, 2019. The Company subsequently filed the audited financial statements, MD&A and certifications for the fiscal year ended September 30, 2019 and, on February 13, 2020, the CTO was revoked.

No proposed director of the Company:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 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.

No proposed director of the Company has been subject to:

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

Form 51-102F6V STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation*, and sets forth compensation for each of Han Xin (Harrison) Wu, the President, Chief Executive Officer and Corporate Secretary (the “CEO”) and Valent Chan, the Chief Financial Officer (the “CFO”), (together, the “NEOs”) as at September 30, 2018.

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.

<i>NEO Name and Principal Position</i>	<i>Year</i>	<i>Salary, Consulting fee, retainer or commission (\$)</i>	<i>Bonus (\$)</i>	<i>Committee or meeting fees (\$)</i>	<i>Value of Perquisites (\$)</i>	<i>Value of all other Compensation (\$)</i>	<i>Total Compensation (\$)</i>
Han Xin (Harrison) Wu President, CEO, Corporate Secretary & Director	2019	3,000	N/A	Nil	N/A	Nil	3,000
	2018	36,000	N/A	Nil	N/A	Nil	36,000
Valent Chan CFO	2019	30,000	N/A	Nil	N/A	Nil	30,000
	2018	30,000	N/A	Nil	N/A	Nil	30,000
Karmen Wu Director	2019	Nil	N/A	Nil	N/A	Nil	Nil
	2018	Nil	N/A	Nil	N/A	Nil	Nil

Stock Options and Other Compensation Services

There were no stock options granted or exercised or other compensation services in the most recently completed financial year.

Stock Option Plans and Other Incentive Plans

The Company has adopted the Stock Option Plan which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants, non-transferable options to purchase shares, provided that the number of shares reserved for issuance shall not exceed 10% of the Company's issued and outstanding shares (9,716,042 common shares). The Stock Option Plan was established to assist the Company in attracting, retaining and motivating directors, officer, employees and consultants of the Company.

Options may be exercised for a period of up to 10 years from the date of grant at a price not less than the Discounted Market Price on the day of grant. In connection with the foregoing, the number of shares reserved for issuance to: (a) any one individual shall not exceed five percent (5%) of the Company's issued and outstanding shares in any 12 month period; (b) any one consultant shall not exceed two percent (2%) of the Company's issued and outstanding shares in any 12 month period; and (c) all employees conducting investor relations activities shall not exceed two percent (2%) of the Company's issued and outstanding shares in any 12 month period. If the Company terminates the employment or engagement of a Participant for any reason other than just cause, then the Option may be exercised for a period of up to 90 days, subject to expiry dates of such options, provided that if the cessation of the optionee's position was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such options. The Stock Option Plan provides for vesting provisions for persons performing Investor Relations Activities in stages over 12 months with no more than 1/4 of the options vesting in any three month period.

Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company.

Neither the Company, nor its subsidiaries, has a contract, agreement, plan of arrangement that provides for payments to NEO following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control.

The Company paid Mr. Han Xin (Harrison) Wu, the CEO of the Company, a salary of \$3,000 monthly until October 31, 2018.

The Company pays Mr. Valent Chan, the CFO of the Company, a salary of \$2,500 monthly.

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Compensation of Directors

Compensation of Directors of the Company is reviewed annually and determined by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

The Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors. While the Board considers option grants to directors under the Option Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of Options. Other than the Option Plan, as discussed above, the Company does not offer any long term incentive plans, share compensation plans or any other such benefit programs for directors.

Compensation of NEOs

Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for NEOs.

Elements of NEO Compensation

Salary

The Company's CEO and CFO receive annual salaries. The Board reviews salaries annually to ensure that they reflect each respective NEO's performance and experience in fulfilling his/her role. Due to relatively small size of the Company, limited cash resources, and the early stage and scope of the Company's operations, NEO's receive limited salaries relative to industry standards. The Board does not currently have a plan in place to materially increase NEOs' salaries.

Option Plan

As discussed above, the Company provides an Option Plan to motivate NEOs by providing them with the opportunity, through Options, to acquire an interest in the Company and benefit from the Company's growth. The Board does not employ a prescribed methodology when determining the grant or allocation of Options to NEO's. Other than the Option Plan, the Company does not offer any long term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit program to NEOs.

Pension Plan 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.

CORPORATE GOVERNANCE

In accordance with the requirements of National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines* (the “**Guidelines**”), the Company is required to give full and complete disclosure of corporate governance practices. The following describes the Company’s approach to corporate governance:

Independence of Members of Board

The Company's Board consists of four directors, two of whom are non-independent and two of whom are independent, based upon the tests for independence set forth in National Instrument 52-110 – *Audit Committees*. Han Xin (Harrison) Wu is not independent as he is the President, Chief Executive Officer and Corporate Secretary of the Company. Karmen Wu is not independent as she received salaries. Gong (Michael) Chen and Ze Yong (Allan) Wu are independent.

Management Supervision by Board

The operations of the Company do not support a large Board of Directors and the Board has determined that the current size and constitution of the Board is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are however able to meet at any time without any members of management including the non-independent directors being present.

The participation of the directors in other reporting issuers is described in the following table:

Name of Director	Name of Reporting Issuer
Gong (Michael) Chen	Ord Mountain Resources
	Credent Capital Corporation
Han Xin (Harrison) Wu	Nil
Karmen Wu	Nil
Ze Yong (Allan) Wu	Nil

Orientation and Continuing Education

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

- (a) access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
- (b) access to management and technical experts and consultants; and
- (c) a summary of significant corporate and securities responsibilities.

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

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board is in the process of adopting a Code of Conduct and will instruct its management and employees to abide by the Code. Once adopted the Code of Conduct will be filed on SEDAR and available under the Company's name at www.SEDAR.com.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mineral exploration industry are consulted for possible candidates.

Compensation of Directors, the Chief Executive Officer and Other Key Officers

The independent Directors have the responsibility for determining compensation for the directors and senior management. To determine compensation payable, the independent directors review compensation paid for the directors, Chief Executive Officer as well as other key officer positions, of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation the independent directors annually review the performance of the key members of senior management and in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

As the directors are actively involved in the operations of the Company and the size of the Company's operations does not at this time warrant a larger board of directors, the Board has determined that additional committees beyond the existing ones are not necessary at this stage of the Company's development.

Assessments

The Board does not have any standing committees other than the audit committee. The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and each of its committees. As part of the assessments, the Board or the individual committee may review its mandate and conduct reviews of applicable corporate policies.

AUDIT COMMITTEE

Under National Instrument 52-110 – *Audit Committees* ("NI 52-110"), companies are required to provide disclosure with respect to their audit committee including the text of the audit committee's charter, composition of the audit committee and the fees paid to the external auditor. Accordingly, the Company provides the following disclosure with respect to its audit committee:

Composition of the Audit Committee

The current members of the Audit Committee, and following the election of the directors pursuant to this Information Circular, the following will be the members of the Audit Committee:

Gong (Michael) Chen	Independent ⁽¹⁾	Financially literate ⁽²⁾
Ze Yong (Allan) Wu	Independent ⁽¹⁾	Financially literate ⁽²⁾
Karmen Wu	Not Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

- (1) 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 Board of Directors, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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.

The Audit Committee's Charter

A. PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**").
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
- (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
- (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
- (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (c) review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Corporation's financial and auditing personnel;
 - (iv) co-operation received from the Corporation's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Corporation;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

- (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the Corporation's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
 - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (iii) annual and interim MD&A;
 - (iv) prospectuses;

- (v) news releases discussing financial results of the Corporation; and
- (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Corporation's consolidated financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

Relevant Education and Experience

Gong (Michael) Chen

Gong (Michael) Chen has 20 years' experience in investment, financing and finance management, especially with North America publicly listed natural resources companies. Mr. Chen has acted in the capacity of a director and/or Chief Financial Officer of several TSX or TSX Venture Exchange listed companies including Commander Resources Ltd, Maritime Resources Corp., Spur Ventures Inc., OpenEC Technologies and Ord Mountain Resources Inc. Mr. Chen obtained a Bachelor's degree in International Finance from Peking University in Beijing, China in 1992 and a Masters of Business Administration degree from the University of Arizona in 1997. Mr. Chen is a Certified Public Accountant in the United States of America.

Ze Yong (Allan) Wu

Ze Yong (Allan) Wu is a professional manager and strategic planner. Mr. Wu was employed as General Manager of Chengdu Win-Win Shangton Gordon Co. Ltd. in Chengdu, China from 2002 until 2005. Since 2006, Mr. Wu has been employed as general manager of Energy Keys Nutrition Inc. in Richmond, British Columbia.

Mr. Wu obtained a Masters of Business Administration from the University of Wales, United Kingdom. Mr. Wu obtained a Diploma of Physics Education from Sichuan, China in 1982 and was appointed the designation Senior Engineer, China by the Professional Designation Commission, Sichuan, China in 1994.

Karmen Wu

Ms. Wu graduated from Cornell University with a B.S. in Policy Analysis and Management. Before joining the company, she had experience in fields of finance and law. Now, she is working in areas of corporate governance, marketing and business development.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve any non-audit services or additional work, which the Chairman of the Audit Committee deems as necessary who will notify the other members of the Audit Committee of such non-audit or additional work.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All Other Fees⁽³⁾
2019	\$10,000	\$Nil	\$1,200	\$Nil
2018	\$15,000	\$Nil	\$4,000	\$Nil

Notes:

- (1) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements, which are not included under the heading “*Audit Fees*”.
- (2) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
- (3) The aggregate fees billed for products and services other than as set out under the headings “*Audit Fees*”, “*Audit Related Fees*” and “*Tax Fees*”.

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee, and the disclosure requirements of its audit committee in an annual information form as prescribed by NI 52-110.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information as of the end of the Company’s most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuance.

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 plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders (Stock Option Plan)	N/A	N/A	971,604
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	N/A	N/A	971,604

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers or proposed nominees for election as directors of the Company is or has been indebted to the Company as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the Company’s last completed financial year, no insider of the Company, proposed director of the Company or any associate or affiliate of any insider or proposed director, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

Management of the Company proposes to reappoint Manning Elliott, Chartered Accountants, of 11th Floor – 1050 West Pender Street, Vancouver, BC V6E 3S7, as auditor for the Company until the next annual general meeting of the shareholders at remuneration to be fixed by the Audit Committee in accordance with the Charter of the Audit Committee

The auditor is appointed by the Company's shareholders and reports the results of the audit of the Company's annual financial statements to the shareholders. Manning Elliott has confirmed its independence

from management of the Company in connection with the audit of the consolidated audited financial statements for the financial year ended September 30, 2020.

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by a person other than the directors or executive officers of the Company or the subsidiaries.

The Company paid Mr. Han Xin (Harrison) Wu, the CEO of the Company, a salary of \$3,000 monthly.

The Company pays Mr. Valent Chan, the CFO of the Company, a salary of \$2,500 monthly.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

RATIFICATION OF STOCK OPTION PLAN

Management is seeking re-ratification by the shareholders of the Company's existing stock option plan (the "**Stock Option Plan**") in accordance with the policies of the TSX Venture Exchange (the "**Exchange**"). The Company established the current stock option plan in 2012 with the approval of the shareholders. The number of common shares reserved for issuance pursuant to the exercise of stock options under the Stock Option Plan is equal to 10% of the number of issued and outstanding common shares of the Company at any given time on a "rolling" basis. The Exchange requires that the Stock Option Plan be submitted for further approval and ratification by the shareholders at each Annual General Meeting of the Company. Accordingly, management is seeking further approval and ratification of the Stock Option Plan by the shareholders.

The Company has adopted the Stock Option Plan which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants, non-transferable options to purchase shares, provided that the number of shares reserved for issuance shall not exceed 10% of the Company's issued and outstanding shares (9,716,042 common shares). The Stock Option Plan was established to assist the Company in attracting, retaining and motivating directors, officer, employees and consultants of the Company.

Options may be exercised for a period of up to 10 years from the date of grant at a price not less than the Discounted Market Price on the day of grant. In connection with the foregoing, the number of shares reserved for issuance to: (a) any one individual shall not exceed five percent (5%) of the Company's issued and outstanding shares in any 12 month period; (b) any one consultant shall not exceed two percent (2%) of the Company's issued and outstanding shares in any 12 month period; and (c) all employees conducting investor relations activities shall not exceed two percent (2%) of the Company's issued and outstanding shares in any 12 month period. If the Company terminates the employment or engagement of a Participant for any reason other than just cause, then the Option may be exercised for a period of up to 90 days, subject to expiry dates of such options, provided that if the cessation of the optionee's position was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such options. The Stock Option Plan provides for vesting provisions for persons performing Investor Relations Activities in stages over 12 months with no more than 1/4 of the options vesting in any three month period.

A full copy of the Stock Option Plan will be available at the Meeting. Shareholders may obtain a copy of the Stock Option Plan in advance of the Meeting upon request to the Company at (604) 974-9990. Accordingly, shareholders of the Company will be asked at the Meeting to approve the Stock Option Plan by passing the following ordinary resolution, which requires an affirmative vote of a majority of the votes cast by shareholders at the Meeting.

"BE IT RESOLVED AS AN ORDINARY RESOLUTION that:

1. the Stock Option Plan of the Company which provides for the Company to grant such number of stock options as is equal to 10% of the issued and outstanding common shares of the Company at the date of grant and conforms to the policies of the TSX Venture Exchange, as more particularly described in the Information Circular of the Company dated November 25, 2020, subject to any modifications by the TSX Venture Exchange, be and is hereby adopted.
2. the Company be authorized to abandon or terminate all or any part of the Stock Option Plan if the Board of Directors of the Company deems it appropriate and in the best interests of the Company to do so, subject to the approval of the TSX Venture Exchange.
3. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings as may be required to give effect to the true intent of these resolutions."

Management of the Company recommends that shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the shareholders appointing them.

Other than as set out herein, management of the Corporation knows of no matters to come before the meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

OTHER BUSINESS

As of the date of this Information Circular, management is not aware of any other matters to come before the Meeting. If other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information relating to the Company is provided in the Company's comparative financial statements and management's discussion and analysis ("MD&A") for its most recently completed financial year ended September 30, 2019. Shareholders may request copies of the financial statements and the MD&A by contacting Valent Chan, at #203 – 2121 Kingsway, Vancouver, British Columbia (Phone: (604) 974-9990).

DATED at Vancouver, British Columbia, this 25th day of November, 2020

ORDER OF THE BOARD OF DIRECTORS

"Han Xin (Harrison)" Wu
Chief Executive Officer