NOTICE OF MEETING AND INFORMATION CIRCULAR

OF

VIVA GOLD CORP

TSXV: VAU
www.vivagoldcorp.com

Suite 302 – 8047 199 Street
Langley, British Columbia V2Y 0E2
Tel. (720) 933-1150

2021 SPECIAL GENERAL MEETING	Notice of Special General Meeting of Shareholders Information Circular
Place:	Dentons Canada LLP 20th Floor, 250 Howe Street Vancouver, British Columbia
Time:	10:00 a.m. (Pacific time)
Date:	Tuesday, August 17, 2021

VIVA GOLD CORP.

CORPORATE DATA

Head Office

Viva Gold Corp.
Suite 302 – 8047 199 Street
Langley, British Columbia V2Y 0E2
Tel. (720) 933-1150

Directors and Officers

James Hesketh	President, Chief Executive Officer and Director
Steven Krause	Chief Financial Officer
Christopher E. Herald	Chairman
Gary B. MacDonald	Director
David E. Whittle	Director
Edward Mahoney	Director

Registrar and Transfer Agent

Computershare Investor Services Inc.
510 Burrard Street, 2nd Floor
Vancouver, British Columbia V6C 3B9

Legal Counsel

Dentons Canada LLP
20th Floor, 250 Howe Street,
Vancouver, British Columbia V6C 3R8

Auditor

Dale Matheson Carr-Hilton LaBonte LLP
1500-1140 Pender Street
Vancouver, British Columbia V6E 4G1

Listing

TSX Venture Exchange
Symbol "VAU"

Your vote is extremely important. For assistance with voting, please contact:
James Hesketh, President & CEO
(720) 291-1775
jhesketh@vivagoldcorp.com

VIVA GOLD CORP.
Suite 302 – 8047 199 Street,
Langley, British Columbia V2Y 0E2
Tel. (720) 933-1150

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the shareholders of Viva Gold Corp. (the "**Company**") will be held at the offices of Dentons Canada LLP, located at 20th Floor, 250 Howe Street, Vancouver, British Columbia on Tuesday, August 17, 2021 at 10:00 a.m. for the following purposes:

1. To consider and if thought fit to pass a special resolution, pursuant to section 128(3) of the British Columbia Business Corporations Act, to remove the following directors of Viva, namely:

   Christopher Herald
   James Hesketh
   Edward Mahoney
   David Whittle

2. To consider and if thought fit, to pass an ordinary resolution setting the number of directors of Viva at four (4) or such other number as may be determined at the meeting; and

3. To consider and if thought fit to pass ordinary resolutions electing each of the following persons as directors of Viva:

   Geoff Goodall
   Jim Mustard
   Gordon Keevil

DATED at Vancouver, British Columbia, June 8, 2021.

ON BEHALF OF THE BOARD

(signed) "James Hesketh"

James Hesketh
President, Chief Executive Officer and a Director

Accompanying this Notice is an information circular of the Company and a form of proxy. The accompanying information circular provides information relating to the matters to be addressed at the Meeting, including instructions on where to send proxies, and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read the notes to the enclosed form of proxy or voting instruction form and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in it and in the information circular accompanying this notice. The record date for the Meeting is June 25, 2021.

LETTER TO VIVA GOLD CORP SHAREHOLDERS

TSXV: VAU
www.vivagoldcorp.com

June 8, 2021

Dear Shareholders:

On May 18, 2021, Viva Gold Corp. (the "**Company**" or "**Viva**") received a requisition (the "**Requisition**") from a dissident shareholder group ("**Dissident Group**") led by Humewood Ventures Corp. holding over five percent of the Company's outstanding voting shares, for a meeting of its shareholders pursuant to section 167 of the *Business Corporations Act* (British Columbia) (the "**Act**"). By this action, the Dissident Group has required us to call a special general meeting of Viva's shareholders to consider the approval of special resolutions pursuant to s. 128(3) of the Act to remove Christopher Herald, James Hesketh, Edward Mahoney and David Whittle as directors of the Company; the approval of an ordinary resolution to reduce the number of directors of the Board of Directors to four, and the appointment of three new directors to the Board, as well as to entrench Mr. Gary MacDonald, Viva's longest serving Director.

Viva has been consistent in its stated forward-looking goals:

- continue to develop the gold resource base of the Tonopah gold project through both infill and step-out drilling;
- de-risk the project through continued essential technical study; and
- initiate and complete pre-feasibility/feasibility study and permitting activities required to make a production decision.

The Tonopah project, located in the mining friendly state of Nevada, contains a well-defined core of measured, indicated and inferred gold resource, and enjoys excellent infrastructure, with paved road access and nearby sources of commercial water and electrical power. Current management has demonstrated in a June 12, 2020 Preliminary Economic Analysis study the potential feasibility of an open-pit, heap-leach gold mine at Tonopah.

The Tonopah gold project is unique in that some of the highest-grade gold resources are near surface and can be accessed in an initial starter-pit. This will drive early project cash flow and is likely to accelerate project capital payback. We believe that the project also contains strong exploration potential, although this is complicated as the site is covered by valley floor gravels. This cover makes it difficult to clearly define geologic structure, and increases the cost of exploration. To manage this cost while increasing the odds of exploration success, our plan is to initiate production based on the known gold resource, and then to continue exploration drilling from production cash flow with the benefit of geologic knowledge gained from mining in the mineral system. This plan has the potential to reduce both exploration cost and equity dilution. At the same time the Company plans to continue to consider additional growth opportunities through potential merger and acquisition activity with qualified potential partners should timely and synergistic opportunities present themselves.

The goal of the Requisition is simple: the Dissident Group wants to take control of Viva without giving its majority shareholders any payment or premium. Now that management has demonstrated the Tonopah project's value, Viva has become a target of predatory interests. The Dissident Group has provided no forward direction or goals for Viva; they do not bring any synergistic gold property assets to the table; they lack mine-building experience; and they are providing no cash contribution to the Company. At the same time, they have retained legal counsel that is well versed in these types of corporate control maneuvers and they have attempted to block Viva's access to equity capital. Their actions have negatively impacted our share price, disrupted Company activities, and adversely impacted work plans on the Tonopah project.

Their proposed Board slate is not notable, and based our experience with the Dissident Group and its associates, is likely structured to give the Dissident Group maximum behind-the-scenes control over the Company. Ask yourselves, are these the type of people that you want to put in charge of your equity investment?

For these reasons, the Board of Viva strongly recommends that shareholders vote against this Special Resolution.

On behalf of the Board, I would like to thank all Shareholders for their ongoing support as we work to further our stated goals for the Tonopah project and Viva. We look forward to receiving your support at the Meeting.

Yours very truly,

"*James Hesketh*"

James Hesketh
President, Chief Executive Officer, and Director

VIVA GOLD CORP.
MANAGEMNENT INFORMATION CIRCULAR
(Containing information as at June 8, 2021 unless indicated otherwise)

SOLICITATION OF PROXIES

This information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by Management of Viva Gold Corp. (the "**Company**" or "**Viva**") for use at a special general meeting (the "**Meeting**") of shareholders of the Company (and any adjournment thereof) to be held on Tuesday, August 17, 2021 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

Proxies may be solicited by the Company, including by mail, telephone, email, fax or other electronic means and in person, as well as by newspaper or other media advertising.

The individuals named in the accompanying form of proxy are **James Hesketh** or failing him, **Steven Krause**, or failing him, **Christopher Herald** (the "**Management Nominees**") **A shareholder wishing to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting has the right to do so, either by striking out the names of those persons named in the accompanying form of proxy and inserting the desired 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 the Company at its registered and records office at 250 Howe Street, 20th Floor, Vancouver, British Columbia V6C 3R8 by 1:00 p.m. Eastern time (or 10:00 a.m. Pacific time) on Friday, August 13, 2021 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding any adjournment of the Meeting.

REVOCATION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to 20th Floor, 250 Howe Street, Vancouver, British Columbia V6C 3R8 at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation. The record date for the Meeting is June 25, 2021.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered shareholders ("Registered Shareholders") or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares ("Common Shares") they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as "Beneficial Shareholders") should note that only Registered Shareholders may vote at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in such shareholder's name on the records of the Company. 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 Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients.

Applicable regulatory policy requires intermediaries to seek voting instructions from beneficial shareholders. Every intermediary has its own procedures to seek those instructions. This Information Circular and accompanying materials, necessitated by the disruptive actions of the Dissident Group who have requisitioned the Meeting. As such, they are being sent only to persons who are Registered Shareholders. In the coming weeks, and well in advance of the Meeting, the Company will be preparing and causing to be delivered additional materials, including complete instructions for Beneficial Shareholders in accordance with NI 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* regarding how they can attend, and cause their shares to be voted at, the Meeting. **Beneficial Shareholders should follow those procedures carefully to ensure that their shares are voted at the Meeting.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to Registered Shareholders unless specifically stated otherwise.

VOTING OF PROXIES

The shares represented by a properly executed proxy in favour of persons proposed by Management as proxyholders in the accompanying form of proxy will:

(a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and

(b) 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 in such proxy.

ON A POLL SUCH SHARES WILL BE VOTED **AGAINST** EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, 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 of Meeting 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, the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

ADVANCE NOTICE POLICY

As part of the Company is commitment to: (i) facilitate an orderly and efficient process for the nomination of directors at shareholder meetings; (ii) ensure that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote, having been afforded reasonable time for deliberation, the Company adopted an advance notice policy (the "**Advance Notice Policy**"). The Advance Notice Policy was ratified by the Company's shareholders at this annual general meeting held on June 5, 2018.The Advance Notice Policy provides shareholders, directors and management of the Company with a clear framework for nominating directors. It fixes a deadline by which holders of record of common shares of the Company may submit director nominations to the Company prior to any shareholders' meeting called for the election of directors and sets forth the information that the nominating shareholder must include in the written notice to the Company in order for any director nominee to be eligible for election at such meeting. A copy of the Advance Notice Policy is attached as Schedule "A" to this Circular.

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

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon.

As for the proposed nominees for election as a director of the Company, and the associates and affiliates of any of such individuals, the Dissident Group has not provided the Company with sufficient information to make any determination as to whether any of them has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Authorized Capital: An unlimited number of Common Shares without par value

Issued and Outstanding: 39,240,425[(1)] Common Shares

Note:

(1) As at June 7, 2021.

Only Registered Shareholders of the Company who either personally attend the Meeting or who have completed and delivered a form of proxy in the Manner and subject to the provisions set out in the information published by the Company regarding the Meeting shall be entitled to vote or to have their Common Shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share.

To the knowledge of the Concerned Shareholders, the following person beneficially owns, directly or indirectly or exercise control or direction over Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares as at June 7, 2021, is:

Name	No. of Common Shares	Percentage
RAB Capital Holdings Limited	4,400,000	11.21%

PARTICULARS OF MATTERS TO BE ACTED ON

Removal of Directors

BE IT RESOLVED THAT, as a special resolution pursuant to section 128(3)(a) of the British Columbia *Business Corporations Act*, the following Viva Gold Corp. directors, namely:

Christopher Herald;
James Hesketh;
Edward Mahoney; and
David Whittle.

be removed immediately as directors of Viva Gold Corp.

(Note: to pass, this special resolution will require the support of 2/3[rds] of the votes cast.)

Change to Number of Directors

To consider and if thought fit, to pass an ordinary resolution to set the number of directors of Viva Gold Corp. at four (4) or such other number as may be determined at the meeting.

Appointment of Directors

To consider and if thought fit to pass ordinary resolutions to elect each of the following Dissident Group nominees as directors of Viva Gold Corp.:

- Geoff Goodall;
- Jim Mustard; and
- Gordon Keevil

to hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the British Columbia *Business Corporations Act.*

The following table and notes thereto sets out the name, province or state, as applicable, and country of residence and principal occupation within the last five years of each of the Dissident Group's nominees.

Name, Province and Country of Ordinary Residence	Principal Occupation Within the Last Five Years
Geoff Goodall Vancouver, British Columbia, Canada	Professional Geologist. Geological Consultant for Global Geological Services Inc.
Jim Mustard Vancouver, British Columbia, Canada	Professional Engineer. President of Goldblock Capital Inc; Director of Four Nines Gold Inc. and Getchell Gold Corp. Technical Advisor with RCI Capital Group Inc.
Gordon Keevil Vancouver, British Columbia, Canada	Professional Geologist Geological Consultant for Copper Star Management Inc.

The Dissident Group has failed to provide the Company with the information necessary to determine whether any of the Dissident Group nominees for election as directors of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

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

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the Company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

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

Similarly, the Dissident Group has failed to provide information to the Company as to whether any of the Dissident Group nominees for election as directors of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

ANY OTHER MATTERS

The Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular, and described above. 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 matter.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com "Company Profiles – Viva Gold Corp." The Company's financial information is provided in the Company's audited consolidated financial statements and related management's discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company's consolidated financial statements and related management's discussion and analysis by contacting Viva Gold Corp. at Suite 302 – 8047 199 Street, Langley, British Columbia V2Y 0E2, Tel. (720) 933-1150.

SCHEDULE "A"

ADVANCE NOTICE POLICY

Introduction

The Company is committed to: (i) facilitating an orderly and efficient process for the nomination of directors at shareholder meetings; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote, having been afforded reasonable time for deliberation.

The purpose of this Advance Notice Policy (the "Policy") is to provide shareholders, directors and management of the Company with a clear framework for nominating directors. This Policy fixes a deadline by which holders of record of common shares of the Company may submit director nominations to the Company prior to any shareholders' meeting called for the election of directors and sets forth the information that the nominating shareholder must include in the written notice to the Company in order for any director nominee to be eligible for election at such meeting.

This policy will be subject to an annual review by the Board of Directors of the Company (the "Board"), which will update it to reflect changes required by securities regulatory authorities and applicable stock exchanges or as otherwise determined to be in the best interests of the Company and its shareholders.

Nomination of Directors

1. Only persons who are nominated in accordance with the procedures of this Policy shall be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual general meeting of shareholders, or at any special general meeting of shareholders if one of the purposes for which the special general meeting was called was the election of directors:

(a) by or at the direction of the Board, including pursuant to a notice of meeting;

(b) by or at the direction or request of one or more shareholders pursuant to a requisition for a general meeting made in accordance with section 167 of the British Columbia Business Corporations Act (the "Act") or pursuant to a "proposal" made in accordance with section 188 of the Act;

(c) by any person (a "Nominating Shareholder"): (i) who, at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for in this Policy and at the close of business on the record date for notice of such meeting, is entered in the securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (ii) who complies with the notice procedures set forth in this Policy.

2. In addition to any other requirements under applicable laws, for a valid nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given notice thereof (the "Notice") that is both timely (in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below) to the Secretary of the Company at the head office of the Company.

3. To be timely, a Nominating Shareholder's Notice must be given:

(a) in the case of an annual general meeting of shareholders, not fewer than 30 nor more than 65 days prior to the date of the annual general meeting of shareholders; provided, however, that in the event that the annual general meeting of shareholders is to be held on a date that is fewer than 50 days after the date (the "Notice Date") on which the first public announcement of the date of the annual general meeting was made, Notice by the Nominating Shareholder may be given not later than the close of business on the 10th day following the Notice Date; and

(b) In the case of a special general meeting (that is not also an annual meeting of shareholders) called in whole or in part for the purpose of electing directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special general meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's Notice set forth above shall in all cases be determined based on the original date of the applicable annual or special general meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of such Notice.

4. To be in proper written form, a Nominating Shareholder's Notice must set forth:

(a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the principal occupation or employment of the person; (iii) the citizenship of such person; (iv) the class and number of shares in the capital of the Company that are beneficially owned, or controlled, directly or indirectly, or owned of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such Notice; and (v) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with the solicitation of proxies for the election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and

(b) as to the Nominating Shareholder giving the Notice, full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular in connection with the solicitation of proxies for the election of directors pursuant to the Act and Applicable Securities Laws.

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or otherwise, of such proposed nominee.

5. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or the discretion of the Chairman. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the provisions of this Policy and, if any proposed nomination is not in compliance with such provisions, to declare that such nomination shall be disregarded.

6. For purposes of this Policy:

(a) "public announcement" means the disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com; and

(b) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission or similar regulatory authority of each province and territory of Canada.

7. Notwithstanding any other provision of this Policy, Notice given to the Secretary of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by e-mail (at such e-mail address as may be stipulated from time to time by the Secretary of the Company for that purpose), and shall be deemed to have been given only at the time it is served by personal delivery to the Secretary at the address of the head office of the Company, e-mailed (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Pacific time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Policy. This Policy was approved and adopted by the Board on the date set out below (the "Effective Date") and is and shall be effective and in full force and effect in accordance with its terms from and after such date. Notwithstanding the foregoing, if this Policy is not ratified by ordinary resolution of the shareholders of the Company present in person or voting by proxy at the next meeting of those shareholders validly held following the Effective Date, then this Policy shall terminate and be of no further force and effect following the conclusion of such meeting of shareholders.

10. This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable in that province.

May 1st , 2018