

WANGTON CAPITAL CORP.

145 - 925 West Georgia Street
Vancouver, British Columbia V6C 3L2

NOTICE OF ANNUAL GENERAL

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Wangton Capital Corp. (the “**Corporation**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7, on December 14, 2018 at 2:00 p.m., local time (the “**Meeting**”), for the following purposes (the “**Notice**”):

1. to receive the audited financial statements of the Company for its financial year ended December 31, 2017, together with the auditor’s report thereon;
2. to elect by ordinary resolution the directors of the Corporation for the ensuing year;
3. to appoint by ordinary resolution Manning Elliott LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. to ratify and approve by ordinary resolution the continuation of the ten percent (10%) rolling stock option plan of the Corporation, as more fully described in the information circular dated, November 15, 2018 accompanying this notice of Meeting as required annually by the policies of the TSX Venture Exchange; and
6. to transact such further or other business as may properly come before the Meeting or at any adjournments thereof.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Management Proxy Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Management Proxy Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

Dated at Vancouver, British Columbia, Canada, on this 15th day of November 2018.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

“Moe Dillon”

Moe Dillon

President, Chief Executive Officer and a Director

**WANGTON CAPITAL CORP.
145 - 925 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA V6C 3L2**

MANAGEMENT PROXY CIRCULAR

**THIS INFORMATION CIRCULAR CONTAINS INFORMATION
AS AT NOVEMBER 14, 2018 EXCEPT AS OTHERWISE INDICATED**

This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Wangton Capital Corp. (the “Corporation”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on December 14, 2018, at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to the “Corporation”, “we” and “our” refer to Wangton Capital Corp. “Common Shares” means common shares without par value in the capital of the Corporation. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the Meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

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

- (c) Any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

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

- (a) by completing, dating and signing the enclosed form of Proxy and returning it to the Corporation's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, or by hand delivery to the 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9;
- (b) by using a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll free number, the holder's account number and the Proxy access number; or
- (c) by using the internet through the website of the Corporation's transfer agent at www.investorvote.com. Registered shareholders must follow the instructions that are given by the website and refer to the enclosed Proxy form for the holder's account number and the Proxy access number;

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

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

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 the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (the "**intermediary**"). In the United States the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many United States brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

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

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called “**OBOs**”, for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “**NOBOs**”, for Non-Objecting Beneficial Owners).

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

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

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

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the *Business Corporations Act* (British Columbia), as amended (the “**BCBCA**”), and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

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

Revocation of Proxies

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to either Computershare or to the Corporation's office, located at 145 – 925 West Georgia Street, Vancouver, BC V6C 3L2, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairperson of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

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

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

No director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Corporation (the "**Board**") has fixed November 14, 2018 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting, except to the extent that:

- (a) the shareholder has transferred the ownership of any such Common Shares after the Record Date; and
- (b) the transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred Common Shares and makes a demand to Computershare no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

The Common Shares of the Corporation are listed for trading on the NEX board of the TSX Venture Exchange (the "**TSXV**"). The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. As of November 14, 2018; there were 13,385,083 Common Shares issued and outstanding, each carrying the right to vote. There are no Preferred Shares

issued and outstanding. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares or the Preferred Shares.

To the knowledge of the directors and executive officers of the Corporation, only the following person beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at November 14, 2018.

Shareholder Name	Number of Common Shares Held⁽²⁾	Percentage of Issued Common Shares
The Hon Jerry Grafstein, Q.C. ⁽¹⁾	1,950,000	14.35%

Notes:

- (1) Of these shares, 1,200,000 are held by New Court Corporation and 750,000 are held by New Court Holdings Limited, both companies controlled by Mr. Grafstein.
- (2) The above information has been furnished by the Corporation and from the insider reports available at www.sedi.ca.

FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the year ended December 31, 2017, and the report of the Corporation's auditor thereon, will be placed before the Meeting. Additional information may be obtained upon request from the Corporation, at 145 - 925 West Georgia Street, Vancouver, British Columbia V6C 3L2; telephone: (604) 628-7597 or facsimile: (604) 620-7086. These documents and additional information are also available through the Internet on www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast by shareholders present at the Meeting in person or by proxy is required to pass the ordinary resolutions described herein. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is earlier vacated in accordance with the provisions of the BCBCA, each director elected will hold office until the conclusion of the next annual meeting of the Corporation or, if no director is then elected, until a successor is elected.

The following disclosure sets out the names of management's four nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 14, 2018.

Nominee Position with the Corporation and Residence	Period as a director of the Corporation	Principal Occupation	Common Shares Beneficially Owned or Controlled⁽¹⁾
Moe Dillon ⁽²⁾ President, CEO and Director British Columbia, Canada President and CEO	June 22, 2015	President, Chief Executive Officer and Chairman of Wangton	250,000
Tagdeer Gill CFO, Secretary and Director British Columbia, Canada	October 11, 2018	CFO of Wangton Business Owner	Nil
The Hon Jerry Grafstein, Q.C. ⁽²⁾ Ontario, Canada Director	January 25, 2016	Counsel, Emeritus Minden Gross LLP	1,950,000 ⁽³⁾
Cyrus Driver ⁽²⁾ British Columbia, Canada Director	January 25, 2016	Chartered Professional Accountant	135,000 ⁽⁴⁾

Notes:

- (1) The information as to Common Shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees for director.
- (2) Proposed member of the Corporation's Audit Committee.
- (3) Mr. Grafstein owns 500,000 Shares indirectly through New Court Holdings Limited, a company controlled by Mr. Grafstein and a total of 1,450,000 indirectly through New Court Corporation, a company controlled by Mr. Grafstein. A total of 1,950,000 Shares are beneficially owned by Mr. Grafstein or 14.57% of the issued and outstanding shares of the Corporation.
- (4) Mr. Driver owns 100,000 Shares directly and 35,000 Shares indirectly through Cyrus Driver Inc., a holding company wholly owned by Mr. Driver.

Occupation, Business or Employment of Nominees

Moe Dillon – Chairman, President, Chief Executive Officer and Director

Mr. Dillon has been a director of Wangton since June, 2015. He began his career as a commodities trader for a well-known Wall Street firm in the 70s managing their Asian operations out of Singapore. In 1984, he returned to Asia to start an edible oil trading company based out of Hong Kong that after 18 months posted sales of US\$100mil/yr. In 1988, Mr. Dillon began making strategic investments in emerging markets focusing on Sri Lanka, India and Bangladesh. Mr. Dillon moved to Canada in 1989 and made a series of investments in commodities and resources, bringing co-investors from Asia.

Tagdeer Gill, B.A.S.c., CGA – Chief Financial Officer, Secretary and Director

Mr. Gill was appointed as a Director, Chief Financial Officer and Secretary on October 11, 2018. He has provided financial reporting and management services to publicly-listed companies since 2005. In addition, Mr. Gill owns and has managed multiple private companies. Previously, he worked for Teck Resources Limited, Canada's largest diversified resource company. Mr. Gill holds a Chartered Professional Accountant designation and a Degree in Chemical Engineering from the University of British Columbia.

The Hon Jerry Grafstein, Q.C. - Director

The Honourable Jerry S. Grafstein Q.C. has been a director of Wangton since January 2016. He holds degrees from the University of Western Ontario and the University of Toronto and taught in the Bar Admission Course at Osgoode Hall. He has wide-ranging legal and business experience in all aspects of media. Mr. Grafstein was a co-founder of a range of media companies, focusing on broadcasting, TV,

cable, radio, communications, and publication enterprises in Canada, the USA, the UK and South America. He recently co-founded on-line news sites from Canada, USA, Brazil, China, Russia, Africa, UK, Europe and the Mideast. Mr. Grafstein advised several key government ministries, including Transportation, External Affairs, Consumer and Corporate Affairs and Justice. He served as director of Petro Canada, one of Canada's largest energy companies. He was appointed to the Senate of Canada in 1984 by then Prime Minister Elliott Trudeau. Mr. Grafstein served on all Senate Committees, including the Foreign Affairs and the legal and Constitutional Affairs Committees. He served as Chairman of the Senate Banking, Trade, and Commerce Committee. While in the Senate, Mr. Grafstein was a long serving Co-Chair of the Canada-United States Inter-Parliamentary Group, and a long serving senior officer of the Organization for Security and Co-Operation in Europe Parliamentary Assembly (OSCE PA). He retired from the Senate on January 2, 2010 and he is an active investor in a number of high tech public companies and serves on their boards. Mr. Grafstein is counsel emeritus to Minden Gross LLP in Toronto and he is active in local affairs in Toronto.

Cyrus Driver – Director

Cyrus Driver is a chartered accountant. He was a founding partner in the firm of Driver Anderson since its inception in 1981 until 2002 when it merged with Davidson and Company LLP where he was a partner until he retired. Mr. Driver currently serves as a director and/or Chief Financial Officer of several TSXV companies, and continues to provide accounting and other financial services to those companies.

Cease Trade Orders or Bankruptcies

Superior Mining International Corporation (“Superior”), a company of which Cyrus Driver is a director of, was unable to complete its financial statements for the year ended July 31, 2014 and the requisite filings within the prescribed timeframe, which resulted in a cease trade order (“CTO” being issued by the BCSC on December 9, 2014. The July 31, 2014 audited financial statements and related materials were filed on March 9, 2015, and the CTO was revoked by the BCSC on March 16, 2015.

Other than as set out above, within the last 10 years before the date of this Circular, no proposed nominee for election as a director of the Corporation was a director or executive officer of any company (including the Corporation in respect of which this Circular is prepared) or acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation for more than 30 consecutive days;
- (b) 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 the securities legislation for a period of more than 30 consecutive days;
- (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; or has 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;
- (d) subject to 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

- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Corporation also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Corporation have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Corporation will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided under British Columbia corporate law. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company.

APPOINTMENT OF AUDITOR

Manning Elliott LLP, Chartered Professional Accountants, of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7, will be nominated at the Meeting for reappointment as auditor of the Corporation to hold office until the next annual general meeting of shareholders, at a remuneration to be fixed by the directors. Manning Elliot LLP was first appointed by the board on February 10, 2018.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 - "*Audit Committee*" of the Canadian Securities Administrators ("**NI 52-110**") requires the Corporation, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor all as set forth herein below

The Audit Committee's Charter

The Corporation's Audit Committee (the "**Audit Committee**") has a charter, a copy of which was filed on www.sedar.com on October 2, 2017, and as Schedule A to the information circular prepared for the 2017 annual general meeting of the Company.

Composition of the Audit Committee

The current members of the Corporation's Audit Committee are Cyrus Driver (Chairman), The Hon Jerry Grafstein, Q.C. and Moe Dillon. Cyrus Driver and The Hon Jerry Grafstein, Q.C. are independent members and Moe Dillon, the President and Chief Executive Officer of the Corporation, is a non-independent member of the Audit Committee. All the current and proposed members of the Audit Committee are considered to be financially literate as required by section 1.6 of NI 52-110.

Relevant Education and Experience

See the disclosure under the heading "Occupation, Business or Employment of Nominees" hereinabove pertaining to relevant education and experience of the Corporation's Audit Committee members.

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Manning Elliot LLP.

Reliance on Certain Exemptions

The Corporation’s auditor, Manning Elliot LLP, has not provided any material non-audit services to the Corporation.

Pre-Approval Policies and Procedures

See the Corporation’s Audit Committee Charter for policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee reviewed the nature and amount of the non-audit services provided by Manning Elliot LLP to the Corporation to ensure auditor independence. Fees incurred with Manning Elliot LLP for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2017	Fees Paid to Auditor in Year Ended December 31, 2016
Audit Fees ⁽¹⁾	\$8,500	\$7,250
Audit-Related Fees ⁽²⁾	\$12,000	\$6,300
Tax Fees ⁽³⁾	\$1,500	\$1,500
All Other Fees ⁽⁴⁾	\$nil	\$nil
Total	\$22,000	\$15,050

Notes:

- (1) **“Audit Fees”** include fees necessary to perform the annual audit of the Corporation’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) **“Audit-Related Fees”** include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) **“Tax Fees”** include fees for all tax services other than those included in Audit Fees and Audit-Related Fees. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice 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 all other non-audit services.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110. This is a “venture issuer” exemption from the requirement to have 100% of the members of its Audit Committee independent as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Corporation’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under NI 52-110.

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent directors of the Corporation are The Hon Jerry Grafstein, Q.C. and Cyrus Driver. The non-independent directors are Moe Dillon (President, Chief Executive Officer), Tagdeer Gill (Chief Financial Officer and Corporate Secretary).

Directorships

Certain directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
The Hon Jerry Grafstein, Q.C.	Lingo Media Corporation	TSX-V
	Internet of Things Inc.	TSX-V
Cyrus Driver	Power Metals Corp.	TSX-V
	Superior Mining International Corporation	TSX-V
	Cobra Venture Corporation	TSX-V
	OK2 Minerals Ltd.	TSX-V
	BRS Resources Ltd.	TSX-V
	Tesoro Minerals Corp.	TSX-V
	Far Resources Ltd.	CSE
	Noram Ventures Inc.	TSX-V

	Serrano Resources Ltd.	TSX-V
Tagdeer Gill	OK2 Minerals Ltd.	TSX-V

Orientation and Continuing Education

When new directors are appointed they receive orientation commensurate with their previous experience on the Corporation's properties and on the responsibilities of directors.

Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' 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 Corporation. Further, the Corporation's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Corporation's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Compensation

The directors receive no cash compensation for acting in their capacity as directors of the Corporation. The compensation for senior management of the Corporation is determined by and at the discretion of the Board. The Board determines compensation for the directors, the Chief Executive Officer and the Chief Financial Officer. See "*Statement of Executive Compensation*" below.

Other Board Committees

At the present time the Board has no other committees other than the Audit Committee.

Assessments

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

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

All capitalized terms used herein shall have the meaning ascribed thereto in the TSX Venture Exchange (the “**Exchange**”) Policy 2.4 (the “**CPC Policy**”), unless otherwise defined herein. Section 8.1 of the CPC Policy states that until the completion of a Qualifying Transaction, no payment of any kind may be made, directly or indirectly, by a CPC to a Non-Arm’s Length Party of the CPC or a Non-Arm’s Length Party to the Qualifying Transaction, or to any person engaged in Investor Relations Activities in respect of the CPC or the securities of the CPC or any resulting issuer by any means including,

- (a) remuneration, which includes, but is not limited to:
 - (i) salaries;
 - (ii) consulting fees;
 - (iii) management contract fees or directors’ fees;
 - (iv) finders’ fees;
 - (v) loans;
 - (vi) advances;
 - (vii) bonuses; and
- (b) deposits and similar payments.

The only compensation that is permitted to the directors, officers, employees and consultants of the Corporation, so long as it is a CPC, is the granting of incentive stock options. Due to the foregoing limitation, the board of directors of the Corporation (the “**Board**”) does not consider the implications of the risks associated with the Corporation’s compensation policies and practices.

Named Executive Officer

In this section “Named Executive Officer” (an “**NEO**”) means the Chief Executive Officer (the “**CEO**”), the Chief Financial Officer (the “**CFO**”) and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year.

The NEOs of the Corporation for the purpose of the following disclosure are:

Moe Dilon	Chairman, President and Chief Executive Officer
Mirza Rahimani	Former Chief Financial Officer and Corporate Secretary

The Directors who are not NEOs of the Corporation for the purpose of the following disclosure are:

The Hon Jerry Grafstein, Q.C.	Director
Cyrus Driver	Director

Director and Named Executive Officer Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Corporation to NEOs and members of the Board for the most recently completed financial year ended December 31, 2017.

Table of Compensation Excluding Compensation Securities							
Name and principal position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Moe Dillon ⁽¹⁾ President, CEO, and a director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Mirza Rahimani ⁽²⁾ Former CFO, Corporate Secretary and a director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
The Hon Jerry Grafstein, Q.C. ⁽³⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Cyrus Driver ⁽⁴⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Moe Dillon was appointed as a director of Wangton on June 22, 2015 and as Chairman, President and CEO on November 10, 2015.
- (2) Mirza Rahimani resigned as a Director, CFO and Corporate Secretary on October 10, 2018.
- (3) The Hon Jerry Grafstein, Q.C. was appointed as a director on January 25, 2016.
- (4) Cyrus Driver was appointed as a director on January 25, 2016.

Stock Options and Other Compensation Securities

The Corporation's authorized share structure is an unlimited number of Common Shares and as at November 14, 2018 there were 13,385,083 Common Shares of the Corporation issued and outstanding. The Corporation has a 10% rolling stock option plan allowing it to grant options to a maximum of 10% of the issued and outstanding Common Shares as at the closing of the Corporation's initial public offering. No compensation securities were granted or issued to directors and NEOs by the Corporation, or a subsidiary of the Corporation, in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation, or a subsidiary of the Corporation.

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by any of the NEOs or directors of the Corporation during the financial year ended December 31, 2017.

Stock Options and Other Incentive Plans

The Wangton Board has adopted a Stock Option Plan (the "Current Plan") pursuant to which it may from time to time, in its discretion, and in accordance with TSXV requirements, grant to directors, officers, employees and consultants, non-transferable options to purchase Common Shares, exercisable for a period of up to ten years from the date of grant, provided that the number of Common Shares reserved for issuance does not exceed 10% of the issued and outstanding Common Shares as of the date

of the Corporation's initial public offering. The number of Common Shares reserved for issuance to any individual optionee will not exceed 5% of the issued and outstanding Common Shares in any 12 month period, unless the Corporation has obtained disinterested Common Shareholder approval. The number of Common Shares reserved for issuance to any one consultant will not exceed 2% of the issued and outstanding Common Shares in any 12 month period, and the number of Common Shares reserved for issuance to any employee of the Corporation performing investor relation activities will not exceed 2% of the issued and outstanding Common Shares in any 12 month period.

Stock options will be exercisable for a period not exceeding ten (10) years from the date the option is granted, as determined by the Wangton Board at the time of grant. If an optionee ceases to be a director, employee, consultant of Wangton or its affiliates, then the optionee may exercise within a reasonable period (not to exceed 12 months), as fixed by the board of directors. In the event of death of an optionee, the stock options of such optionee may be exercised within a maximum period of 12 months after such death, subject to the expiry date of such stock options.

The exercise price of the Common Shares covered by each option will be determined by the Wangton Board or a committee authorized and directed thereby. The exercise price will not be less than the price permitted by any stock exchange on which the Common Shares are then listed or other regulatory body having jurisdiction. Currently, the TSXV requires that the exercise price of the stock options must be equal to or greater than the Discounted Market Price (as defined in the policies of the TSXV). Pursuant to TSXV policies, the exercise price of stock options is solely payable in cash.

Nothing contained in the Current Plan, nor in any stock options granted pursuant to the Current Plan, will confer upon any participant any right with respect to continuance as a director, officer, employee or consultant of the Corporation or of any Affiliate.

As long as the Corporation remains a "capital pool company" under the policies of the TSXV, the Corporation is subject to the requirements applicable to "capital pool companies," including the limitation that the total number of Common Shares which may be reserved under option for issuance cannot exceed 10% of the Common Shares outstanding as at the closing of the Corporation's initial public offering.

There are currently no stock options outstanding.

Employment, consulting and management agreements

The Corporation has no agreements of compensatory plans or arrangements with any of its NEOs and/or directors under which compensation was provided during the most recently completed financial year ended December 31, 2017.

Oversight and description of director and named executive officer compensation

The Board is responsible for determining compensation for the officers and non-executive directors of the Corporation. The Board annually reviews all forms of compensation paid to officers and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers. In each case, the Board takes into consideration the prior experience of the officer and/or non-executive director, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Corporation, and the Corporation's available cash resources.

The Corporation is a "capital pool company" or "CPC" in accordance with TSXV policies and, at present, does not conduct any active business operations. Until such time as a "Qualifying Transaction" as defined in the TSXV policies has been completed, no compensation will be paid to any NEOs or directors.

Executive Compensation

There are no arrangements under which NEOs were compensated by the Corporation during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

Director Compensation

There are no arrangements under which directors were compensated by the Corporation during the two most recently completed financial years for their services in their capacity as directors.

Actions, Decisions or Policies Made After December 31, 2017

On October 10, 2018, Mirza Rahimani resigned as Chief Financial Officer, Corporate Secretary and a director of the Corporation. Effective October 11, 2018, Tagdeer (Tag) Gill was appointed as Chief Financial Officer, Corporate Secretary and a director of the Corporation.

Given the evolving nature of the Corporation's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above. Except as stated herein, no actions, decisions or policies have been made since December 31, 2017 that would affect a reader's understanding of NEO compensation.

Pension disclosure

The Corporation currently has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for the NEOs or directors of the Corporation.

See the disclosure under the heading "*Securities Authorized under Equity Compensation Plans*" herein for further information on the Corporation's share option plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation's current plan provides that the Board may from time to time, in its discretion, and in accordance with the TSXV requirements, grant to directors, officers, employees and technical consultants to the Corporation non-transferable options to purchase Common Shares; provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares as of the date of the Corporation's initial public offering. Options may be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer may not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants may not exceed 2% of the issued and outstanding Common Shares.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2017:

Equity Compensation Plan Information

Plan	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
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Plan	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders - the Existing Plan	Nil	N/A	7,284
Equity Compensation plans not approved by security holders.	Nil	N/A	Nil
Total:	Nil	N/A	7,284

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates or other management of the Corporation were indebted to the Corporation as of the end most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Corporation. To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2017, or has any interest in any material transaction in the current year other than as set out herein and in a document previously disclosed to the public.

MANAGEMENT CONTRACTS

The business of the Corporation is managed by its directors and officers and the Corporation has no management agreement with persons who are not officers or directors of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Appointment of Auditor

Manning Elliot LLP, Chartered Professional Accountants, of 1050 West Pender St., Vancouver, BC V6E 3S7, will be nominated at the Meeting for re-appointment as auditor of the Corporation at remuneration to be fixed by the Board. Manning Elliot LLP, Chartered Professional Accountants, were first appointed the auditor of the Corporation on February 10, 2016.

Continuation of Share Option Plan

The Corporation has a Share Option Plan dated for reference September 27, 2017 (the "Plan"). The Plan is a rolling plan. Under the Plan, options totalling a maximum of 10% of the Common Shares issued at the time of the IPO are available for grant.

To comply with the policies of the TSXV covering "rolling" option plans, continued grants under the Plan must be approved annually by the shareholders of the Corporation. At the Meeting shareholders will be

asked to ratify and approve the Plan for continuation until the next annual general meeting of the Corporation.

As at December 9, 2011, the close of the Corporation's initial IPO there were 7,283,500 Common Shares issued and outstanding. Subsequently, the Corporation completed two share consolidations; 5:1 on January 11, 2013 and 2:1 on December 11, 2014 diluting the IPO Common Shares issued and outstanding to 72,835. Accordingly, under the Plan the Corporation has the authority to grant options to purchase up to a total of 7,284 Common Shares.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

The TSXV policy requires all of its listed companies to have a share option plan if the company intends to grant options.

The Share Option Plan is a 10% maximum rolling plan. Options granted under the Share Option Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option. At the date of this Information Circular, there were no options outstanding under the Corporation's current 10% "rolling" share option plan.

Shareholders will be asked at the Meeting to ratify, confirm and approve the Share Option Plan.

The Share Option Plan is subject to the following restrictions:

- (a) The Corporation must not grant an option to any one individual director, officer, employee, management company employee, consultant or company consultant (the "Service Provider") in any 12 month period that exceeds 5% of the outstanding shares, unless the Corporation has obtained approval to do so by a majority of the votes cast by the shareholders of the Corporation eligible to vote at a shareholders' meeting, excluding votes attaching to shares beneficially owned by insiders and their associates ("Disinterested Shareholder Approval");
- (b) The aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 2% of the outstanding Common Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (c) The Corporation must not grant an option to any one individual consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option, without the prior consent of the TSXV;
- (d) The aggregate number of Common Shares reserved for issuance under options granted to insiders must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Corporation has obtained Disinterested Shareholder Approval to do so;
- (e) The aggregate number of Common Shares issued for option to insiders in any 12 month period must not exceed 10% of the outstanding Common Shares (in the event that the New Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Shares) unless the Corporation has obtained Disinterested Shareholder Approval to do so;
- (f) The issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding Common Shares unless the Corporation has obtained Disinterested Shareholder Approval to do so;

- (g) any one Person engaged in Investor Relations Activities for the Corporation must vest in stages over a 12 month period with no more than 1/4 of the Options vesting in any three month period; and
- (h) The exercise price of an option previously granted to an insider must not be reduced, unless the Corporation has obtained Disinterested Shareholder Approval to do so.

Material Terms to the Share Option Plan

The following is a summary of the material terms of the Share Option Plan:

- (a) Persons who are Service Providers to the Corporation or its affiliates, or who are providing services to the Corporation or its affiliates, are eligible to receive grants of options under the New Share Option Plan;
- (b) options granted under the Share Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (c) for options granted to Service Providers, the Corporation must ensure that the proposed Optionee is a bona fide Service Provider of the Corporation or its affiliates;
- (d) if there is a takeover bid for all or any of the issued and outstanding Common Shares, then all outstanding Options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall become exercisable in full to enable the Optioned Shares to be issued and tendered to such bid, subject to prior written approval of the TSXV;
- (e) an Option granted to any Service Provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Corporation, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Corporation;
- (f) if an Optionee dies, any vested option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
- (g) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same;
- (h) the exercise price of each option will be set by the Board at the time such Option is allocated under the New Share Option Plan, and cannot be less than the Discounted Market Price (as defined in the New Share Option Plan);
- (i) vesting of Options shall be at the discretion of the Board, and will generally be subject to:
 - (i) the Service Provider remaining employed by or continuing to provide services to the Corporation or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Corporation or any of its affiliates during the vesting period; or
 - (ii) the Service Provider remaining as a Director of the Corporation or any of its affiliates during the vesting period;
- (j) the Share Option Plan contains a black-out provision restricting all or any of the Corporation's Service Providers to refrain from trading in the Corporation's securities until the restriction has been lifted by the Corporation;

- (k) no vesting requirements will apply to options granted under the Share Option Plan other than as required by TSXV policies; however, a four month hold period will apply to all Common Shares from the date of grant for all Options granted to:
 - (i) Insiders of the Corporation; or
 - (ii) where Options are granted to any Service Provider, including Insiders, where the exercise price is at a discount to the Market Price; and
- (l) the Board reserves the right in its absolute discretion to amend, modify or terminate the Share Option Plan with respect to all common shares in respect of options which have not yet been granted under the Share Option Plan. Any amendment to any provision of the New Share Option Plan will be subject to any necessary Regulatory approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of the New Share Option Plan to Service Providers.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Share Option Plan may be made by the Board without further shareholder approval.

Accordingly, the Share Option Plan also provides that the Board may, without shareholder approval:

- (i) amend the Share Option Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the Share Option Plan, subject to prior written approval of the TSXV, if applicable;
- (iii) change the termination provision of an Option granted under the Share Option Plan if it does not entail an extension beyond the original expiry date of such Option;
- (iv) make such amendments to the Share Option Plan as are necessary or desirable to reflect changes in securities laws applicable to the Corporation or any requested changes by the TSXV;
- (v) if the Corporation becomes listed or quoted on a stock exchange or stock market senior to the TSXV, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vi) amend the Share Option Plan to reduce, and not to increase, the benefits of this Share Option Plan to Service Providers.

A copy of the Share Option Plan will be available for inspection at the Meeting.

Shareholder Approval

The Share Option Plan is subject to annual shareholder approval and TSXV acceptance to its filing. At the Annual General Meeting, Shareholders will be asked to consider and vote on the ordinary resolution to approve the Share Option Plan, with or without variation, as follows:

“RESOLVED as an ordinary resolution, that:

- (1) the continuation of the Share Option Plan dated for reference September 20, 2017, be ratified and approved until the next annual general meeting of the Corporation;
- (2) the number of Common Shares of the Corporation reserved for issuance under the Share Option Plan shall not exceed 10% of the Corporation’s issued and outstanding share capital at the close of the initial IPO;

- (3) to the extent permitted by law, the Corporation be authorized to abandon all or any part of the share option plan if the Board deems it appropriate and in the best interest of the Corporation to do so; and
- (4) any one or more directors and officers of the Corporation be authorized to perform all such acts, deeds and things and execute, under seal of the Corporation or otherwise, all such documents as may be required to give effect to this resolution.”

An ordinary resolution is a resolution passed by the shareholders of the Corporation at a general meeting by a simple majority of the votes cast in person or by proxy.

The Board recommends that shareholders vote in favor of the above resolution.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is included in the audited financial statements of the Corporation for the year ended December 31, 2017, a copy of which has been filed on www.sedar.com.

Additional information is also available upon request from the Corporation’s CEO at the office of the Corporation. The Corporation’s telephone number is (604) 628-7597.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

DIRECTORS’ APPROVAL

The contents of this Circular and its distribution to shareholders have been approved by the Board.

Dated at Vancouver, British Columbia, Canada, on this 15th day of November, 2018.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

“Moe Dillon”

Moe Dillon

Chairman, President, Chief Executive Officer and a director
