



MANAGEMENT INFORMATION CIRCULAR

(as at Wednesday, August 21, 2019 and in Canadian dollars, except where indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of KINCORA COPPER LIMITED (the “Company” or “Kincora”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on Wednesday, September 25, 2019 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Kincora Copper Limited. “Common Shares” means common shares without par value in the capital of the Company. “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 Company. The Company 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/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

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 the persons named therein with respect to:

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

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

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

- (a) complete, date and sign the Proxy and return it to the Company'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, or by mail to 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option 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) log on to Computershare's website at, www.investorvote.com. Registered shareholders must follow the instructions provided and refer to the enclosed proxy form for the holder's account number and the proxy access number.

Whatever method a registered shareholder uses to submit their proxy, they must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof.

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 Company 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 Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered 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), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

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: Objecting Beneficial Owners (“OBOs”) object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners (“NOBOs”) who do not object to the issuers of the securities they own knowing who they are.

The Company is taking advantage of the provisions of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”) that permit the Company to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (“VIF”) from our transfer agent, Computershare Investor Services, Inc. (“Computershare”). The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These security holder materials are being sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a beneficial owner, and the Company 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.

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

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 proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in Canada and in the United States. Broadridge mails a VIF in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company’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 Company), who is different from 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 you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge 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 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 Province of British Columbia, Canada 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 Company or this solicitation, and this solicitation has been prepared

in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

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 using one of the following methods:

- (a) execute a proxy bearing a later date or execute a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the office of the Company at 1199 West Hastings Street, Suite 800, Vancouver, British Columbia, V6E 3T5, 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 chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) attend the Meeting in person and vote 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 Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, 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 may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed **Wednesday, August 21, 2019** 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.

As of August 1, 2019, there were **134,992,224** Common Shares issued and outstanding, each carrying the right to one vote. 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.

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that 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 Company as at August 21, 2019 are:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
LIM Asia Special Situations Master Fund Limited.	26,629,821	19.7%
New Prospect Capital Management, on behalf of Century Development Ltd.	16,000,000	11.9%

Notes:

(1) The above information was supplied to the Company by the shareholders and from the insider reports available at www.sedi.ca.

The following documents filed with the securities commissions or similar regulatory authority in British Columbia, Alberta and Ontario are specifically incorporated by reference into, and form an integral part of, this information circular:

- The audited annual financial statements of the Company for the financial year ended December 31, 2018, together with the report of the auditor thereon and the related management discussion and analysis, to be filed on SEDAR prior to the date of the meeting.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Company, at Suite 400 – 837 West Hastings Street, Vancouver BC V6C 3N6. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director’s office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) (“BCA”), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following disclosure sets out the names of management’s nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction,:

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled as of Record Date ⁽¹⁾
JONATHAN SPRING⁽²⁾ Director Australia	President and Chief Executive Officer of the Company from April 23, 2013	Since July 23, 2014	3,428,360

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled as of Record Date ⁽¹⁾
RAY NADARAJAH ⁽²⁾ Director United Kingdom	Principal of Global Infrastructure Partners, formerly managing director of TPG Capital and General Manager of Rio Tinto	Since May 9, 2018	942,369
JOHN HOLLIDAY Director Australia	Principal of Holliday Geoscience consultancy (2010 to present). Prior to his current position, he was a Chief Geoscientist, General Manager Property Generation for Newcrest Mining Limited.	Since February 1, 2017	752,323
LEWIS MARKS ⁽²⁾ Director Mongolia	Director of CBH Resources Limited and Advisor to LIM Advisors	Since July 30, 2018	277,758
CAMERON MCRAE Director Mongolia	Executive Director of Tarva Investment and Advisory LLC, Chairman of SES Resources LLC, non-executive director of Erdene Resource Development and Vice Chairman of the Business Council of Mongolia	Since August 13, 2018	845,977 (direct) 1,869,698 (indirect)

Notes:

1. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
2. Denotes member of the Audit Committee.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) 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.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton LaBonte LLP, of 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1 will be nominated at the Meeting for appointment as auditor of the Company. They were first appointed as auditors effective March 16, 2016. The Company's previous auditor was Davidson & Company, who had been auditors of the Company since January 2010.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 "Audit Committees" ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below.

The Audit Committee's Charter

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule "A" hereto.

Composition of the Audit Committee

The members of the Audit Committee are Messrs Lewis Marks, Sam Spring and Ray Nadarajah, Mr. Nadarajah as chair. Mr. Marks and Mr. Nadarajah are independent members of the Audit Committee. Mr. Spring is the Chief Executive Officer of the Company and therefore is not considered independent. All members of the Audit Committee are considered to be financially literate.

Relevant Education and Experience

Ray Nadarajah, chairman of the audit and remuneration committees, is currently a Principal of Global Infrastructure Partners, and was most recently a Managing Director of TPG Capital where he was responsible for infrastructure investments across emerging markets. Prior to this he worked at Rio Tinto where he held a number of senior strategic and commercial roles, including Head of the Office of the CEO, General Manager of Corporate Development, Director of Business Development for China and Head of Business Development for Oyu Tolgoi in Mongolia. He began his career as an investment banker across Sydney, Hong Kong and Beijing with Citi and Goldman Sachs where he advised on M&A and capital market transactions across the natural resources, infrastructure, diversified industrials and telecom sectors. He holds a double degree in actuarial studies and finance from the Australian National University and has undertaken executive education from the Harvard Business School.

Sam Spring is formerly a Senior Mining Analyst with over 10 years financial services experience across various disciplines within the Goldman Sachs Group and Ocean Equities Ltd (the later now Pareto Securities). Prior to joining Kincora in August 2012, he had 5 years as a metals and mining research analyst covering, and providing advisory services, to the junior-mid cap sector, and was involved in the formation and funding of Kincora in mid 2011. In 2009, he won the Association of Mining Analysts (AMA - UK) Equity Mining Analyst of the Year. Mr. Spring is Vice Chair of the Business Counsel of Mongolia's (BCM) Resources and Environment Working Group, and a member of the International Advisory Panel (IAP) to the Minister of Mining and Heavy Industry of Mongolia. Mr. Spring has a commerce degree from the University of Melbourne, is a Chartered Accountant (ICAA) and CFA Charterholder.

Lewis Marks is a former practising and currently registered New York lawyer. Mr. Marks has lived and worked in Asia for 38 years, with a residence and business operations in Mongolia for most of the last 18 years. Since 2002, Mr. Marks has served as member of the board of directors of the LIM Japan Fund and been managing member of MIC Global Partners LLC. Since 2003, he has also served on the board of directors of CBH Resources Ltd., which has mining and exploration interests in New South Wales, Australia. From 1980 to 1993, he was with Marc Rich & Co. AG (purchased by Glencore International AG in 1993) and remained with Glencore until 2000, where part of his responsibilities included selling Mongolian copper into China, which first brought him to Mongolia in 1991. Mr. Marks earned his Bachelor of Science in foreign service at the School of Foreign Service, Georgetown University, in Washington and his Juris doctor from the School of Law, State University of New York at Buffalo.

Audit Committee Oversight

The Audit Committee has made recommendations to the Board to nominate Dale Matheson Carr-Hilton LaBonte LLP.

Reliance on Certain Exemptions

The Company's current auditor, Dale Matheson Carr-Hilton LaBonte LLP, has not provided any material non-audit services. The Company's previous auditor, Davidson & Company LLP, has not provided any material non-audit services.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for engagement of non-audit services as described in the Audit Committee Charter set out in Schedule "A" to this Information Circular.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Dale Matheson Carr-Hilton LaBonte LLP to the Company to ensure auditor independence. Fees incurred with Davidson & Company LLP, the previous auditor, 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, 2018	Fees Paid to Auditor in Year Ended December 31, 2017
Audit Fees ⁽¹⁾	\$26,300	\$25,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$2,150	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$28,450	\$25,000

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’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

Pursuant to section 6.1 of NI 52-110, the Company is a “venture issuer” and is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

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 Company. A “material relationship” is a relationship which could, in the view of the Company’s Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

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 members of the Board are John Holliday, Ray Nadarajah, Cameron McRae, and Lewis Marks. LIM Advisors and New Prospect Capital have the right to board representation, with Mr. Marks being LIM’s nominee.

The non-independent director is Sam Spring.

Directorships

The 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
Cameron McRae	Erdene Resource Development	TSX

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

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

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual 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 Company.

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 Company, this policy will be reviewed.

Compensation

The Board, acting through the Remuneration Committee, evaluates the performance of the CEO in conjunction with the Company's goals and objectives and, acting through the Remuneration Committee, approves the compensation level of the CEO, Chairman, Committee members and Board.

Other Board Committees

The Board has no committees other than the Audit Committee, Remuneration Committee and the Technical Committees.

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

Unless otherwise noted the following information is for the Corporation's last completed financial year (which ended December 31, 2018).

A. Named Executive Officers

For the purposes of this Circular, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

- (a) the chief executive officer ("CEO") of the Company;
- (b) the chief financial officer ("CFO") of the Company;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

B. Compensation Discussion and Analysis

The Company's board of directors (the "Board"), acting through recommendations of the Remuneration Committee, evaluates the performance of the CEO in conjunction with the Company's goals and objectives and, approves the compensation level of the CEO and of the Company's executive officers. The Board seeks to ensure that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy.

The Board, acting through recommendations of the Remuneration Committee, is also responsible for recommending compensation for the directors and granting stock options to the directors, officers and employees of, and consultants to, the Company pursuant to the Corporation's Stock Option Plan. Each of the independent directors has appropriate experience and skills based on their involvement with various companies in the public company sector as disclosed in the section below on Relevant Skills and Experience.

As announced in the June 18th, 2019, press release, the Remuneration Committee recently completed a comprehensive remuneration review to better align, incentivize and retain the board and technical and management teams, and ensure contributions to the Company, both past and present, have been recognized ("*Remuneration Review*"). The recommendations of the Remuneration Review were approved by the Board.

Philosophy

The Company follows the practice of compensating its NEOs such that compensation is competitive with peer group companies, which allows the Company to attract and retain its key employees, and allows the Company to compensate based on performance. This philosophy is linked to the Company's business strategy which includes increasing stakeholder value. In addition, the compensation programs aim for simplicity and responsiveness to market changes.

The Board oversight is total in that the Board annually determines the base salary, cash and stock incentives and grant of stock options. All incentives are subject to risk but the Board believes that these risks are mitigated because it has the right to determine all incentives in light of any inappropriate risks taken by a

NEO. In addition, all NEO compensation policies and practices are similar, the Board can exercise the right to award or reduce any compensation, no policies are weighted towards short term goals, and policies are awarded upon an accomplishment of a short term task which affects the Company over a longer term.

Objective and Description of Business

Kincora is a junior resource company engaged in the acquisition, exploration and development of mineral properties, with a focus on copper-gold projects in Mongolia. Our objective is to create value for shareholders through the advancement and discovery of porphyry copper-gold-molybdenum and epithermal precious metal deposits, particularly focused on the next generation of Tier 1 porphyries in the under explored Southern Gobi copper-gold belt, and further countercyclical corporate and expansion opportunities.

The Company performs reviews of all NEOs annually, or as needed in light of company developments and market conditions, to ensure that compensation provided to top performing individuals is comparable to that of individuals with similar qualifications, skills and positions with peer companies within the mining industry. The compensation is also reviewed in light of the Company's cash position, budgets and share prices to ensure that the compensation is also equitable to the Company and the future success of the company. In the last year, two compensation reviews have been undertaken seeking to align the NEOs interests to that of shareholders in light of the Company's cash position and difficult market conditions.

The Company is a reporting issuer in Ontario, British Columbia and Alberta, Canada. The Company's common shares trade on the TSX Venture Exchange under the symbol KCC.

Components of Compensation

The Company's key components of compensation are base salary, variable annual cash incentives and stock options. The Company does offer other perquisites but such are not material on an annual basis.

Base Salary

A target salary is determined by the Board of Directors based on consideration of various marked factors. The target salary is the optimal salary paid to an individual who is proficient, experienced, has sufficient skills and potential and is performing at a high level. The Company follows standard industry practices when assessing compensation.

Annual Cash and Stock Incentives

The Board of Directors considers incentives to the NEOs from time to time based on objectives tied to the general improvement of the Company in terms of successful financings, property acquisitions, property option agreements, establishing control procedures, and other factors as determined by the Board of Directors.

Stock options

The philosophy of the Board of Directors is to grant options based on an individual's involvement, proficiency, experience and performance levels. Options are granted periodically.

The Board reviews the grants of stock options on a quarterly basis. During the year ended December 2018, a total of 500,000 stock options were granted by the Company.

2019 Remuneration Committee Options Allocation Review

As announced in the June 18th, 2019, press release, the Remuneration Committee recently completed a comprehensive remuneration review to better align, incentivize and retain the board and technical and management teams, and ensure contributions to the Company, both past and present, have been recognized (“Remuneration Review”). The Board approved the key recommendations of this Remuneration Review, which are summarized below.

Following the Remuneration Review, the Company has granted to directors, officers and employees a total of 12,413,712 stock options under the Company’s stock option plan, noting 2,596,627 existing stock options have been cancelled, and subject to shareholder approval and the acceptance of the TSX Venture Exchange (the “Exchange”), is to be reissued as part of the new grant.

Half the new options have a 2-year term from issuance date exercisable at a price of 11 cents per share and the other half being exercisable at 25 cents per share with a 2-year term from issuance. 5,874,136 options, split equally for the aforementioned terms, will vest over a 4-month period from the issuance date. A further 3,272,200 options, split equally for the aforementioned terms, will vest over a 4-month period post the conversion of 16,722,000 subscription receipts, and issued in the recently completed over subscribed offering into units and the release from trust of 16,000,000 units sold in the same offering (see news release dated June 11, 2019). 3,267,376 options, split equally for the aforementioned terms, will vest over a 4-month period post the Company receiving the shareholder approvals required by the Exchange.

Following the Remuneration Review, the Company has awarded a one-off share award of 1,037,376 shares with a 12-month lock up to President & CEO, Mr. Sam Spring, to recognize his contributions over the past 24 months. The new Shares and Options are subject to a 4-month hold period commencing as of the date of issuance.

2019 Updated Shares for Services Agreements

At the November 2018 Board Meeting, the Remuneration Committee completed a review to discuss and approve the changes to compensation and share for services agreements for the Board.

The board approved that effective January 1, 2019 that the CEO salary package would be increased in total fixed annual compensation and to be accrued and not paid until close of the 1H 2019 capital raising. The CEO annual salary is to be increased to \$300,000 with \$220,000 to be paid in cash and \$80,000 in shares (“Compensation Shares”). The Compensation Shares to be paid quarterly at the greater of (i) the prevailing 3 month VWAP at the time of issue; and (ii) the discounted market price on the last trading day of the period for which compensation is being paid.

The Board of Directors compensation has increased effective January 1, 2019 and the amounts to be accrued and only paid at the close of the 1H 2019 capital raising process.

The Chairman compensation will be adjusted to an annual compensation of \$150,000 per annum, with 1/3 payable in cash and 2/3 Compensation Shares.

Non-executive director fees to be either all shares or cash-shares, with the Director to choose an option by 15 March 2019. The all shares option is \$54,000 in shares and cash-shares option is \$24,000 in cash and \$24,000 in shares. The share component paid monthly quarterly at the closing price of the period for which compensation is being paid.

The Chairman of the Remuneration and Audit committees compensation will receive an additional cash component of \$24,000 per year, consistent with additional cash component paid to the Chairman of the Technical committee.

All cash payments made to Directors of the Board will revert to Compensation Share payments in the event and for so long as the Company’s cash balance is below \$1,000,000. In the event of a further deteriorating financial position, the Remuneration Committee will propose further amendments to necessary compensation arrangements.

Other

Summary Compensation Table

The compensation paid to the NEOs during the Company’s three most recently completed financial years of December 31, 2018 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Sam Spring ^{1 2} Director and CEO	2018	285,000	Nil	Nil	Nil	Nil	Nil	Nil	285,000
	2017	285,000	Nil	650,355	Nil	Nil	Nil	Nil	935,355
	2016	245,416	23,750	Nil	Nil	Nil	Nil	30,000	299,166
Anthony Jackson ³ CFO	2018	76,800	Nil	25,000	Nil	Nil	Nil	Nil	101,800
	2017	70,800	Nil	58,470	Nil	Nil	Nil	Nil	129,270
	2016	53,680	14,750	Nil	Nil	Nil	Nil	Nil	68,430

Notes:

- (1) Effective April 23, 2013, Jonathan (Sam) Spring, the former VP of Corporate Development was appointed President and Chief Executive Officer
- (2) Please refer to section “Management Contracts”.
- (3) Anthony Jackson is remunerated through BridgeMark Financial. Please refer to section “Management Contracts”.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets out all option-based awards and share-based awards outstanding as at December 31, 2018, for each NEO:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Sam Spring ¹ Director and CEO	600,021	0.375	09/13/21	Nil	Nil	Nil	Nil
	600,021	0.525	09/13/21	Nil	Nil	Nil	Nil
	341,860	0.43	01/23/21	Nil	Nil	Nil	Nil
	341,860	0.54	01/23/21	Nil	Nil	Nil	Nil
	135,758	0.445	11/16/19	Nil	Nil	Nil	Nil
	349,598	0.445	11/16/19	Nil	Nil	Nil	Nil
Anthony Jackson Director and CFO	51,408	0.43	01/23/21	Nil	Nil	Nil	Nil
	51,407	0.54	01/23/21	Nil	Nil	Nil	Nil
	32,775	0.445	11/16/19	Nil	Nil	Nil	Nil
	12,727	0.445	11/16/19	Nil	Nil	Nil	Nil
	125,000	0.20	08/09/20	Nil	Nil	Nil	Nil

Notes:

⁽¹⁾ Effective April 23, 2013, Jonathan (Sam) Spring, the former VP of Corporate Development was appointed President and Chief Executive Officer

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the year ended December 31, 2018, for each NEO:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Sam Spring Director and CEO	Nil	Nil	Nil
Anthony Jackson Directors and CFO	Nil	Nil	Nil

See *Securities Authorized under Equity Compensation Plans* for further information on the Company’s Share Option Plan.

Pension Plan Benefits

The Company does not have a pension plan and does not pay pension benefits to any of its NEOs.

Termination and Change of Control Benefits

Effective September 1, 2012 the Company entered into a Consulting Agreement (the “Spring Agreement”) with Spring Resources Pty Ltd. (“Spring”), a company wholly-owned and controlled by the current President and CEO of the Company. Pursuant to the Spring Agreement the Company may terminate at anytime for any reason prior to such time that is 12 months from September 1, 2012 pay Spring \$285,000 within 30 days of termination as liquidated damages. Spring may terminate the Agreement upon providing

to the Company 90 days' notice in writing. Pursuant to the Agreement, if a "Change of Control" occurs (as defined in the Spring Agreement), Spring will be entitled to 6 months the monthly fee otherwise payable to Spring under the Spring Agreement plus an amount that is equivalent to one-half the average annual cash bonus paid to Spring in the two fiscal years of the Company preceding the Change of Control. See "Management Contracts."

The Company entered into a Consulting Agreement (the "Bridgemark Agreement") dated September 15, 2014 with Bridgemark Financial ("Bridgemark") a company controlled by the current CFO of the Company. The Consulting Agreement provided for the engagement of Mr. Jackson to fulfil the duties of Chief Financial Officer for the Company in consideration for the Company paying a monthly fee of \$4,590 per month. As of March 31, 2016, payment to Bridgemark was changed to a monthly fee of \$3,150 per month. Further to exchange \$2,250 per month is paid additional through DSU. This was increased to \$3,000 on June 30, 2016. Pursuant to the Bridgemark Agreement, either Bridgemark or the Company may terminate at any time by 60 days written notice. Pursuant to the Bridgemark Agreement, if a "Change of Control" occurs (as defined in the Bridgemark Agreement), Bridgemark will be entitled to 6 months the monthly fee otherwise payable to Bridgemark under the Bridgemark Agreement. For the year ended December 31, 2018 the Company paid Bridgemark, \$76,800.

Other than the above as of August 21, 2019 the Company had no agreements with any of its NEOs concerning severance payments of cash or equity compensation as a result of termination of their arrangement with the Company or as a result of a change of control of the Company.

Director Compensation

Independent directors are paid \$4,000 per month in Kincora shares and the Chairman is paid \$7,917 per month in Kincora shares via shares for service agreements as disclosed to and approved by shareholders and the TSXV.

The compensation provided to the directors who were not an NEO for the Company's most recently completed financial year of December 31, 2018, is:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Cameron McRae ⁽³⁾	20,766	32,371	25,000	Nil	Nil	Nil	78,137
Duchintav Khojgor ⁽⁴⁾	36,049	Nil	Nil	Nil	Nil	Nil	36,049
Eric Zurrin ⁽⁴⁾	28,000	Nil	Nil	Nil	Nil	Nil	28,000
John Holliday ⁽⁵⁾	68,000	Nil	Nil	Nil	Nil	Nil	68,000
Lewis Marks ⁽⁶⁾	20,000	15,000	25,000	Nil	Nil	Nil	60,000
Luke Leslie ⁽⁷⁾	58,273	Nil	Nil	Nil	Nil	Nil	58,273
Ray Nadarajah ⁽⁸⁾	30,710	18,960	25,000	Nil	Nil	Nil	74,670

Notes:

- (1) Effective March 1, 2016 and subject to regulatory approval the cash compensation of the non-executive directors was reduced from C\$12,000 p.a. to nil with the share component of C\$12,000 p.a. to be increased to C\$36,000 paid in Kincora shares.
- (2) Effective September 1, 2016 compensation of the non-executive directors increased from \$36,000 to C\$48,000 paid in Kincora shares via shares for service agreements as disclosed to and approved by shareholders and the TSXV.
- (3) Mr. McRae was appointed as a director on August 13, 2018
- (4) Mr. Zurrin and Mr. Khojgor resigned on May 9, 2018.
- (5) Mr. Holliday was appointed as a non-independent technical director on February 1, 2017

- (6) Mr. Marks was appointed as a director on July 30, 2018
- (7) Mr Leslie was appointed Chairman on February 1, 2017. Mr. Leslie retired on March 15, 2018.
- (8) Mr. Nadarajah was appointed as a director on May 10, 2018

The following table sets out all option-based awards and share-based awards outstanding as at December 31, 2018, for a director who was not an NEO for the Company’s most recently completed financial year of December 31, 2018 (All these options were cancelled subsequent to year end):

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ray Nadarajah	125,000	0.20	05/10/20	Nil	Nil	Nil	Nil
Lewis Marks	125,000	0.20	07/30/20	Nil	Nil	Nil	Nil
Cameron McRae	125,000	0.20	08/09/20	Nil	Nil	Nil	Nil
John Holliday	163,874 63,636	0.445 0.445	11/16/19 11/16/19	Nil	Nil	Nil	Nil
Luke Leslie	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Eric Zurrin	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Duchintav Khojgor	N/A	N/A	N/A	N/A	N/A	N/A	N/A

The following table sets out the value vested or earned under incentive plans during the fiscal year ended December 31, 2018, for a director, excluding a director who is already set out in disclosure above for an NEO for the Company:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ray Nadarajah	Nil	Nil	Nil
Lewis Marks	Nil	Nil	Nil
Cameron McRae	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the 2013 share option plan (the “Plan”) which was previously approved by shareholders on November 22, 2013. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. All options expire on a date not later than 10 years after the date of grant of such option.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2018.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Share Plan)	3,578,380	\$0.42	Nil
Equity compensation plans not approved by securityholders	8,976,799	\$0.445	Nil
Total	12,555,179	\$0.438	Nil

As of August 21, 2019, there are 13,395,465 options outstanding.

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 Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular, including the disclosure below, briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

No material transactions have been made with any informed person of the Company.

MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

The Company entered into a Consulting Agreement dated August 19, 2012 with Spring Resources Pty Ltd. (“Spring”), a company wholly-owned and controlled by the current President and CEO, Jonathan (Sam) Spring. The Consulting Agreement provided for the engagement of Mr. Spring to fulfil the duties of Vice-President of Corporate Development to the Company in consideration for the Company paying a base salary to Spring of \$160,000. Effective April 23, 2013, Mr. Spring, was appointed President and Chief Executive Officer. Effective March 1, 2016, the compensation of Mr. Spring as CEO was reduced from \$220,000 p.a. to \$185,000 p.a. with a new share component of \$100,000 p.a. paid in shares. Effective September 1, 2016, the cash compensation of Mr. Spring as CEO was reduced from \$185,000 p.a. to \$150,000 p.a. with a the share component increased to \$135,000 p.a. paid in shares with this compensation via a shares for service agreement as disclosed to and approved by shareholders and the TSXV. For the year ended December 31, 2018 the Company paid to Spring \$285,000 (see “**Summary Compensation Table**”).

The Company entered into a Consulting Agreement (the “Bridgemark Agreement”) dated September 15, 2014 with Bridgemark Financial (“Bridgemark”) a company controlled by the current CFO of the Company.

The Consulting Agreement provided for the engagement of Mr. Jackson to fulfil the duties of Chief Financial Officer for the Company in consideration for the Company paying a monthly fee of \$4,590 per month. As of March 31, 2016, payment to Bridgemark was changed to a monthly fee of \$3,150 per month. Further to exchange \$2,250 per month is paid additional through DSU. This was increased to \$3,000 on June 30, 2016 and again revised August 30, 2016 (see “**Summary Compensation Table**”) with this compensation via a shares for service agreement as disclosed to and approved by shareholders and the TSXV. Pursuant to the Bridgemark Agreement, either Bridgemark or the Company may terminate at any time by 60 days written notice. Pursuant to the Bridgemark Agreement, if a “Change of Control” occurs (as defined in the Bridgemark Agreement), Bridgemark will be entitled to 6 months the monthly fee otherwise payable to Bridgemark under the Bridgemark Agreement. For the year ended December 31, 2018 the Company paid Bridgemark, \$76,800.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Fixing the Number of Directors

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting.

At the Meeting, it will be proposed that five directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed.

The Board of Directors recommends that you vote in favour of the above resolution.

2. Election of Directors

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of directors at **five (5)**.

Each Director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated, in accordance with the Articles of the Company.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a Director.

The Board of Directors recommends that you vote for each of the management nominees.

3. Appointment of Auditor

Dale Matheson Carr-Hilton Labonte LLP (“DMCL”) is the Company’s auditor. Management is recommending the re-appointment of DMCL as Auditors for the Company, to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the Board. Management recommends the appointment, and the persons named in the enclosed form of Proxy intend to vote in favour of such appointment.

The Board of Directors recommends that you vote in favour of the above resolution.

4. Re-Approval of Stock Option Plan

The Company has in place a stock option plan (the “Plan”) which was approved by Shareholders at the Company’s Annual and General Meeting held on November 22, 2013. It is a requirement of the TSX Venture Exchange (the “Exchange”) that each company listed on the Exchange have a stock option plan,

and a company with a “rolling plan” must seek shareholder approval to such plan each year to ensure compliance with their policies. Accordingly, shareholders will be asked to re-approve the Plan consisting of shares of the Company's authorized but unissued common shares and will be limited to 10% of the issued shares of the Company at the time of any granting of options (on a non-diluted basis). The Plan has the following terms:

Material Terms of the Plan

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

- (a) the Company may grant stock options to any one individual representing over 5% of the issued Shares in any 12 month period with the approval of disinterested shareholders;
- (b) the Company may alter the requirement for options granted to optionees to expire 90 days following the termination of the relationship between the optionee and the Company;
- (c) the Company may alter the requirement for options granted to persons performing Investor Relations Activities (as defined in the TSXV Policy) to expire 30 days following the termination of the relationship between the optionee performing Investor Relations Activities and the Company;
- (d) the Company may grant options having a term of up to 10 years; and
- (e) the options granted under the Plan will not automatically be subject to vesting however the Company may impose vesting requirements on a case by case basis.

A copy of the Plan is available for review at the offices of the Company at Suite 400, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6.

Shareholder Approval

An ordinary resolution requires the favourable vote of a simple majority of the votes cast in person or by proxy at the Meeting. Management of the Company recommends that the Shareholders approve the following resolution:

“RESOLVED THAT, subject to regulatory approval:

- 1. the Company’s Plan be and it is hereby ratified and confirmed;
- 2. the board of directors be authorized to grant options under and subject to the terms and conditions of the Plan, which may be exercised to purchase up to 10% of the issued Common Shares of the Company from time to time;
- 3. the board of directors be authorized to grant options representing in excess of 5% of the issued and outstanding Common Shares of the Company to any one individual within a 12 month period;
- 3. the outstanding stock options which have been granted prior to the implementation of the Plan shall, for the purpose of calculating the number of stock options that may be granted under the Plan, be treated as options granted under the Plan; and
- 4. any one director or officer of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of these resolutions.”

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

For the purposes of this resolution the Directors and the Officers will abstain from voting.

The Board of Directors recommends that you vote in favour of the above resolution.

5. Approve Deemed Re-Pricing of Stock Options

The Remuneration Committee recommended, and the Company's Board approved, the effective re-pricing of certain directors' stock options as announced in the news release dated June 18th, 2019. It was proposed that the outstanding options of Sam Spring (2,369,117 options) and John Holliday (227,510 options) which were materially out of the money, would be cancelled and re-issued. In accordance with the policies of the Exchange the cancellation and re-issuance to the same person of any options within one year is treated as an amendment to the pricing and requires disinterested shareholder approval. Therefore, shareholders will be asked to consider and, if thought fit, pass the following resolution:

Resolved that the cancellation of 2,369,117 options in the name of Sam Spring and in 227,510 in the name of John Holliday, and the re-issuance of the same number of options to those individuals with half such options having an exercise price of \$0.11 and a term expiring June 18, 2021 and half having an exercise price of \$0.25 and a term expiring June 14, 2022, be and is hereby approved.

For the purposes of such resolution Sam Spring and John Holliday will abstain from voting.

The Board of Directors recommends that you vote in favour of the above resolution.

6. Approve One-Off Share Award to President and CEO

The Remuneration Committee recommended, and the Company's Board approved, that Sam Spring, President and CEO, be awarded a one-time share award of 1,037,376 shares to recognize Mr. Spring's contributions over the past 24 months. Such shares will be restricted from transfer for 12 months commencing June 18, 2019.

Therefore, Shareholders will be asked to consider and, if thought fit, pass the following resolution:

Resolve that the issuance to Sam Spring of a one-time share award of 1,037,376 shares of the Company be and is hereby approved.

For the purposes of this resolution Sam Spring will abstain from voting.

The Board of Directors recommends that you vote in favour of the above resolution.

7. Approve Updated Shares for Services Agreements

The Remuneration Committee made certain recommendations as to compensation of certain officers and directors, as more particularly described in the Information Circular "2019 Updated Shares for Services Agreements". Under the policies of the Exchange, shareholder approval is required for the issuance of the Compensation Shares (as defined in the Information Circular "2010 Updated Shares for Services Agreement".)

Therefore, shareholders will be asked to consider and, if thought fit, approve the following resolution:

Resolved that the issuance of the Compensation Shares to certain officers and directors of the Company, as more particularly detailed in the Information Circular and is hereby approved.

For the purposes of this resolution, the Directors and the CEO will abstain from voting.

The Board of Directors recommends that you vote in favour of the above resolution.

8. To transact such other business as may properly come before the Meeting

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2018 and in the related management discussion and analysis and filed on SEDAR at www.sedar.com.

Additional information relating to the Company is filed on SEDAR at www.sedar.com and upon request from the Company's Corporate Secretary at Suite 400, 837 West Hastings Street, Vancouver, BC V6C 3N6, telephone number: 604-283-1722 or fax number 1-888-241-5996. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

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 Information Circular.

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

DATED at Vancouver, British Columbia, this 21st day of August 2019.

BY ORDER OF THE BOARD

Jonathan (Sam) Spring
President & Chief Executive Officer