



EUROCONTROL TECHNICS GROUP INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

to be held on March 29, 2019

and

MANAGEMENT PROXY CIRCULAR

A special meeting of shareholders of Eurocontrol Technics Group Inc. will be held at 10:00 a.m. (Toronto time) on March 29, 2019 at the offices of Irwin Lowy LLP, 365 Bay Street, Suite 400, Toronto Ontario.

Your vote is important. As a shareholder of Eurocontrol Technics Group Inc., you have the right to vote your holdings. Even if you intend to be at the meeting, we encourage all shareholders to vote the enclosed form of proxy or voting instruction form.

eurocontrol

TECHNICS GROUP

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Toronto, Ontario, Canada M5H 2V1
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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the shareholders of Eurocontrol Technics Group Inc. (the “**Company**”) will be held at the offices of Irwin Lowy LLP located at 365 Bay Street, Suite 400, Toronto, Ontario, Canada M5H 2V1 at 10:00 a.m. (Toronto time) on March 29, 2019, for the following purposes:

- (1) to elect directors of the Company to hold office until the next annual meeting, until his or her successor is duly elected or until the election of the directors of the Resulting Issuer (as defined in the accompanying Management Information Circular) takes effect upon the Closing (as defined in the accompanying Management Information Management Information Circular);
- (2) to consider and, if thought advisable, pass, with or without variation, an ordinary resolution (the “**New Director Election Resolution**”), to elect, conditional on and effective following the Closing, each of the nominees specified in the accompanying Management Information Circular as directors of the Resulting Issuer;
- (3) to appoint the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor;
- (4) to consider and, if thought advisable, pass, with or without variation, an ordinary resolution to confirm and approve the Company’s 2019 Stock Option Plan as described in the Management Information Circular;
- (5) to consider and, if thought advisable, pass, with or without variation, an ordinary resolution to confirm and approve the Company’s 2019 RSU Plan, as described in the Management Information Circular, conditional on and effective following the Closing;
- (6) to consider, and if thought advisable, pass, with or without variation, an ordinary resolution to authorize and approve the voluntary delisting of the Company’s common shares (as defined in the accompanying Management Information Circular) from the TSX Venture Exchange and the listing of the common shares on the Canadian Stock Exchange; and
- (7) to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Management Information Circular of the Company accompanying this notice, to approve the purchase of certain mineral rights and related assets in accordance with the terms of the asset purchase agreement dated January 24, 2019, between the Company and Sable Resources Ltd., and the transactions contemplated thereby and in connection therewith, including the creation of a new Control Person (as such term is defined in the policies of the TSX Venture Exchange) of the Company, all as more particularly described in the accompanying Management Information Circular;
- (8) To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular.

The directors of the Company have fixed February 22, 2019 as the record date for the determination of the shareholders of the Company entitled to receive notice of and vote at the Meeting. Accordingly, shareholders registered on the books of the Company as of February 22, 2019 are entitled to receive notice of the Meeting and to vote at the Meeting.

Registered shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it in the enclosed envelope, or otherwise, to TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada M5H 4H1. All instruments appointing proxies to be used at the Meeting must be deposited with TSX Trust Company at such address, not later than 10:00 a.m. (Toronto time) on March 27, 2019, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting. Failure to properly complete or deposit a proxy may result in its invalidation. Notwithstanding the foregoing, the Chairman of the Meeting has sole discretion to accept proxies received after such deadline but is under no obligation to do so. Submitting a proxy will not prevent a registered shareholder from voting in person if you attend the Meeting, but will ensure that your vote will be counted if you are unable to attend.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form, as more particularly described under "Non-Registered Shareholders" in the accompanying Management Information Circular.

DATED at Toronto, Ontario this 1st day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Dennis Logan

Dennis Logan
Chairman

eurocontrol

TECHNICS GROUP

365 Bay Street, Suite 400
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MANAGEMENT INFORMATION CIRCULAR

This management information circular ("**Management Information Circular**" or "**Circular**") is furnished in connection with the solicitation of proxies by the management and the directors of Eurocontrol Technics Group Inc. (the "**Company**") for use at the special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of the Company to be held at the offices of Irwin Lowy LLP located at 365 Bay Street, Suite 400, Toronto, Ontario, Canada M5H 2V1 at 10:00 a.m. (Toronto time), on Friday, March 29, 2019, and at all adjournments thereof for the purposes set forth in the accompanying notice of the Meeting (the "**Notice of Meeting**"). The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting. The Company may pay brokers or other persons holding common shares of the Company ("**Common Shares**") in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and this Management Information Circular to beneficial owners of Common Shares and obtaining proxies therefrom. The cost of the solicitation will be borne directly by the Company.

INFORMATION CONTAINED IN THIS CIRCULAR

Unless the context otherwise requires, terms not defined herein have the meanings set forth in the Glossary of Terms to this Circular. Except where otherwise indicated, the information contained in this Circular is given as of March 1, 2019. The information contained in this Circular concerning Sable Resources Ltd. and the Resulting Issuer is based solely upon information provided to us by Sable or upon publicly available information. With respect to this information, the Board has relied exclusively upon Sable, and no independent verification has been undertaken by the Board. The Company assumes no responsibility for the accuracy or completeness of such information or for the failure by Sable to disclose facts or events which may have occurred or which may affect the completeness or accuracy of such information but which is unknown to us.

All currency amounts referenced to in this Circular are expressed in Canadian dollars, unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

Certain information in this Circular may contain forward-looking statements within the meaning of applicable securities laws including, among others, those relating to the proposed Transaction (as defined below), the timing of the closing of the proposed Transaction and the completion thereof, statements relating to the Company's objectives, beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by words such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue" or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect the Company's current beliefs and are based on information currently available to management. Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans relating to the future, and readers are cautioned that such statements may not be appropriate for other purposes. These statements are not guarantees of future results and are based on the Company's estimates and assumptions that are subject to risks and uncertainties. Those risks and uncertainties include, among other things, risks related to: satisfaction of the conditions precedent to the Transaction; that the Transaction will not be completed on the terms set out in the Purchase Agreement; the future delisting of Common Shares from the TSX Venture Exchange (the "**TSXV**") and the future listing of Common Shares on the Canadian Securities Exchange (the "**CSE**"); and mining, environmental and other laws. See "Risk Factors". The Company cautions that this list of factors is not exhaustive. Although the forward-looking

statements contained in this Circular are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. All forward-looking statements in this Circular are qualified by these cautionary statements. The forward-looking statements are made only as of the date on which such statements are or were made and the Company assumes no obligation to update or revise them to reflect new information or the occurrence of future events or circumstances, except as required by applicable law.

SCIENTIFIC AND TECHNICAL INFORMATION

All scientific and technical information set forth herein has been prepared under the supervision of Adrian Smith, P. Geo, a "qualified person" as defined under National Instrument 43-101.

NOTICE REGARDING INFORMATION

No person has been authorized to give information or to make any representations in connection with or with respect to the Transaction other than those contained in this Circular and, if given or made, any such information or representations should not be relied upon in making a decision as to how to vote on the Transaction Resolution (as defined below) or be considered to have been authorized by the Company or Sable.

This Circular does not constitute solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

All summaries of, and references to, the Transaction in this Circular are qualified in their entirety by reference to the Purchase Agreement, a copy of which is available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") developed by Canadian Securities Administrators, which is accessible to investors online at www.sedar.com. You are urged to carefully read the full text of the Purchase Agreement.

Shareholders should not construe the contents of this Circular as legal, tax or financial advice and should consult with their own professional advisors as to the relevant legal, tax, financial or other matters in connection herewith.

THIS CIRCULAR AND THE TRANSACTION HAVE NOT BEEN APPROVED OR DISAPPROVED BY ANY SECURITIES REGULATORY AUTHORITY AND NO SECURITIES REGULATORY AUTHORITY HAS PASSED UPON THE FAIRNESS OR MERITS OF THIS TRANSACTION OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

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GLOSSARY OF TERMS

In this Circular, the following capitalized words and terms shall have the following meanings:

“**Board**” means the board of directors of the Company.

“**Business Day**” means any day of the year, other than a Saturday, Sunday or any day on which banks are required or authorized to close in Toronto, Ontario.

“**Circular**” or “**Management Information Circular**” means this information circular of the Company.

“**Closing**” means the completion of the Transaction contemplated under the Purchase Agreement.

“**Closing Date**” means the date on which Closing occurs.

“**Consideration Shares**” means the 30,000,000 Common Shares to be issued to Sable on a post-Consolidation basis on Closing, pursuant to the terms of the Purchase Agreement.

“**Consolidation**” means the consolidation of the outstanding Common Shares on the basis of one post-consolidation Common Share for each four Common Shares as constituted immediately before the consolidation.

“**Control Person**” has the meaning specified in Policy 1.1 of the TSX Venture Exchange.

“**CSE**” means the Canadian Securities Exchange.

“**Dollars**” or “**\$**” means Canadian dollars, unless otherwise specified.

“**Escrow Agreement**” means the escrow agreement between the Company and Marrelli Escrow Services Inc.

“**Insider**” means, if used in relation to an issuer: (i) a director or senior officer of the issuer; (ii) a director or senior officer of a company that is an Insider or subsidiary of the issuer; (iii) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or (iv) the issuer itself, if it holds any of its own securities.

“**Meeting**” means the special meeting of holders of Common Shares of that is being held on March 29, 2019 and any adjournment or postponement thereof.

“**Name Change**” means the change of the name of the Company to “Talisker Resources Ltd.” in connection with the Closing.

“**New Director Election Resolution**” has the meaning specified in the Notice of Meeting.

“**NI 43-101**” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.

“**NI 54-101**” means National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators.

“**Notice of Meeting**” means the notice of special general meeting of shareholders provided to the Shareholders in connection with the Meeting.

“**OBCA**” means the *Business Corporations Act* (Ontario).

“**Person**” means an individual or a company and includes any corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“**Resulting Issuer**” means the Company following the Closing of the Transaction.

“**Resulting Issuer Board**” means the board of directors of the Resulting Issuer.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval developed by Canadian Securities Administrators.

“**Shareholder**” or “**Shareholders**” means a holder or holders of Common Shares, as applicable.

“**Technical Report**” means the technical report “Technical Report on The Baker Gold Project” dated February 25, 2019 and prepared in compliance with NI 43-101 on the Property.

“**Transaction**” means the purchase by the Company from Sable of the certain assets described in Purchase Agreement proposed to be completed by the Company pursuant to the terms of the Purchase Agreement.

“**TSXV**” means the TSX Venture Exchange.

“**Units**” means one Common Share, issued on a post-Consolidation basis, and one Warrant.

“**Warrant**” means a warrant to purchase one Common Share at a price of \$0.30 per Common Share for a period of two years from the date of issuance, which will be issued as part of the Units in the Private Placement.

Units and Technical Terms

All units of measurement in this Management Information Circular are metric unless otherwise stated. Some historical records and figures that are disclosed in the Management Information Circular are stated in Imperial measurements.

Base metal values are stated in percent (%), parts per billion (ppb), or parts per million (ppm). Historical gold and silver grades are stated in their original unit of “oz Au per ton” (ounces per short ton gold), or, “oz Ag per ton” (ounces per short ton silver), although in some cases metric equivalents are also given for clarity. Recent gold and silver analyses are stated in parts per billion (ppb) and parts per million (ppm) respectively, or g/t Au (grams per metric tonne gold) and g/t Ag (grams per metric tonne silver).

Additional abbreviations and symbols used:

>	greater than
<	less than
BD	below detection
AR	Assessment Report
ARIS	Assessment Report Index System
a.s.l.	above sea level
c.c.	correlation coefficient
C	centigrade
G	gram
Ha	hectare
Kg	kilograms
km	kilometre
T	metric ton
Tpd	tons per day
M	metre
Ma	million years (pertaining to ages and/or elapsed time)
MINFILE	Mineral Inventory – BC Ministry of Energy and Mines
NSR	Net Smelter (return) Royalty
oz.	ounces
Ppb	parts per billion
ppm	parts per million
QA/QC	quality assurance/quality control
4WD	four wheel drive
FSR	Forest Service Road

SUMMARY OF CIRCULAR

The following is a summary of certain information contained elsewhere in, or incorporated by reference into, this management information circular (“Circular” or “Management Information Circular”), including the Appendices hereto. Certain capitalized terms used in this summary are defined elsewhere in this Circular. This summary is qualified in its entirety by the more detailed information appearing elsewhere, or incorporated by reference, in this Circular.

The Meeting

The Meeting will be held at the offices of Irwin Lowy LLP located at 365 Bay Street, Suite 400, Toronto, Ontario, Canada M5H 2V1 at 10:00 a.m. (Toronto time), on Friday, March 29, 2019. At the Meeting, Shareholders will, in addition to electing directors and appointing the auditors of the Company, be asked to consider and, if thought advisable, pass, with or without variation, the resolutions set out herein to approve a new stock option plan and related to the proposed Transaction described below.

The Company has fixed February 22, 2019 as the record date for determining those Shareholders entitled to receive notice of and to vote at the Meeting.

The Transaction

On January 24, 2019, the Company entered into an asset purchase agreement (the “Purchase Agreement”) with Sable Resources Ltd. (“Sable”), pursuant to which the Company agreed to purchase from Sable and Sable agreed to sell to the Company, all of Sable’s right, title and interest to the B.C. Properties (as defined below) and to the other key related matters described below (collectively, the “Transaction”).

If the Transaction is approved by the Shareholders and all of the conditions precedent to the completion of the Transaction are satisfied or waived, the Transaction is expected to be completed on the date (the “Closing Date”) that is five business days after the date on which the last of the conditions are fulfilled, but no later than April 30, 2019. See “*The Transaction - Overview of the Transaction*”.

The B.C. Properties

Sable is a British Columbia company with its shares listed on the TSXV under the symbol “SAE”. As at the date of this Circular, Sable is engaged in the exploration and development of precious metal mineral properties in the Province of British Columbia, Canada, Mexico, the San Juan Province, Argentina and Central Peru. In accordance with the terms of the Purchase Agreement, the Company agreed to acquire certain mineral properties in the Province of British Columbia (collectively, the “B.C. Properties”) from Sable on the Closing Date and as described below. See “*Information Concerning the Resulting Issuer - Narrative Description of the Resulting Issuer’s Proposed Business*.”

Effects of the Transaction

The Company has discontinued all of its former operations and currently has no active business. If the Transaction is completed, the Company will commence carrying on the business as a mineral resource exploration company.

On or prior to the completion of the Transaction, the Company will consolidate its Common Shares and change its name to “Talisker Resources Ltd.” as described below.

It is contemplated that following the Closing Date, the Common Shares will no longer trade on the TSXV and the post-Consolidation Common Shares will commence trading on the CSE, subject to TSXV and CSE approval. In addition, following the issuance of the Consideration Shares (as defined below) pursuant to the Purchase Agreement (and assuming the issue of 12,500,000 post-Consolidation Common Shares in connection with the Private Placement, as defined below), Sable will hold 30,000,000 post-Consolidation Common Shares, representing approximately 45.7% of the total post-Consolidation Common Shares expected to be issued and outstanding immediately following the completion of the Transaction, and Sable will be a new Control Person and current shareholders, post-Consolidation will hold approximately 23,112,560 Common Shares, representing approximately 35.2% of the issued and outstanding Common Shares upon Closing. See “*The Transaction - Overview of the Transaction*” and “*The Transaction - Private Placement Financing*”.

Terms of the Transaction

Pursuant to the Purchase Agreement, the Company will acquire the B.C. Properties by paying to Sable the sum of \$500,000 at the time of Closing; issuing to Sable 30,000,000 Common Shares (the “**Consideration Shares**”), issued on a post-Consolidation (as defined below) basis at the time of Closing; granting to Sable, on the Closing Date, a 1.0% net smelter return royalty on each of the B.C. Properties; and assuming certain liabilities relating to the B.C. Properties.

The Purchase Agreement contains customary representations, warranties, covenants, and other terms and conditions, and various specific conditions precedent.

Delisting and CSE Listing

As part of the Transaction, the Company intends to apply to the TSXV to have the Common Shares delisted from the TSXV upon and subject to the completion of the Transaction (the “**Delisting**”), and to the CSE to have the Common Shares listed and posted for trading on the CSE (the “**Listing**”). The Delisting and Listing transactions are subject to the prior approval of the TSXV and the CSE, respectively. See “*The Transaction – Delisting and CSE Listing*”.

Consolidation and Name Change

In connection with, and as a condition of, the completion of the Transaction, the Company intends to file articles of amendment under the OBCA to consolidate the outstanding Common Shares on the basis of one post-consolidation Common Share for each four Common Shares as constituted immediately before the consolidation (the “**Consolidation**”) and change its name (the “**Name Change**”) to “Talisker Resources Ltd.”

Board of Directors and Management

Upon completion of the Transaction, the following individuals are proposed to serve as directors and officers of the Company:

- Thomas Obradovich – Proposed Director
- Terence Harbort – Proposed Director, President and Chief Executive Officer
- Andres Tinajero – Proposed Director, Chief Financial Officer
- Brent Gilchrist – Proposed Director
- Paul Wood – Director
- Blair Zaritsky – Proposed Director
- Charlotte May – Corporate Secretary

Private Placement Financing

In connection with the Transaction, the Company intends to complete a financing (the “**Private Placement**”) on or around March 15, 2019, on a non-brokered private placement basis, pursuant to which it would issue and sell subscription receipts (each, a “**Subscription Receipt**”) of the Company at an issue price of \$0.20 per Subscription Receipt, for gross proceeds of not less than \$1,500,000 (the “**Minimum Offering**”) and not more than \$2,500,000 (the “**Maximum Offering**”).

The gross proceeds of the Private Placement (the “**Escrowed Funds**”) are expected to be deposited in escrow on the closing date of the Private Placement (the “**Closing Date**”). The Escrowed Funds will be released from escrow to the Company concurrently with the closing of the Transaction, and each Subscription Receipt will thereupon be automatically exchanged, without any further action by the holder of such Subscription Receipt and for no additional consideration, for one unit (a “**Unit**”) of the Company. Each Unit will be comprised of one Common Share, issued on a post-Consolidation basis, and one common share purchase warrant (each a “**Warrant**”). Each Warrant will entitle the holder to purchase one additional post-Consolidation Common Share at an exercise price of \$0.30 for a period of two years from the date of issuance thereof, provided that if, at any time following the date which is the later of (i) four months and one day after the closing of the Private Placement; and (ii) the date on which the Units are issued, the closing price of the Common Shares (on a post-Consolidation basis) is at least \$0.50 for a period of 10 consecutive trading days, the Company may, at its option, accelerate the expiry date of the Warrants by issuing a news release and giving written notice thereof all holders of Warrants,

and, in such case, the Warrants will expire on the earlier of: (i) the 30th day after the date on which the news release is disseminated by the Company; and (ii) the original expiry date. The net proceeds from the Private Placement are intended to be used by the Company primarily to fund its initial planned exploration program at the Baker Project and for general working capital purposes.

Recommendation of the Board

The Board believes that the Transaction is in the best interests of the Company and Shareholders. Accordingly, the Company has entered into the Purchase Agreement and the Board recommends that Shareholders vote their Common Shares IN FAVOUR of the Transaction Resolution.

Reasons for the Recommendations

In making their recommendations, the directors of the Company considered a number of factors, including:

1. The risks and uncertainties affecting the Company, including the uncertainty arising from the discontinuance by the Company of its former operations, including with respect to the Company's ability to continue to meet the continued listing requirements of the TSXV.
2. The Company considered a range of strategic alternatives, including several other potential transactions. Prior to entering into the Purchase Agreement, the Board, with the assistance of third party advisors, assessed the alternatives reasonably available to the Company and determined that the Transaction represents the best current prospect for maximizing shareholder value.
3. The Shareholders will continue to participate in the Company and its current cash assets, and also have the opportunity to participate in Sable's B.C. Properties by virtue of the proposed acquisition. Assuming that 12,500,000 post-Consolidation Common Shares are issued in connection with the Private Placement, current Shareholders will own approximately 35.2% of the post-Consolidation Common Shares that will be outstanding upon completion of the Transaction.
4. The proven management team and board of directors of the Resulting Issuer.
5. The favourable terms of the Private Placement relative to the market price of the Common Shares prior to the announcement of the Transaction, and the increase in the Company's available cash after closing the Private Placement and the Transaction.
6. A significant portion of the Transaction consideration is payable in post-Consolidation Common Shares, which allows the Company to maintain a strong working capital position and have sufficient funds available to it to carry out its planned post-Closing work program and meet its near term working capital needs.
7. The likelihood that the Company and Sable will be able to complete the Transaction, given the Board's assessment of the ability of the parties to satisfy the conditions precedent to Closing.
8. Supporting Shareholders (as defined below) holding approximately 17.3% of the 92,450,238 Common Shares have entered into Voting Agreements (as defined below) to vote in favour of the resolutions with respect to the Transaction described in this Circular.
9. Subject to compliance with the terms of the Purchase Agreement, the Board is not precluded from considering and responding to an unsolicited acquisition proposal, if Company's board of directors determines, in its good faith judgment, after receiving advice from its legal advisors, and after notifying and consulting with Sable, that failure to recommend the Transaction to the Shareholders would be a breach of the directors' respective fiduciary duties under applicable Law.
10. The terms and conditions of the Purchase Agreement, including the Company's and Sable's representations, warranties and covenants and the conditions to their respective obligations are, in the judgment of the Company, after consultation with its legal counsel, reasonable.

11. The requirement that the Transaction Resolution be passed by at least a majority of the votes cast by Shareholders voting at the Meeting in person or by proxy.

The Board also considered a number of potential risks and potential negative factors relating to the Transaction, including the following:

1. The risk to the Company if the Transaction is not completed, including the costs to the Company in pursuing an alternative transaction.
2. The conditions to Sable's obligation to complete the Transaction and the right of Sable to terminate the Purchase Agreement under certain limited circumstances.
3. The limitations contained in the Purchase Agreement on the Company's ability to solicit additional interest from third parties in pursuing other transactions with the Company.
4. The liabilities assumed by the Company under the Purchase Agreement and future operating costs.

Voting Agreements

Certain of the Shareholders (the "**Supporting Shareholders**") that own, directly or indirectly, approximately 15,991,660 Common Shares (or 17.3%) of the current number of issued and outstanding Common Shares entered into voting agreements (the "**Voting Agreements**") with Sable, pursuant to which, among other things, they agreed to vote the Common Shares owned by them, or for which voting or dispositive power is held by them in favour of the approval of the Transaction and any other matter necessary for the consummation of the Transaction as contemplated by the Purchase Agreement. See "*The Transaction – Voting Agreements*".

Interests of Certain Persons in the Transaction

Except as otherwise disclosed in this Circular, including under "*The Transaction – Interests of Certain Persons+ in the Transaction*", no director or executive officer of the Company, and no associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in respect of the Transaction. The Transaction is an arm's length transaction in that it does not involve any officer, director, other insider or Control Person of the Company or any associates or affiliates of any of such Persons, except that Andres Tinajero, the current Chief Financial Officer of the Company is an independent director of Sable.

Risk Factors

There are a number of risk factors relating to the Transaction, all of which should be carefully considered by Shareholders. See "Risk Factors Relating to the Transaction".

INFORMATION CONCERNING THE MEETING AND VOTING

Solicitation of Proxies

This management information circular ("**Management Information Circular**" or "**Circular**") is furnished in connection with the solicitation of proxies by the management and the directors of Eurocontrol Technics Group Inc. (the "**Company**") for use at the special meeting (the "**Meeting**") of the shareholders of the Company (the "**Shareholders**") to be held at the offices of Irwin Lowy LLP located at 365 Bay Street, Suite 400, Toronto, Ontario, Canada M5H 2V1 at 10:00 a.m. (Toronto time), on Friday, March 29, 2019, and at all adjournments thereof for the purposes set forth in the accompanying notice of the Meeting (the "**Notice of Meeting**"). The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting. The Company may pay brokers or other persons holding common shares of the Company ("**Common Shares**") in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and this Management Information Circular to beneficial owners of Common Shares and obtaining proxies therefrom. The cost of the solicitation will be borne directly by the Company.

No person is authorized to give any information or to make any representation other than those contained in this Management Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Management Information Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

This Management Information Circular is being sent to both registered and non-registered owners of the Common Shares. If you are a non-registered owner, and the Company or its agent has sent this Management Information Circular directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Non-Registered Shareholders

Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a "**Non-Registered Shareholder**") are registered either:

- (a) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Shareholder deals in respect of the Common Shares (Intermediaries include, among others: banks, trust companies, securities dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited, in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Management Information Circular and its form of proxy (collectively the "**Meeting Materials**") to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "voting instruction form") which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada M5H 4H1.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the

names of the persons named in the form of proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the proxy is to be delivered.**

Appointment and Revocation of Proxies

The persons named in the form of proxy accompanying this Management Information Circular are directors and/or officers of the Company. A shareholder of the Company has the right to appoint a person or company (who need not be a shareholder), other than the persons whose names appear in such form of proxy, to attend and act for and on behalf of such shareholder at the Meeting and at any adjournment thereof. Such right may be exercised by either striking out the names of the persons specified in the form of proxy and inserting the name of the person or company to be appointed in the blank space provided in the form of proxy, or by completing another TSX Trust Company proper form of proxy and, in either case, delivering the completed and executed proxy to in time for use at the Meeting in the manner specified in the Notice of Meeting.

A registered shareholder of the Company who has given a proxy may revoke the proxy at any time prior to use by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such registered shareholder or by his or her attorney authorized in writing or by electronic signature or, if the registered shareholder is a corporation, by an officer or attorney thereof properly authorized, either: (i) at the principal office of the Company, located at 365 Bay Street, Suite 400, Toronto, Ontario, Canada M5H 2V1, at any time prior to 10:00 a.m. (Toronto time) on March 27, 2019, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting, (ii) with TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada M5H 4H1, at any time prior to 10:00 a.m. (Toronto time) on March 27, 2019, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting, or (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; (b) transmitting, by telephone or electronic means, a revocation that complies with paragraphs (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or (c) in any other manner permitted by law including attending the Meeting in person.

A Non-Registered Shareholder who has submitted a proxy may revoke it by contacting the Intermediary through which the Non-Registered Shareholder's Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies.

Exercise of Discretion by Proxies

The Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be conducted at the Meeting, or at any adjournment thereof, in accordance with the instructions of the shareholder thereon. **In the absence of instructions, such Common Shares will be voted for each of the matters referred to in the Notice of Meeting as specified thereon.**

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters identified in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any adjournment thereof. At the date hereof, management of the Company knows of no such amendments or variations or other matters to be brought before the Meeting. However, if any other matters which are not now known to management of the Company should properly be brought before the Meeting, or any adjournment thereof, the Common Shares represented by such proxy will be voted on such matters in accordance with the judgment of the person named as proxy therein.

Signing of Proxy

The form of proxy must be signed by the shareholder of the Company or the duly appointed attorney of the shareholder of the Company authorized in writing or, if the shareholder of the Company is a corporation, by a duly authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the

shareholder of the Company or in some other representative capacity, including an officer of a Company which is a shareholder of the Company, should indicate the capacity in which such person is signing and should be accompanied by the appropriate instrument evidencing the qualification and authority to act of such person, unless such instrument has previously been filed with the Company. A shareholder of the Company or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Description of Share Capital

The Company is authorized to issue an unlimited number of Common Shares. Each Common Share entitles the holder of record thereof to one vote per Common Share at all meetings of the shareholders of the Company. As at the close of business on March 1, 2019, there were 92,450,238 Common Shares outstanding.

Record Date

The directors of the Company have fixed February 22, 2019 as the record date for the determination of the shareholders of the Company entitled to receive notice of the Meeting. Shareholders of the Company of record at the close of business on February 22, 2019, will be entitled to vote at the Meeting and at all adjournments thereof.

Ownership of Securities of the Company

As at March 1, 2019, to the knowledge of the directors and officers of the Company, as at the date of this Management Information Circular, other than SICPA Finance S.A., which owns 11,779,000 Common Shares representing approximately 12.7% of the issued and outstanding shares of the Company on the date of this Management Information Circular, no other person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company.

Quorum

A quorum of shareholders shall be present at the Meeting if two shareholders of the Company who are entitled to vote at the meeting are present in person or represented by proxy.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any proposed director of the Company, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed fiscal year or in any transaction which, in either case, has or will materially affect the Company, except as disclosed herein.

MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Circular, the management functions of the Company and its subsidiaries are substantially performed by the directors and executive officers of the Company and not, to any substantial degree, by any other person.

PARTICULARS OF MATTERS TO BE ACTED UPON

(1) ELECTION OF DIRECTORS

At the Meeting, Shareholders will be asked to elect Dennis Logan, Christine Macqueen, Kenneth Wawrew and Paul Wood (the “**Company Nominees**”) as directors of the Company (the “**Director Resolution**”). The following table provides the names of the Company Nominees and information concerning each such Company Nominees. Shareholders may vote for all of the Company Nominees, some of them and withhold for others, or withhold from all of them. The persons in the enclosed form of the proxy intend to vote for the election of the Company Nominees. Management of the Company does not contemplate that any of the Company Nominees will be unable to serve as a director. Each director will hold office until the next annual meeting or until his or her successor is duly elected or until the election of the Resulting Issuer Directors (as defined below) takes effect upon the completion of the Transaction, if so completed.

Name, Province or State and Country of Residence	Position with the Company	Director of the Company Since	Principal Occupation for Five Preceding Years	Number of Common Shares Owned or Controlled ⁽¹⁾
Dennis Logan ⁽²⁾⁽³⁾⁽⁴⁾ Ontario, Canada	Chairman	June 25, 2015	Current Chairman of the Company since March 15, 2018; Director, Magna Terra Minerals Inc. since September 2017; Chief Financial Officer, BTU Metals Corp. since August 2017, Latin American Minerals Inc. since September 2017 and Planet 13 Holdings Inc. since June 2018; former Chief Financial Officer, Almonty Industries Inc. from September 2011 to March 2017 and former Director, Pinetree Capital Ltd. from July to November 2015.	Nil
Christine Macqueen London, UK ⁽⁵⁾	Director	June 26, 2017	Director, Corporate Affairs and Communications, SICPA, a privately owned Swiss company since 2011.	Nil
Kenneth Wawrew ⁽²⁾⁽³⁾⁽⁴⁾ Ontario, Canada	Director	October 11, 2012	Director, SynergX Technologies Inc., a private company, since January 2004, former Chairman, President and CEO, SynergX from January 2004 to April 2012.	100,000
Paul Wood ⁽²⁾⁽³⁾⁽⁴⁾ Ontario, Canada	Director and Interim President and Chief Executive Officer	October 11, 2012	Interim President and Chief Executive Officer of the Company since March 15, 2018; current President, Kappa Advisors Ltd. since May 2004; current Chief Executive Officer, BTU Metals Corp. since August 2017; and current Director, Platform Eight Capital Corp. since January 2018 and Platform 9 Capital Corp. since May 2018.	1,150,500

Notes:

- (1) The information as to Common Shares beneficially owned, not being within the knowledge of the Company, has been furnished by directors individually.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Member of the Special Committee.
- (5) Christine Macqueen is a nominee of SICPA, a company that owns 11,779,000 common shares representing 12.7% of the outstanding shares of the Company.

As at the date of this management information circular, the directors and senior officers of the Company as a group, directly and indirectly, beneficially own or exercise control or direction over 3,637,660 Common Shares, representing approximately 3.9% of the issued and outstanding Common Shares.

None of the directors or executive officers:

- (a) is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company that:
 - (i) was the subject of an order (as defined in Multilateral Instrument 51-102F5) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer, or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

Majority Voting Policy

The Company has adopted a majority voting policy pursuant to which any nominee proposed for election as a director in an uncontested election who receives, from the shares voted at the meeting in person or by proxy, a greater number of shares “withheld” than shares voted “in favour” of their election, must promptly tender his or her resignation to the Chairman of the Board.

Following the Chairman’s receipt of a resignation submitted pursuant to this policy, the Board of Directors shall consider whether or not to accept the resignation. In considering whether or not to accept the resignation, the Board of Directors will consider all factors including, without limitation, the number of votes cast at the meeting; the reasons, if known, why shareholders withheld votes from the election of that nominee; any alternatives for curing the underlying cause of the withheld votes; the length of service and the qualifications of the director whose resignation has been submitted, such director’s past and expected future contributions to the Company and the Board of Directors; the overall composition of the Board of Directors, including relative mix of skills and experience; whether by accepting such resignation the Company would no longer be in compliance with any applicable law, rule, or regulation, or securities exchange listing or other governance requirements or policies; and whether or not accepting the resignation is in the best interest of the Company and its shareholders.

Within 90 days of the shareholders’ meeting, the Board of Directors will make a final decision and announce its decision, including any reasons for not accepting a resignation, by way of press release. The director who has tendered his or her resignation will not participate in any deliberations on the resignation offer. If accepted, the resignation will take effect upon acceptance by the Board of Directors. In the event that any director who receives a greater number of proxy votes “withheld” than votes “in favour” of such director’s election does not tender his/her resignation in accordance with this policy, he/she will not be re-nominated by the Board.

UNLESS THE SHAREHOLDER DIRECTS THAT HIS OR HER COMMON SHARES ARE TO BE WITHHELD FROM VOTING, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE ABOVE-NAMED NOMINEES.

Management has no reason to believe that any of the nominees will be unable to serve as a director but, if a nominee is for any reason unavailable to serve as a director, proxies in favour of management will be voted in favour of the remaining nominees and may be voted for a substitute nominee unless the shareholder has specified in the proxy that the Common Shares are to be withheld from voting in respect of the election of directors.

IN THE EVENT THAT THE DIRECTORS LISTED BELOW UNDER THE HEADING "FIXING THE NUMBER OF DIRECTORS AND THE ELECTION OF RESULTING ISSUER DIRECTORS" ARE CONDITIONALLY ELECTED AT THE MEETING AND THE TRANSACTION IS COMPLETED, THE DIRECTORS LISTED ABOVE WOULD CEASE TO BE DIRECTORS OF THE COMPANY AND THE RESULTING ISSUER DIRECTORS WILL SERVE AS DIRECTORS OF THE RESULTING ISSUER IN THEIR PLACE.

(2) FIXING THE NUMBER OF DIRECTORS AND THE ELECTION OF RESULTING ISSUER DIRECTORS

Pursuant to the special resolution passed by Shareholders on September 5, 2006, the directors of the Company are authorized to determine the number of directors of the Company from time to time in accordance with sections 124 and 125 of the OBCA. The Board has fixed, conditional upon, and to be effective as of Closing, the number of directors at six (6). At the Meeting, Shareholders will be asked to elect, conditional upon, and to be effective as of Closing, Terry Harbort, Andres Tinajero, Tom Obradovich, Brent Gilchrist, Paul Wood and Blair Zaritsky (collectively, the "**Resulting Issuer Directors**") to hold office until the next annual meeting of the Resulting Issuer or until the successors of such directors are elected or appointed. In connection with the Transaction, it is proposed that each of the current directors of the Company will resign as directors upon Closing. If the Transaction is not completed for whatever reason, the Company Directors will remain as directors of the Company and the number of directors of the Company shall remain at four (4).

The following table sets forth the name and residence of each the proposed Resulting Issuer Directors, as well as such individual's position with the Company, period of service as a director and officer of the Company, as applicable, his principal occupation(s) within the five preceding years and the number of shares of the Company currently beneficially owned, or controlled or directed, directly or indirectly, by him as of the date hereof.

Name, province or state and country of residence	Position with the Company	Principal Occupation	Served as Director of the Company since ⁽¹⁾	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Terence Harbort Ontario, Canada	Proposed President and Chief Executive Officer and Director	Director and Vice-President, Corporate Development, Sable Resources Ltd. since March 2017; Director, IDM Mining Ltd. since October 2017; and former Senior Officer, Osisko Mining Inc. (February 2012 to August 2015). Dr. Harbort is a professional economic geologist with 24 years of multi-continent experience in mineral exploration. In 2010, Terry was a founder and Vice President, Exploration, Talisker Exploration Services Inc., an exploration management company providing international exploration consulting in M&A and exploration strategy, project evaluation, target generation and exploration program design and implementation for Osisko Gold Royalties and related companies.	Proposed Director	Nil	Nil

Name, province or state and country of residence	Position with the Company	Principal Occupation	Served as Director of the Company since ⁽¹⁾	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Andres Tinajero Ontario, Canada	Chief Financial Officer and Proposed Director	Chief Financial Officer of the Company since August 2012; Director, Sable Resources Ltd. since July 2017 and Nutritional High International Inc. since April 2017; CFO, Barkerville Gold Mines Ltd. since July 2015; and former CFO, Kerr Mines Inc. (December 2013 to August 2015). Mr. Tinajero holds a degree in Business Administration and an MBA and is also a Member of the Chartered Professional Accountants Canada, the Certified Practicing Accountants of Australia and he is a Certified member of the Institute of Corporate Directors.	Proposed Director	2,387,160	2.58%
Tom Obradovich ⁽³⁾ Ontario, Canada	Proposed Director	Director, Sable Resources Ltd. since April 2015; Barkerville Gold Mines Ltd. since April 2015; Director, President and Chief Executive Officer, Canadian Continental Exploration Corp. since 2007; Director, Gungnir Resources Inc. since November 2009; and former Director, Dalradian Resources Inc. (May 2011 to September 2018) and Sandy Lake Gold (November 2010 to January 2015).	Proposed Director	Nil	Nil

Name, province or state and country of residence	Position with the Company	Principal Occupation	Served as Director of the Company since ⁽¹⁾	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Brent Gilchrist ⁽³⁾ British Columbia, Canada	Proposed Director	Director, Sable Resources Ltd. since November 2016. Mr. Gilchrist is accomplished finance executive with extensive experience in the investment and banking sectors. He has been involved in the JDS Energy & Mining Inc. group since 2012 and is currently the President of JDS Resources Inc., the JDS Group of Companies' venture capital and private equity arm responsible for investment management, acquisitions and project financing. He is also the President and Co-founder of JDS Silver Inc., the owner and operator of the Silvertip Mine located in Northern British Columbia.	Proposed Director	Nil	Nil
Paul Wood Ontario, Canada	Interim Chief Executive Officer and Director	Interim President and Chief Executive Officer of the Company since March 2018 to the Closing Date; current President, Kappa Advisors Ltd. since May 2004; current Chief Executive Officer, BTU Metals Corp. since August 2017; and current Director, Platform Eight Capital Corp. since January 2018 and Platform 9 Capital Corp. since May 2018.	October 11, 2012	1,325,000	1.24%

Name, province or state and country of residence	Position with the Company	Principal Occupation	Served as Director of the Company since ⁽¹⁾	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Blair Zaritsky ⁽³⁾ Ontario, Canada	Proposed Director	Chief Financial Officer of Osisko Mining Inc. since June 2011; Director, Barkerville Gold Mines Ltd. and Kilo Goldmines Ltd. since August 2015; Senior Officer, Beaufield Resources Inc. since February 2017, Canadian Orebodies Inc. since August 2018, and IDM Mining Ltd. (December 2015 to November 2016); former Director, Bonterra Resources Ltd. (July 2015 to August 2016), Metals Creek Resources Corp. and ValGold Resources Ltd. (November 2015 to August 2016).	Proposed Director	Nil	Nil

Notes:

- (1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
- (2) Mr. Tinajero and Mr. Wood also hold options to acquire 450,000 and 525,000 Common Shares, respectively.
- (3) Proposed Member of the Audit Committee.
- (4) Proposed Member of the Compensation Committee.

The following are brief biographies of the proposed directors of the Resulting Issuer if the Transaction is completed.

Terry Harbort, Proposed Director and Vice- President, Corporate Development - Dr. Harbort, age 46, is a professional economic geologist with 24 years of multi-continent experience in mineral exploration. He also serves as Director and Vice President, Corporate Development of Sable and has served in these offices since March 2017. In 2010, Dr. Harbort was a founder and Vice President, Exploration of Talisker Exploration Services Inc., an exploration management company providing international exploration consulting in mergers and acquisitions and exploration strategy, project evaluation, target generation and exploration program design and implementation for Osisko Gold Royalties and related companies. He holds a PhD in Structural Geology and Tectonics. Dr. Harbort is expected to devote 75% of his time to the business of the Company.

Andres Tinajero, Proposed Director and Chief Financial Officer - Mr. Tinajero, age 45, has over 20 years of business experience, having supported a broad range of industries, including mining, manufacturing and technology. He has served as Director, Chief Financial Officer and Vice President of Finance of several medium sized public companies across Canada. Mr. Tinajero holds a degree in Business Administration and an MBA, and is also a Member of the Chartered Professional Accountants, the Certified Practicing Accountants of Australia and he is a certified member of the Institute of Corporate Directors. Mr. Tinajero is the Chief Financial Officer of the Company since August 2012, the Chief Financial Officer of Barkerville Gold Mines Ltd. and a Director of Sable. Mr. Tinajero is expected to devote 15% of his time to the business of the Company.

Tom Obradovich, Proposed Director – Mr. Obradovich, age 57, has over 35 years of experience in mining exploration, development, and financing. He is President and Chief Executive Officer of Sable and Canadian Continental Exploration Corp. Mr. Obradovich was a key individual behind Aurelian Resources Inc. (acquired by Kinross Gold Mines for \$1.2 billion in 2008), which discovered the Fruta Del Norte gold deposit in Ecuador; a co-

founder of Canadian Royalties Inc., which discovered and developed the Raglan south nickel belt and acquired most of the Matachewan gold camp by an RTO of Young-Davidson Mines Ltd., which was subsequently acquired by Northgate Minerals in 2005; and serves on the board of directors of Barkerville Gold Mines Ltd. Mr. Obradovich was a director of Dalradian Resources Inc. until September 2018, which was privatized by Orion Mine Finance for over \$550 million.

Brent Gilchrist, Proposed Director – Mr. Gilchrist, age 51, is a mine finance executive with extensive experience in the investment and banking sectors. He is currently the President of JDS Resources Inc., the JDS Group of Companies' venture capital and private equity arm responsible for investment management, acquisitions, and project financing. Mr. Gilchrist was President and co-founder of JDS Silver Inc., the Company that purchased, constructed and operated the Silvertip Mine in Northern BC. Mr. Gilchrist successfully negotiated the sale of the Silvertip Mine to Coeur Mining Inc. for US\$250 million.

Paul Wood, Director – Mr. Wood, age 55, has served as a director of the Company since October 11, 2012 to the present and also as its Interim Chief Executive Officer from March 15, 2018 to the Closing Date. He is an independent investor and strategic advisor specializing in corporate development and structuring transactions at Kappa Advisors Ltd., a consultancy. Mr. Wood has advised on numerous transactions across the globe including in technology, finance, manufacturing and minerals exploration. He is currently Chief Executive Officer and Director of BTU Metals Corp. Mr. Wood is strategic advisor to select public and privately held companies and is a university guest lecturer in China. He has held corporate development positions at Celestica, a multinational electronics manufacturer, and at Spar Aerospace, an aerospace, defence and communications company. Prior to working on the corporate side, he held M&A positions at Ernst & Young (Toronto) and CIBC Wood Gundy (U.K.). He received his Bachelor of Arts degree from Dalhousie University and his Master of Business Administration degree from University of Toronto Rotman.

Blair Zaritsky, Proposed Director – Mr. Zaritsky, age 41, is a chartered professional accountant with more than 15 years of professional experience, of which have been mostly in the mining sector. Mr. Zaritsky has been Chief Financial Officer of Osisko Mining Inc. since June 2011, and was Chief Financial Officer and director of Oban Exploration Limited until 2014. Mr. Zaritsky possesses over ten years of Canadian public practice experience with exposure to various types of engagements and clients, gained through managing audit engagements of publicly listed companies traded on the Toronto Stock Exchange, TSX Venture Exchange and Canadian National Stock Exchange. He obtained his Chartered Professional Accountant designation in 2003 and holds dual Bachelor of Arts degrees in accounting and economics from Brock University and Western University, respectively.

Charlotte May, Corporate Secretary – Ms. May, age 55, joined the Company in August 2012. She has over 25 years' experience in the resource sector and for the past 15 years has provided consulting services to resource companies in the areas of corporate secretarial and public company administration. Ms. May has served as Corporate Secretary of several public companies listed on the TSXV, the Toronto Stock Exchange, the New York Stock Exchange, the OTC Markets (OTCQX and OTCQB) and the the CSE.

None of the above individuals have entered into non-competition or non-disclosure agreements with the Company.

The following table sets out the proposed directors of the Resulting Issuer that are directors, officers or promoters of other reporting issuers.

Director	Other Reporting Issuer(s)
Terence Harbort	IDM Mining Ltd., Sable Resources Ltd.
Andres Tinajero	Nutritional High International Inc., Sable Resources Ltd.
Tom Obradovich	Barkerville Gold Mines Ltd., Gungnir Resources Inc., Sable Resources Ltd.
Paul Wood	BTU Metals Corp., Platform Eight Capital Corp., Platform 9 Capital Corp.
Brent Gilchrist	Sable Resources Ltd.
Blair Zaritsky	Barkerville Gold Mines Ltd., Kilo Goldmines Ltd.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed herein, to the knowledge of the executive officers and directors of the Company, no proposed Resulting Issuer Director is, or has been in the last 10 years, a director, chief executive officer or chief financial officer of an issuer that, (a) while that person was acting in that capacity, was the subject of a cease trading order or similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or (b) was subject to, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

In addition, no Resulting Issuer Director is, or within the ten years prior to the date of this Circular has been, a director, chief executive officer or chief financial officer of an issuer that: (a) was declared 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 the assets of that person; or (b) was a director or officer of a corporation (including the Company) that, while that person was acting in that capacity or within a year of the person ceasing to act as a director or officer of the Company became bankrupt or 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, except as disclosed herein.

THE NEW DIRECTOR ELECTION RESOLUTION AND BOARD RESOLUTION WILL ONLY BE EFFECTIVE IN THE EVENT THAT THE TRANSACTION IS SUCCESSFULLY COMPLETED.

The Board unanimously recommends that Shareholders' vote FOR the New Director Election Resolution. Unless a proxy contains instructions on how you would like your Common Shares voted at the Meeting, the persons named in the enclosed proxy intend to vote FOR the approval of the New Director Resolution.

(3) APPOINTMENT OF AUDITOR

Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to appoint the firm of BDO Canada LLP ("**BDO**"), to serve as the auditor of the Company until the next annual meeting of Shareholders and to authorize the directors of the Company to fix the auditor's remuneration as such. BDO was appointed as auditor of the Company on November 30, 2017.

UNLESS THE SHAREHOLDER DIRECTS THAT HIS OR HER COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN CONNECTION WITH THE APPOINTMENT OF THE AUDITOR, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE RE-APPOINTMENT OF BDO CANADA LLP TO SERVE AS AUDITOR OF THE CORPORATION UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION.

(4) APPROVAL OF NEW STOCK OPTION PLAN

The shareholders of the Company approved a stock option plan (the "**2018 Plan**") at the annual and special meeting (the "**2018 Meeting**") of shareholders of the Company held on September 26, 2018. The terms of the 2018 Plan are set out in the Company's management information circular mailed to the Company Shareholders in respect of such meeting. At the Meeting, Shareholders are being asked to approve a new stock option plan (the "**2019 Stock Option Plan**"), which conforms to the policies of the CSE. Upon such approval, the 2019 Stock Option Plan will replace the 2018 Plan and no further grants of stock options will be made under the 2018 Plan.

The objective of the 2019 Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company employees and consultants of the Company, and of its subsidiaries and affiliates, if any (each, an "**Eligible Persons**"), to acquire Common Shares, thereby increasing their respective proprietary interests in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentives in their efforts on behalf of the Company in the conduct of its affairs. Under the terms of the 2019 Stock Option Plan, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance is equal to 10% of the number of the Common Shares issued and outstanding from time to time. The 2019 Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder.

The 2019 Stock Option Plan is a “rolling” stock option plan under which options may be granted to Eligible Persons in respect of authorized and unissued Common Shares provided that, the aggregate number of Common Shares reserved by the Company for issuance and which may be purchased upon the exercise of all options shall not exceed 10% of the issued and outstanding Common Shares of the Company at the time of granting of options (on a non-diluted basis). Options may be granted under the 2019 Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board may from time to time designate.

The exercise price of option grants will be determined by the Board, but after listing on the CSE will not be less than the closing market price of the Common Shares on the CSE less allowable discounts at the time of grant. The 2019 Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares. All options granted under the 2019 Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the 2019 Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

As at March 1, 2019, the Company had 2,525,000 Common Shares reserved for issuance pursuant to stock options outstanding under the 2018 Plan (2.7% of the Company’s issued and outstanding Common Shares). For purposes of calculating the number of Common Shares reserved for issuance and which may be purchased upon the exercise of options granted under the 2019 Stock Option Plan, all issued and outstanding options under the 2018 Plan are treated as if such options are issued and outstanding under the 2019 Stock Option Plan. Accordingly, options to purchase an aggregate of 9,245,023 Common Shares (10% of the current number of issued and outstanding Common Shares) will initially be available for issuance under the 2019 Stock Option Plan, less the 2,525,000 Common Shares currently reserved by the Company for issuance pursuant to options granted under the 2018 Plan, leaving 6,720,024 Common Shares (7.3% of the Company’s current issued and outstanding Common Shares) reserved for issuance and available to be purchased pursuant to options available to be granted under the 2019 Stock Option Plan.

In connection with the foregoing, shareholders will be asked to approve the following resolution:

“BE IT RESOLVED THAT the 2019 Stock Option Plan as described in the Management Information Circular dated March 1, 2019, be and it is hereby adopted, confirmed and approved, including that the maximum number of Common Shares reserved for issuance under the 2019 Stock Option Plan and all of the Company’s other security based compensation arrangements at any given time is equal to ten percent (10%) of the issued and outstanding Common Shares as at the date of grant of an option under the 2019 Stock Option Plan.”

The Board of Directors recommend that the Company’s shareholders vote FOR the approval of the 2019 Stock Option Plan.

UNLESS A SHAREHOLDER HAS SPECIFIED IN THE ENCLOSED FORM OF PROXY THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY ARE TO BE VOTED AGAINST THE 2019 STOCK OPTION PLAN, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE RESOLUTION.

(5) APPROVAL OF NEW RESTRICTED STOCK UNIT PLAN

The shareholders of the Company approved a restricted share unit plan (the “**2017 RSU Plan**”) at the annual and special meeting (the “**2017 Meeting**”) of shareholders of the Company held on June 26, 2017. The terms of the 2017 RSU Plan are set out in the Company’s management information circular mailed to the Company Shareholders in respect of such meeting. At the Meeting, Shareholders are being asked to approve a new restricted share unit plan (the “**2019 RSU Plan**”), which conforms to the policies of the CSE. Upon such approval, the 2019 RSU Plan will replace the 2017 RSU Plan, effective on the Closing, and following which no further grants of RSUs will be made under the 2017 RSU Plan.

In accordance with the terms of the 2019 RSU Plan, the Company may grant an unlimited number of restricted share units (each, an “**RSU**”) convertible into Common Shares, provided, however, that the aggregate number of Common Shares reserved for issuance under the 2019 RSU Plan and all other security-based compensation arrangements of the Company shall not, at any time, exceed 10% of the total number of Common Shares then issued and outstanding.

When vested, each RSU entitles the holder to receive, subject to adjustments as provided for in the 2019 RSU Plan, one Common Share or payment in cash for the equivalent thereof based on the volume weighted average trading price of the Common Shares on the five trading days immediately preceding the redemption date. The terms and conditions of vesting (if applicable) of each grant are determined by the Board at the time of the grant, subject to the terms of the 2019 RSU Plan. RSU awards may, but need not, be subject to performance incentives to reward attainment of annual or long-term performance goals. Any such performance incentives or long term performance goals are subject to determination by the Board and specified in the award agreement.

As of the date hereof, the Company has awarded 1,700,000 RSUs, pursuant to which it issued the equivalent 1,700,000 Common Shares. For purposes of calculating the number of Common Shares reserved for issuance under the 2019 RSU Plan, all issued and outstanding RSUs under the 2017 RSU Plan are treated as if such RSUs are issued and outstanding under the 2019 RSU Plan. Accordingly, RSUs convertible into an aggregate of 9,245,023 Common Shares (10% of the current number of issued and outstanding Common Shares) will initially be available for issuance under the 2019 RSU Plan, less the 1,700,000 Common Shares currently reserved by the Company for conversion pursuant to RSUs granted under the 2017 RSU Plan and less the 2,525,000 Common Shares currently reserved by the Company for issuance pursuant to options granted under the 2018 Plan, leaving 5,020,024 Common Shares (5.4% of the Company's current issued and outstanding Common Shares) reserved for issuance and available to be granted under the 2019 RSU Plan.

In connection with the foregoing, shareholders will be asked to approve the following resolution:

"BE IT RESOLVED THAT the 2019 RSU Plan as described in the Management Information Circular dated March 1, 2019, be and it is hereby adopted, confirmed and approved, effective on the Closing, including that the maximum number of Common Shares reserved for issuance under the 2019 RSU Plan and all of the Company's other security based compensation arrangements at any given time is equal to ten percent (10%) of the issued and outstanding Common Shares as at the date of grant of an option under the 2019 RSU Plan."

The Board of Directors recommend that the Company's shareholders vote FOR the approval of the 2019 RSU Plan.

UNLESS A SHAREHOLDER HAS SPECIFIED IN THE ENCLOSED FORM OF PROXY THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY ARE TO BE VOTED AGAINST THE 2019 RSU PLAN, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE RESOLUTION.

(6) THE DELISTING RESOLUTION

Under the terms of the Purchase Agreement, it is a condition of closing the Transaction, that the TSXV shall have conditionally approved the delisting (the "**Delisting**") of the Common Shares from the TSXV upon and subject to the completion of the Transaction, and that the CSE shall have approved the listing (the "**Listing**") of the Common Shares on the CSE. The TSXV and the CSE, as the case may be, may only provide such approval if the Shareholders approve the Delisting and the Listing. Accordingly, at the Meeting, Shareholders will be asked to approve an ordinary resolution (the "**Delisting Resolution**") to authorize the Delisting and the Listing.

If Shareholders approve the ordinary resolution to authorize the Delisting and the Listing, the Company intends to apply to the TSXV for the Delisting and to the CSE for the Listing. Subject to obtaining such approvals and the completion of the Transaction, all of the Common Shares are expected to be delisted from the TSXV and Shareholders will no longer be able to purchase or sell any Common Shares through the TSXV. Following Delisting, and conditional upon and to be effective following the closing of the Transaction, the Common Shares will, subject to approval of the CSE, be listed on the CSE.

The text of the resolution with respect to the Delisting and the Listing to be voted on at the Meeting is set forth below:

"BE IT RESOLVED as an ordinary resolution of the Shareholders that:

1. the Company is hereby authorized to voluntarily delist its common shares from the TSX Venture Exchange;
2. the Company be and it is hereby authorized to make application for the listing of all the common shares in the capital of the Company issued and outstanding from time to time on the Canadian Stock Exchange and,

subject to the approval of such listing, to have its common shares listed and posted for trading on the Canadian Stock Exchange;

3. any one director or officer of the Company be and the same is hereby authorized, for and on behalf of the Company to execute or cause to be executed, and to deliver or cause to be delivered all such applications, documents and filings, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing; and
4. the board of directors of the Company is hereby empowered and authorized to revoke this resolution in whole or in part at any time prior to it being acted upon, if the board of directors deems such revocation to be in the best interests of the Company.”

Approval of the Delisting Resolution shall require the affirmative vote of a majority of the votes cast on the Delisting Resolution at the Meeting, whether in person or by proxy, excluding votes attaching to the Common Shares held by promoters, directors, officers and other insiders of the Company, in accordance with the requirements of the TSXV. To the knowledge of the Company, such persons own an aggregate of 15,991,660 Common Shares as of the date of this circular, representing approximately 17.3% of all issued and outstanding Common Shares as of such date.

THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS’ VOTE FOR THE DELISTING RESOLUTION. UNLESS A PROXY CONTAINS INSTRUCTIONS ON HOW YOU WOULD LIKE YOUR COMMON SHARES VOTED AT THE MEETING, THE PERSONS NAMED IN THE ENCLOSED PROXY INTEND TO VOTE FOR THE APPROVAL OF THE DELISTING RESOLUTION.

(7) THE TRANSACTION RESOLUTION

Under the terms of the Purchase Agreement, it is a condition of closing the Transaction that the Shareholders shall have approved the purchase of the assets provided for in, and in accordance with, the Purchase Agreement. Accordingly, at the meeting Shareholders will be asked to consider, and if thought advisable, pass a resolution with respect to the Transaction. A summary of the material terms of the Transaction and related transactions is set out below under the heading “The Transaction”.

The text of the resolution with respect to the transaction (the “**Transaction Resolution**”) to be voted on at the Meeting is set forth below:

“BE IT RESOLVED THAT as an ordinary resolution of the Shareholders that:

1. Eurocontrol Technics Group Inc. (the “**Company**”) be and it is authorized purchase from Sable Resources Ltd. (“**Sable**”) certain mineral resource properties located in the Province of British Columbia and various related assets of Sable all as more particularly described in the asset purchase agreement (the “**Purchase Agreement**”) dated January 25, 2019, between the Company and Sable, for the consideration and upon and subject to the terms and conditions contained in the Purchase Agreement, and the Purchase Agreement and all of the transactions contemplated thereby as described in the management information circular of the Company dated March 1, 2019, including the creation of a new Control Person (as such term is defined in the policies of the TSX Venture Exchange) of the Company, be and are hereby authorized, approved, ratified and confirmed;
2. notwithstanding that these resolutions have been passed, the Board of Directors of the Company is hereby authorized, without further notice to or approval of the Company’s shareholders, to (a) not proceed with the transactions under the Purchase Agreement; and (b) approve any amendment, restatement, supplement or superseding agreement to the terms and conditions of the Purchase Agreement as the Board of Directors of the Company in its sole discretion considers necessary or desirable; and
3. any director or officer of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver, whether under corporate seal of the Company or not, all agreements, forms, waivers, notices, certificates, confirmations and other documents and instruments and to take or cause to be taken such other actions as such director or officer may determine to be necessary or desirable to implement these

resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.”

Approval of the Transaction Resolution shall require the affirmative vote of a majority of the votes cast on the Transaction Resolution at the Meeting, whether in person or by proxy, excluding votes attaching to the Common Shares held by Andres Tinajero. To the knowledge of the Company, such person owns an aggregate of 2,387,160 Common Shares as of the date of this circular, representing approximately 2.6% of all issued and outstanding Common Shares as of such date.

THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS’ VOTE FOR THE TRANSACTION RESOLUTION. UNLESS A PROXY CONTAINS INSTRUCTIONS ON HOW YOU WOULD LIKE YOUR COMMON SHARES VOTED AT THE MEETING, THE PERSONS NAMED IN THE ENCLOSED PROXY INTEND TO VOTE FOR THE APPROVAL OF THE TRANSACTION RESOLUTION.

THE TRANSACTION

Overview of Transaction

The Transaction

On January 24, 2019, the Company entered into an asset purchase agreement (the “**Purchase Agreement**”) with Sable Resources Ltd. (“**Sable**”), pursuant to which the Company agreed to purchase from Sable and Sable agreed to sell to the Company, all of Sable’s right, title and interest to the B.C. Properties (as defined below) and to the other key related matters described below (collectively, the “**Transaction**”).

If the Transaction is approved by the Shareholders and all of the conditions precedent to the completion of the Transaction are satisfied or waived, the Transaction is expected to be completed on the date (the “**Closing Date**”) that is on the date that is five business days after the date on which the last of the conditions are fulfilled, but no later than April 30, 2019.

The B.C. Properties

Sable is a British Columbia company with its shares listed on the TSXV under the symbol “SAE”. Prior to the completion of the Transaction, Sable was engaged in the exploration and development of precious metal mineral properties in the Province of British Columbia, Canada, Mexico, the San Juan Province, Argentina and Central Peru. In accordance with the terms of the Purchase Agreement, on the Closing Date, the Company agreed to acquire certain mineral properties in the Province of British Columbia (collectively, the “**B.C. Properties**”) from Sable, as described below.

Background of the Transaction.

The following is a summary of the principal events leading up to the proposed Transaction and the execution of the Purchase Agreement.

On December 18, 2017, the Board formed a special committee of the Board comprised of three independent directors, in order to evaluate one or more potential transactions, or alternatives to such transactions, which could have resulted in the sale of one or more of Xenemetrix, Croptimal and Xwinsys (collectively, the “**Discontinued Subsidiaries**”). The special committee was given a broad mandate in this connection, which included the responsibility of supervising the process related to the evaluation and negotiation of any transaction and to make recommendations to the Board.

During the period commencing on February 14, 2018 and ending on July 11, 2018, the Company engaged in separate negotiations with two different parties regarding a sale of the Discontinued Subsidiaries.

On March 15, 2018, Bruce Rowlands resigned as Chief Executive Officer of the Company, and Paul Wood was appointed as interim Chief Executive Officer, in each case, while remaining a director of the Company.

On July 11, 2018, the Board, on the recommendation of the Special Committee, determined that it was in the best interests of the Company to cease all further investment in the Discontinued Subsidiaries and to take action

to wind up their respective business operations. Following such determination, on July 31, 2018, the Company announced its plan to discontinue its Israeli operations, notices were provided to employees in early August of 2018 and other actions in furtherance of implementing this change were undertaken. On August 29, 2018, the Company announced that the Discontinued Subsidiaries had effectively ceased all of their respective former operations (except, to the limited extent necessary to complete any remaining transitional items) and were no longer carrying on any active business. The Company's management then began to focus principally on evaluating alternatives to maximize the value of its assets, which consisted primarily of cash and amounts receivable.

In order to complete the process of winding up its operations in Israel in an efficient manner, the Company entered into a share purchase agreement with DYG Holdings Ltd. ("**DYG**"), pursuant to which the Company agreed to sell all of the shares of the Discontinued Subsidiaries. At a special meeting (the "**2018 Special Meeting**") of shareholders of the Company held on October 31, 2018, a special resolution was passed approving the sale of the Discontinued Subsidiaries to DYG pursuant to the share purchase agreement. Immediately following the 2018 Special Meeting, the sale transaction was completed, representing a sale of all of the Company's former operating business.

At the 2018 Special Meeting, special resolutions were also approved, giving authority to the Board to amend the articles of incorporation of the Company to change the name of the Company and to effect a consolidation of all of the issued and outstanding Common Shares on the basis of one post-consolidation common share of the Company for up to ten pre-consolidation common shares, in each case, as determined by the Board.

On October 15, 2018, Thomas Obradovich, President and Chief Executive Officer of Sable, contacted Paul Wood, Director and Interim Chief Executive Officer of the Company, to inquire about the Company's strategic evaluation process. He also expressed interest in discussing the possibility of a transaction involving Sable and the Company.

Following this initial conversation, on October 18, 2018, the Company and Sable entered into a confidentiality agreement in order to facilitate further discussions.

Subsequently, several discussions and email communications between Mr. Obradovich and Mr. Wood about a possible transaction occurred. On October 24, 2018, Sable provided the Company with information about the B.C. Properties. Discussions continued between representatives of Sable and the Company throughout October and then, on October 30, 2018, Sable made a transaction proposal to the Company.

After receiving Sable's proposal, the Company's management and members of the Board considered the transaction terms offered by Sable, together with other potential transactions that were also being evaluated. On October 31, 2018, management provided a summary of three alternative strategic transactions, including the transaction proposed by Sable, to the Board.

On November 20, 2018, an updated summary of potential transaction alternatives was provided to the Board. The Board then discussed these strategic alternatives and agreed that the Sable transaction was worth further investigation and discussion. To this end, on November 26, 2018, all of the Company's directors (other than Christine Macqueen) and a member of the Company's management team met with Tom Obradovich in person to discuss and negotiate the basic terms of a potential transaction. Following the meeting, the attending directors agreed that management should pursue a transaction with Sable on the basis discussed.

The Company and Sable, and their respective legal counsel, began preliminary due diligence investigations and discussed various transaction structures. On December 4, 2018, management of the Company provided the Board with an update and an analysis of the proposed transaction with Sable, including the consideration to be paid and a proposed critical path document outlining the steps necessary to advance the transaction to completion. The Board then passed a resolution authorizing management to pursue a change of business transaction based on the indicative terms then being discussed and to proceed with carrying out detailed due diligence.

On December 5, 2018, legal counsel for Sable, legal counsel for the Company, Sable and the Company met with the TSXV to discuss the proposed transaction.

During December 2018, the parties and their advisors engaged in due diligence, discussed potential transaction structures and drafted and negotiated the terms of definitive documentation for the Transaction. Throughout the

process, the Board was provided with periodic updates in respect of the proposed Transaction and supervised the negotiations with Sable.

The Company engaged the services of an independent consultant on December 7, 2018 to assist it with its due diligence process and evaluation of the proposed transaction and the B.C. Properties. On December 11, 2018, the independent consultant delivered a report to the Company with respect to the proposed transaction.

On January 9, 2019, the Board met to consider the proposed Transaction. At this meeting, in addition to receiving information from the Company's management and its legal advisors, representatives of the independent consultant presented to the Board its views regarding the assets proposed to be acquired by the Company. At the conclusion of the meeting, the Board unanimously approved the entering into of an asset purchase agreement substantially in the form of the Purchase Agreement and the other transactions contemplated thereby, provided that the agreement could be finalized to management's satisfaction.

Between January 9, 2019 and January 24, 2019, the Company continued with confirmatory due diligence and negotiated and finalized definitive documentation for the Transaction. In addition, on January 24, 2019, execution versions of the Purchase Agreement and other relevant transaction documents were sent to the Board, together with a form of comprehensive written resolution to approve the Transaction and the other matters contemplated in the Purchase Agreement. Later on the same day, the resolution was signed by all directors, and the Purchase Agreement, the Voting Agreements were executed by the Company, Sable and the Supporting Shareholders, as applicable.

Trading in the Common Shares on the TSXV was halted prior to the opening of trading on the TSXV January 25, 2019 and a joint press release announcing the Transaction was issued by the Company and Sable.

Terms of the Transaction

Pursuant to the Purchase Agreement, the Company agreed to purchase the B.C. Properties by paying to Sable the sum of \$500,000 at the time of closing; issuing to Sable 30,000,000 common shares (the "**Consideration Shares**") in the capital of the Company (each, a "**Common Share**"), issued on a post-Consolidation basis at the time of Closing; granting to Sable, on the Closing Date, a 1.0% net smelter return royalty on each of the B.C. Properties; and assuming certain liabilities relating to the B.C. Properties.

Under the terms of the Purchase Agreement, subject to Closing, the Company agreed assume the obligations and liabilities of Sable with respect to all reclamation and closure compliance costs in respect of any of the B.C. Properties as and from the Closing. Except for these assumed liabilities, the Company is not responsible for any liabilities or obligations of Sable or related to the Purchased Assets.

The Purchase Agreement contains customary representations, warranties, covenants, conditions precedent and other terms and conditions. Conditions to the completion of the Transaction and post-Closing covenants include, but are not limited to:

- the approval of shareholders of the Company (the "**Issuer Shareholders**") of certain related matters in connection with the Transaction, the delisting of the Common Shares from the TSXV, and the listing of the Common Shares on the Canadian Securities Exchange (the "**Exchange**" or the "**CSE**");
- the approval of the CSE for the listing of the Common Shares on the CSE;
- no order having been issued that would prevent the Transaction or the trading of the Common Shares;
- the reconstitution of the Company's board of directors and management as described herein;
- the completion of the Private Placement (as defined below); and
- the distribution by Sable of a majority the Consideration Shares as described below.

Distribution of Consideration Shares

Under the terms of the Purchase Agreement, Sable agreed to seek the approval of its shareholders, at the next meeting of its shareholders held following the Closing Date, the TSXV and any required regulatory authorities, in order to distribute the majority of the Consideration Shares as a return of paid-up capital to its shareholders. Sable is also required to complete the distribution of the Consideration Shares to its shareholders as soon as is reasonably practicable following its receipt of any required regulatory and shareholder approvals with respect thereto.

Board of Directors and Management

Upon and subject to the completion of the Transaction, the proposed board of directors and management of the Resulting Issuer is expected to include:

- Thomas Obradovich - Proposed Director
- Terence Harbort - Proposed Director, President and Chief Executive Officer
- Andres Tinajero - Proposed Director, CFO
- Brent Gilchrist - Proposed Director
- Paul Wood - Director
- Blair Zaritsky - Proposed Director
- Charlotte May - Corporate Secretary

Consolidation and Name Change

In connection with the completion of the Transaction, the Company intends to file articles of amendment under the OBCA to consolidate the outstanding Common Shares on the basis of one post-consolidation Common Share for each four Common Shares as constituted immediately before the consolidation (the “**Consolidation**”) and change its name (the “**Name Change**”) to “Talisker Resources Ltd.” On March 1, 2019, the Company had 92,450,238 Common Shares issued and outstanding. Immediately following the completion of the Transaction and the exchange of the Subscription Receipts for Units, as described below, the Company is expected to have issued and outstanding a minimum of approximately 60,612,560 Common Shares (assuming the completion of the Minimum Offering for gross proceeds of \$1,500,000) and not more than 65,612,560 Common Shares (assuming the completion of the Maximum Offering for gross proceeds of \$2,500,000).

Delisting and CSE Listing

Subject to the approval of the Delisting Resolution by Shareholders voting at the Meeting, the Company intends to apply to the TSXV to have the Common Shares delisted from the TSXV upon and subject to the completion of the Transaction, and to the CSE to have the Common Shares listed and posted for trading on the CSE.

Voting Agreements

Certain of the Shareholders (the “**Supporting Shareholders**”) that own, directly or indirectly, approximately 15,991,660 Common Shares (or 17.3%) of the current number of issued and outstanding Common Shares entered into voting agreements (the “**Voting Agreements**”) with Sable, pursuant to which, among other things, they agreed to vote the Common Shares owned by them, or for which voting or dispositive power is held by them in favour of the approval of the Transaction and any other matter necessary for the consummation of the Transaction as contemplated by the Purchase Agreement.

Interests of Certain Persons in the Transaction

Except as otherwise disclosed in this Circular, no director or executive officer of the Company, and no associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in respect of the Transaction. The Transaction is an arm’s length transaction in that it does not involve any officer, director, other insider or Control Person of the Company or any associates or affiliates of any of such Persons, except that Andres Tinajero, the current Chief Financial Officer of the Company is an independent director of Sable.

Private Placement Financing

In connection with the Transaction, the Company intends to complete a financing (the “**Private Placement**”) on or around March 15, 2019, on a non-brokered private placement basis, pursuant to which it would issue and sell subscription receipts (each, a “**Subscription Receipt**”) of the Company at an issue price of \$0.20 per Subscription Receipt, for gross proceeds of not less than \$1,500,000 (the “**Minimum Offering**”) and not more than \$2,500,000 (the “**Maximum Offering**”).

The gross proceeds of the Private Placement (the “**Escrowed Funds**”) will be deposited in escrow on the closing date of the Private Placement (the “**Private Placement Closing Date**”). The Escrowed Funds will be released

from escrow to the Company concurrently with the Closing of the Transaction and each Subscription Receipt will thereupon automatically exchanged without any further action by the holder of such Subscription Receipt and for no additional consideration, for one unit of the Company (a “Unit”). Each Unit will be comprised of one Common Share, issued on a post-Consolidation basis, and one Common Share purchase warrant (each a “Warrant”). Each Warrant will entitle the holder to purchase one additional post-Consolidation Common Share at an exercise price of \$0.30 for a period of two years from the date of issuance thereof, provided that if, at any time following the date which is the later of (i) four months and one day after the closing of the Private Placement; and (ii) the date on which the Units are issued, the closing price of the Common Shares (on a post-Consolidation basis) is at least \$0.50 for a period of 10 consecutive trading days, the Company may, at its option, accelerate the expiry date of the Warrants by issuing a news release and giving written notice thereof all holders of Warrants, and, in such case, the Warrants will expire on the earlier of: (i) the 30th day after the date on which the news release is disseminated by the Company; and (ii) the original expiry date. The net proceeds from the Private Placement are expected to be used by the Resulting Issuer primarily to fund an initial exploration program at the Baker Project and for general working capital purposes.

INFORMATION CONCERNING THE COMPANY

Information concerning the Company is appended to this Circular at Schedule “A”.

INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Name and Head and Registered Office

As part of the Transaction, the Company, as the Resulting Issuer, will change its name to “Talisker Resources Ltd.”. The Resulting Issuer’s head and registered office will be located at 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1.

Inter-corporate Relationships

The Resulting Issuer will have no subsidiaries upon the completion of the Transaction.

Trends, Commitments, Events or Uncertainties

The Resulting Issuer’s main focus is expected to be the exploration and development of the B.C. Properties. In addition, the Resulting Issuer may seek to negotiate and acquire additional mineral properties which may be located in Canada or elsewhere. Also, depending upon the Resulting Issuer’s ability to obtain necessary funding to conduct exploration and development activities on its mineral properties and upon the results from its exploration activities, it may consider “optioning”, disposing or abandoning any or a portion of these properties. The financing, exploration and development of the B.C. Properties and any other properties the Resulting Issuer may propose to acquire will be subject to a number of factors including, the availability of capital, the price of gold or other minerals, applicable laws and regulations, political conditions, currency fluctuations, the hiring of qualified people and obtaining necessary services in jurisdictions where the Resulting Issuer operates. The current trends relating to these factors could change at any time and negatively affect the Resulting Issuer’s operations and business. See Section 17 - *Risk Factors* for risk factors affecting the Resulting Issuer.

Narrative Description of the Resulting Issuer’s Proposed Business

Business Objectives and Milestones

The overall business objective of the Company is to identify, evaluate, acquire and explore mineral properties for the purposes of identifying a mineral resource deposit on the B.C. Properties or any of the subsequent properties to be acquired by the Resulting Issuer for the development of a mine or for the sale of the deposit or the Resulting Issuer to a senior mining company.

In the near term following Closing, the Resulting Issuer’s principal business objective is to carry out exploration to advance the Baker Project. Specifically, the Resulting Issuer plans to complete the Phase 1 exploration program on the Baker Project, as recommended in the Technical Report (as defined below), during the twelve-month period following the listing. The Resulting Issuer also intends to evaluate, assess maintain, and, if

warranted, explore the other B.C. Properties or other mineral properties for the purposes of identifying mineral resource deposits thereon, as the Board may determine.

During the 12 months following the date of this Management Information Circular, the Resulting Issuer plans to:

- (a) complete the recommended Phase I work program set in the Technical Report;
- (b) following the completion of the Phase 1 work program at the Baker Project, if results warrant and subject to obtaining financing, formulate a detailed work plan and budget for a comprehensive Phase 2 work program at the Baker Project; and
- (c) evaluate and, as appropriate, make any required payments, and carry out preliminary exploration work with respect to the B.C. Properties other than the Baker Project, as management may determine.

The Resulting Issuer anticipates that the estimated time period when the business objectives will be achieved are as follows:

Financial quarter	Business objectives expected to be achieved
Q2 2019	Complete planning for Phase 1 exploration at the Baker Project.
Q3 2019	Conduct Phase 1 exploration at the Baker Project.
Q4 2019	Conduct Phase 1 exploration at the Baker Project.
Q1 2020	Review and publish results of Phase 1 exploration on the Baker Project and, if warranted and finances permit, begin Phase 2 planning for the current year or following year.
Q2 2020	Consider further exploration on properties then held by the Resulting Issuer

With respect to the B.C. Properties, the Resulting Issuer's initial wide-ranging business objective is to conduct exploration programs and to compile the information obtained, in an effort to define the mineral potential of the B.C. Properties. The Resulting Issuer may, from time to time, make acquisitions of additional resource properties, assets or businesses, enter into joint-ventures, dispose, abandon or grant options or other rights in its mineral properties, as opportunities arise and as the Board determines is in the Resulting Issuer's best interest.

Additional financing may be required to fund any Phase 2 work program at the Baker Project, to maintain its mineral rights and to carry out exploration with respect to the B.C. Properties, and to acquire any additional properties. The Company cannot guarantee that any such additional financing will be available to the Resulting Issuer on favourable terms or at all. See "Risk Factors"

Use of Available Funds

As at February 28, 2019, the Company had approximately \$4 million available to it for use by the Company prior to any completion of the Transaction, expenses incurred in connection with the Transaction, the Private Placement and the Meeting, and by the Resulting Issuer in its future business operations.

The Resulting Issuer plans to use the funds available in a manner that is generally consistent with the above-mentioned business objectives and are expected to be allocated as set out below during the twelve-month period following the listing of the Common Shares on the Exchange. While it is expected that the Resulting Issuer will spend the funds available to it as stated herein, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

Item	Estimated Cost (\$)
Phase 1	
Compilation and modeling	50,000
Soil sampling and prospecting	50,000
Diamond drilling	200,000
Contingency (10%)	30,000
Total	330,000

Note:

(1) See "Description of the Business of the Resulting Issuer – Mineral Properties" herein.

A summary of the estimated annual general and administrative costs for the twelve months immediately following the listing of the Common Shares on the Exchange is as follows:

Item	Amount (\$)
Professional fees (legal, accounting, tax)	120,000
Consulting fees (management and administration)	500,000
Corporate and shareholder communications	45,000
Rent	60,000
Office (supplies, services, travel)	80,000
Marketing and promotion	120,000
Transfer agent and regulatory fees	75,000
Total	1,000,000

Management's intention is to proceed with the recommended exploration at the Baker Project. It is possible, however, that some portion of the Resulting Issuer's available funds allocated for such work programs will be devoted to other acquisition, development or exploration opportunities identified by the Resulting Issuer from time to time. Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Resulting Issuer. Accordingly, the Resulting Issuer may abandon in whole or in part any of its property interests or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Resulting Issuer, although the Resulting Issuer has no present plans in this respect.

Mineral Properties

A. Overview

The B.C. Properties consist of the following early to advanced stage projects:

- the past-producing Baker Gold/Silver Project; the Shasta Mine and Baker mill infrastructure and equipment; the Chappelle (Baker and Multinational Mines) Property; the Mets Lease and the Bot Property, located in the Toadoggone region of British Columbia; and
- the Tulox Property, the WCGG Properties, and the Spences Bridge Regional Program, located in south-central British Columbia.

A brief summary of these projects is set out below and more detailed information about the Baker Project is provided in part B below.

The Toadoggone Projects

Baker and Multinational Mines

The Baker Project is located in the Toadoggone region of the Omineca Mining Division, 430 km northwest of Prince George, British Columbia. The Baker Project is situated 35 km northwest of the former Kemess South open pit gold-copper mine and consists of 52 mineral claims, and two mining leases covering 6,551 hectares of land that encompass the past-producing Dupont-Baker 'A' and Multinational 'B' underground gold-silver mines and the past-producing Shasta open pit/underground gold-silver mine, and the Baker mill and tailings storage facility.

Shasta Mine and Baker Infrastructure and Equipment

The Shasta Mine is located 9 km east from Sable's processing and camp facilities. Production began in 1989 and had been operated by Sable intermittently until 2012 when the mine was put on care-and-maintenance. Historical production from the Shasta mine primarily occurred during the periods 1989-1991 (JM and D zones), and 2008-2012 (Creek zone). The mine production was processed at Sable's Baker mill, commonly at rates of

200-250 ton/day, where gold and silver dore was produced for sale. There are two Production Leases, one at the Chappelle Property (P.L. No. 13, Lot 1048) and one at Shasta Mine (P.L. No. 48). Permitted tailings and waste facilities are used.

Chappelle (Baker and Multinational Mines) Property

The Chappelle ground covers the historically mined Dupont/Baker 'A' vein mine, and the Multinational 'B' vein mines. The Baker Mine (referred to as the Dupont/Baker 'A' deposit) was operated by Dupont Canada during the period 1981–1983 as an underground and open pit gold - silver mine. The Dupont operation included a 90 tons per day whole ore cyanidation plant using the Merrill-Crowe process. Historical production from the Dupont/Baker miner totalled 81,878 tonnes producing 1,283,973 grams (41,285 ounces) gold, 23,812,572 grams (765,677 ounces) silver and 13,076 kilograms copper. Sable acquired the Baker site including the processing facility in 1989 and subsequently modified it to a flotation circuit with optional concentrate cyanidation.

Mets Lease

The Mets Lease is located approximately 20 km north of the Baker and Multinational Mines. The mining lease covers 2 km² and is subject to a 1% NSR which can be purchased at any time for Canadian \$500,000. Historical work performed on the property dating back to the discovery of mineralization in the mid 1980's consisted of 8,784m of diamond drilling, geological and geochemical surveys.

Bot Property

The Bot Property consists of 3,273 ha of mineral tenure in the Toodoggone district and is located approximately 35 km north of Sable's Baker milling facilities in northern British Columbia. Previous work completed in 2004 and 2006 outlined significant mineralization on the property.

South-central B.C. Projects

Tulox Property

The Tulox Project is located in south-central British Columbia and consists of 18 contiguous mineral claims that encompass an area of 14,753.4 hectares. Mineralisation occurs along the contact of the intrusive and is interpreted to be of Intrusion Related type (IRGS). A robust soil anomaly defined by numerous multi-line, multi-station values above 80ppb is coincident with the contact of 2 felsic intrusive bodies, distinguished by differing Thorium-Potassium gamma ray spectrometer signatures.

WCGG Properties

The WCGG Properties consist of early stage exploration projects in southern and central British Columbia (Tulameen South, New Bluejay and Sauchi Creek Projects). The projects were staked directly by WCGG based upon ongoing review of the B.C. MINFILE, ARIS, geological, geophysical and land tenure database. Each of the properties contains composite mineral occurrence and geochemical-geophysical anomalies that support potential for the properties to host exploitable mineral resources.

Spences Bridge Regional Program

The Spences Bridge Regional Program consists of a 189,197-hectare land packaging of the Spences Bridge Gold Belt in southern British Columbia. A strategic alliance was formed by Sable with Westhaven Ventures Inc. ("**Westhaven**"), which owns the Shovelnose Project contiguous to Sable's claims. Under the strategic alliance, Sable entered into an agreement whereby any ground staked by Sable within 5 km of Westhaven's existing projects will be subject to a 2.5% NSR. Additionally, under that agreement, Westhaven has a 30 day right of first refusal for a three-year period for any properties within the same 5 km radius.

B. The Baker Project

Technical Report

Adrian Smith, P.Geo., was retained by the Company to prepare an independent technical report (the “**Technical Report**”) within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, adopted by the Canadian Securities Administrators (“**NI 43-101**”) for the Baker Gold Project (the “**Baker Project**” or the “**Project**”) located in the Omineca Mining Division, in the Toodoggone region of north-central British Columbia, Canada. The Project is currently 100% owned by Sable, subject to a 0.5% NSR on certain claims of the Baker Project, including the Shasta mining lease, and the 1% NSR retained by Sable under the Purchase Agreement.

The following summary has been prepared with the consent of Mr. Adrian Smith and, in many cases, is a direct extract from the Technical Report.

The Technical Report has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review on SEDAR. A copy of the Technical Report may be inspected during normal business hours at the offices of Irwin Lowy LLP, solicitors for the Company, located at 365 Bay Street, Suite 400, Toronto, Ontario, during ordinary business hours for a period of 30 days after the date of this Management Information Circular.

Summary

The Baker Project will be the material property of the Resulting Issuer, as summarized below and in the Technical Report.

The Baker Project is located in the Toodoggone region of the Omineca Mining Division, 430 km northwest of Prince George, British Columbia. The Property is situated 35 km northwest of the past-producing Kemess South open pit copper-gold mine (“**Kemess South**”). The Baker Project consists of 52 mineral claims, and two mining leases. Prior to the completion of the Transaction, the Baker Project was owned by Sable. In accordance with the Purchase Agreement Sable sold the Baker Project to Sable, which is now currently 100%-owned by Sable, subject to a 0.5% NSR on certain claims and a 1% NSR to be retained by Sable following the completion of the Transaction. The claims cover 6,551 hectares of land that encompass the Baker Project which includes the past-producing Dupont-Baker ‘A’ and Multinational ‘B’ underground gold-silver mine, and the past-producing Shasta open pit/underground gold-silver mine, as well as multiple gold, silver, and copper showings. Access to the project is provided by a series of branching gravel roads, including the Finlay Forest Service Road that begins south of the town of Mackenzie, then connects to the Omineca Resource Access Road (“**ORAR**”). The ORAR continues beyond the end of the Kemess South mine access road, past the Sturdee River gravel airstrip located 10 km south, to the Project. Road access is currently seasonal and the driving time to the property from Prince George is nine hours.

Location

The Baker Project is located approximately 450 km north-northwest of Prince George in the Omineca Mining Division of north-central B.C. The Project is situated 45 km northwest of Kemess South. It is centered at Latitude 57.285° N and Longitude 127.111° W or, in NAD 83 (Zone 9) UTM co-ordinates, 6350723 N and 613892 E, and covers parts of two BCGS mapsheets: 094E.025 and 094E.026.

Description

The Baker Project consists of 52 contiguous British Columbia Mineral Titles Online (MTO) claims, and two British Columbia Mineral Titles Online (MTO) mining leases 100%-owned by Sable and shown in Fig 4-2. The mineral claims are in good standing until October 30, 2022. The mining leases are 40-year term leases, due for renewal on June 13, 2020 and September 10, 2021 for the past producing Shasta and Baker mines respectively, with lease payments due annually.

The claims cover 6,551 hectares of land that encompass the Baker project which includes former Dupont-Baker ‘A’ and Multinational ‘B’ underground gold-silver mine, and the former Shasta open pit/underground gold-silver mine, as well as multiple gold, silver, and copper MINFILE occurrences.

Historically, the “Chappelle Group” claims encompass the past producing Dupont/Baker ‘A’ and Multinational ‘B’ and covers an extensive zone of pyrite enriched, gossanous alteration extending from the Black Gossan MINFILE showing in the center of the current property to the Western edge.

Surface Rights

Sable owns surface rights under Mining Leases No 243251 and 243454 as well as the lease to the surface rights associated with the Baker Mill and infrastructure in the Cassiar Land District. No other surface rights on the Project are held by Sable or by any other parties. For Sable to produce from mineral tenure not covered by the current mining lease, Sable, and/or other parties (whether future optionors, joint venture partners, or purchasers) will be required to obtain all necessary surface rights by way of filing an application for mining leases for the construction and operation of a mine on the Project. A complete land title review of surface ownership has not been conducted at this time, but Sable is aware that the mineral claims comprising the Project consist of Crown Land for which surface access and rights of use for mineral development can be obtained.

First Nations Communications

Maintaining good relations with the local First Nations people will have to continue to be a high priority to ensure success in any future development within the Project area.

Permitting, Environmental Liabilities and Other Issues

To date, no permits have been issued to Sable to conduct the work proposed in the exploration program described in Section 2 of the Technical Report. Following the Closing of the Transaction, the Resulting Issuer will have to apply for a permit amendment under existing exploration permit MX-13-58, detailing proposed works on Sable’s mineral tenures. Sable also holds a Mines Act permit M-189, which is currently closed, and the following the Closing of the Transaction, the Resulting Issuer will need to make application to conduct any physical works within the permit boundary. Mr. Smith stated in the Technical Report that he does not anticipate that the Resulting Issuer will encounter any problems obtaining the required permits based on the historical exploration conducted on the subject and surrounding properties. However, he indicated that sufficient lead time should be given to allow government agencies to process permit applications well in advance of the start-up date for planned work. Regarding reclamation bonding, additional bonding will likely be required to be posted to cover reclamation of the proposed exploration activities.

Significant liabilities exist on the Project lands in the form of historic mine construction and development infrastructure, tailings dam(s), waste dump site, a mill site, a camp site, and other mining related infrastructure, disturbance, and equipment located on the property. The most recent monetary assessment of the liability on the Project was made in the 2017 Annual Reclamation Report commissioned by Sable which proposed total site closure costs of \$311,266. A five-year closure and reclamation plan is due to be prepared. Prior to recommencement of mining activities on the Project lands, in the event that the Resulting Issuer is able to successfully identify additional mineral resources on the property, the Resulting Issuer would have to post a bond at least equivalent to that amount previously assessed in addition to any amount determined by future reclamation and closure assessments made by the Chief Inspector of Mines.

History

Kenneco Explorations (Western) Limited (“**Kenneco**”) staked the Chappelle claims in 1969. Conwest Exploration Ltd. optioned the property in 1973 from Kenneco and constructed an airstrip at Blake Lake and a road to the property prior to dropping the option in 1974. DuPont of Canada Exploration Limited (“**Dupont**”) acquired the property in 1974 and in 1979 the decision to put the property into production Dupont/Baker mine was made. Multinational Mining Inc. acquired the mineral rights from Dupont in 1985. Sable acquired the Dupont/Baker mill infrastructure in 1989 from Dupont to process material from the Shasta mine, and subsequently acquired Multinational Mining Inc. and their claims.

The original Shasta group of claims were staked in 1972 by Shasta Mines and Oil Ltd., who later changed its name to International Shasta Resources Ltd. In 1978, the property was optioned by Asarco Ltd. But due to poor results from resampling of old trenches, the option was terminated. Newmont Exploration Canada Ltd. Optioned the property in 1983 and during the next two years staked additional claims. Esso Minerals Canada Ltd. (“**Esso**”) optioned the property in 1987 and carried out two seasons of exploration. Homestake Mining (Canada) Ltd.

(“**Homestake**”) purchased Esso’s interest in the Shasta property in the spring of 1989, and continued exploration during the summer of 1989. In 1989 International Shasta Resources Ltd. and Sable completed a mining and assignment agreement whereby Sable would mine 100,000 tonnes and process it at the Baker mill in which Sable had acquired the rights. In 1990, Homestake continued to work the property, but following the summer exploration program Homestake dropped its option, and Sable acquired the Shasta property from International Shasta.

Historic Drilling

On the Chappelle group of claims, gold-silver mineralization, the historic drilling information was gathered from several sources including: (i) descriptions for all MINFILE occurrences which fall within the current claims boundary of the Project; (ii) selected B.C. Ministry of Energy and Mines assessment reports; (iii) available information sheets for B.C. Mineral Exploration Annual Reviews; and, (iv) a 2016 compilation of past drilling, prepared by Sable, consisting of: Dupont Exploration Canada Ltd drill logs dated between 1973 and 1983; Multinational Mining Inc. Exploration reports 1986 through 1988; Esso Minerals, Newmont and Homestake Mining (Canada) Ltd exploration reports 1983 through 1991; and Sable’s assessment reports for the years 1994, 1997, 1998, 2000, 2004, 2006, and 2010. The total number of drill holes and the total metres given below are approximate estimates only, based upon the various historic drill data that the author was able to compile. They are presented in this section of the Technical Report so that the reader can appreciate the overall scope of historic surface and underground diamond drilling on the past-producing Dupont/Baker ‘A’, Multinational ‘B’ and Shasta mines, and surrounding prospects.

Since Sable consolidated the properties and acquired the mill in 1989, the focus of activity on the property was primarily mining-related, with limited exploration programs conducted. Exploration over Sable’s history on the project consisted of infill diamond drilling at Shasta on the Creek zone which were conducted prior to reactivating underground mining on the Creek zone in late 2007.

Chappelle Group			
Period	Meters	# Holes	Description
1974-1984	12381	159	Dupont/Baker “A” vein
1986-1988	11935	104	Multinational “B” vein
1997-2004	3312	52	Sable drilling - peripheral targets
Subtotal	27628	315	
Shasta Group			
Period	Meters	# Holes	Description
1983-1991	18886	170	Esso, Newmont and Homestake drilling - all zones
1994-2010	9052	122	Sable drilling - primarily Creek zone
Subtotal	27938	292	
Total	55566	607	

Historical Mineral Resource Estimate

A historical mineral ‘reserve’ estimate was completed for the Shasta mine prior to mining activities for Homestake. The reported preliminary historic ‘reserve’ estimate prior to mining for three zones at the Shasta deposit is reported by Holbek in the Homestake Canada Ltd. annual exploration report.

All mineral ‘reserve’ and ‘resource’ estimates by previous operators were completed before the coming into force of NI 43-101 Standards of Disclosure for Mineral Projects. They use categories other than those stipulated for current use. Using today’s mineral resource and mineral reserve classification as adopted by CIM Council on May 10, 2014 and incorporated, by reference, into National Instrument 43-101, many, if not all of these historical mineral ‘reserve’ estimates might now be considered mineral resource estimates.

JM Zone

Cutoff (g/t Aueq)	Au g/t	Ag g/t	Aueq (g/t)	Tonnes
2.0	2.78	139.9	4.78	724,128
3.0	3.15	164.7	5.50	554,929
5.0	5.43	268.9	9.27	181,707

Creek Zone

Cutoff (g/t Aueq)	Au g/t	Ag g/t	Aueq (g/t)	Tonnes
2.0	2.89	124.5	4.67	878,958
3.0	3.42	145.3	5.50	635,097
5.0	5.40	211.7	8.42	289,508

Rainier Zone

Cutoff (g/t Aueq)	Au g/t	Ag g/t	Aueq (g/t)	Tonnes
2.0	3.94	82.5	5.12	65,779
3.0	5.91	85.7	7.14	36,495
5.0	6.53	57.9	7.36	23,361

Total

Cutoff (g/t Aueq)	Au g/t	Ag g/t	Aueq (g/t)	Tonnes
2.0	2.88	129.5	4.74	1,668,865
3.0	3.37	152.3	5.55	1,226,521
5.0	5.46	225.5	8.68	494,576

Recent Work

Recent work on the Baker project includes a geochemical survey in 2015 and mapping in 2016 centred around the gossanous alteration system present over the historic Baker mine site. In 2017, a more extensive exploration program was undertaken by RL which included a property wide stream geochemistry and a 982-line-km ZTEM airborne geophysical survey, in addition to a 10-line km IP survey over the historic Baker mine and a limited 5-hole, 1811.86-metre diamond drill program. The geochemical and geophysical work is detailed in section 9.2 of the Technical Report.

Exploration Model

The primary exploration targets on the Baker Project are structurally-controlled veins, stockworks or breccia-style low-to-intermediate sulphidation epithermal gold-silver deposit similar to the deposits that have seen past production on the property.

A secondary, but no less important target type is a bulk-tonnage porphyry style of mineralisation associated with the large gossanous pyrite alteration zone covering much of the Chappelle claims. The demonstrated genetic link of the Dupont/Baker 'A' and Multinational 'B' veins to porphyry fluids, and the broad alteration zone of Chlorite-Epidote-Pyrite to Quartz-Sericite-Chlorite-Pyrite consistent with alteration seen at the nearby Kemess underground deposit and general Porphyry alteration models, suggest a buried porphyry deposit may be present on the property.

The depth potential of the Dupont/Baker 'A' and Multinational 'B' veins, as well as the peripheral veins, remains under-tested. The lowest holes on both previously mined zones have significant intercepts in holes 74-16 intersecting 1.2 metres at 0.58/0.24 oz/short ton Au/Ag, and M87-24 intersecting 1.83 metres at 0.091/0.06 oz/short ton Au/Ag respectively. The genetic model of intermediate sulphidation veins does not depend on a boiling zone relative to the paleosurface such as in low-sulphidation veins, and as such, the potential vertical extent of mineralization can reach up to 1 km.

Interpretation and Conclusions

The following paragraphs set out the interpretations and conclusions of the author of the Technical Report.

The Baker Project brings together the historic Chappelle group of claims which includes past-producing Dupont/Baker 'A' and Multinational 'B' deposits, and the past producing Shasta mine and group of claims. The two claim groups had the majority of their exploration work completed while they were owned by separate companies before Sable consolidated the land package. This large prospective land holding along with the Baker mill and leases, under one company's ownership, presents a unique opportunity for the Resulting Issuer to carry out further exploration on a 'camp' scale.

There remains excellent potential on the Project for the discovery of additional epithermal deposits like those that have been discovered and explored to date. In addition, there exists the possibility for the discovery of a near-surface or buried 'bulk tonnage' deposit which may offer an advantage to "scale" the economics should this type of discovery and development occur.

The Dupont/Baker 'A' and Multinational 'B' veins may persist along strike and to depth, based on historical drill results.

Veins containing anomalous precious metal values occurring near the Dupont/Baker 'A' and Multinational 'B' veins (West Chappelle vein, 'C' vein, North quartz zone etc.) may have higher-grade gold-silver values similar to those previously mined in the area and require further investigation to determine if a higher-grade horizon exists.

Shasta style mineralization remains open along strike, at depth, and in other proximal vein sets based on historic diamond drill holes.

Historic underground development infrastructure remains at the Shasta mine. Should ongoing exploration discover additional resources near the existing development, any further underground development, underground drilling, or mining, would have considerably lower pre-production development costs. Furthermore, despite the liabilities, other existing surface infrastructure could facilitate future development on the Project.

The Baker Project is not directly encumbered by any provincial or national parks, or other protected areas.

Adequate QA/QC was not completed on historical diamond drilling programs for the results to be relied upon. However, historic metallurgical studies and recoveries of the gold-silver ore mined and milled during the operating history of the Baker mill are considered good and indicate that any future ores mined within the Project area, at least those that may be sourced from epithermal deposits similar to those mined in the past, should present no significant problems in terms of acceptable rates of metals recovery.

CAPITALIZATION

Capitalization of the Company and the Resulting Issuer

The following table sets forth the capitalization of the Company, as of the date of this Management Information Circular and the Resulting Issuer, assuming the Closing of the Transaction:

Designation of Security		Amount Outstanding as of the date of this Management Information Circular ⁽¹⁾	Amount Outstanding Immediately following Closing of the Transaction ⁽²⁾	
			Minimum Offering	Maximum Offering
Common Shares	Unlimited ⁽²⁾	92,450,238	60,612,560	63,112,560
Options	Not Applicable	2,525,000	631,250	631,250
Warrants	Not Applicable	Nil	7,500,000	10,000,000

Notes:

- (1) This figure represents the total number of the designated security issued and outstanding as at the date of this Management Information Circular on a non-diluted and pre-Consolidation basis.

- (2) This figure represents the approximate total number of the designated security that will be issued and outstanding upon Closing, assuming the completion of the Consolidation; issuance of the Consideration Shares; and the completion of the Private Placement for the minimum amount and the maximum amount of gross proceeds, and after giving effect to the conversion of the Subscription Receipts into Common Shares and Warrants.
- (3) The Company is authorized to issue an unlimited number of common shares, without par value.

Stock Option Plan

The shareholders of the Company approved the Company's existing stock option plan, the 2018 Plan, at the 2018 Meeting. The terms of the 2018 Plan are set out in the Company's management information circular mailed to the Company Shareholders in respect of the 2018 Meeting. At the Meeting, shareholders will be asked to approve the Stock Option Plan Resolution to approve the 2019 Stock Option Plan, the key terms of which are described above. Upon such approval, the 2019 Stock Option Plan will replace the 2018 Plan and no further grants of stock options will be made under the 2018 Plan.

Restricted Share Units

On May 24, 2017, the Board adopted a restricted share unit plan (the "2017 RSU Plan"). The 2017 RSU Plan was approved by shareholders at the annual and special meeting of shareholders held on June 26, 2017. The terms of the 2017 RSU Plan are set out in the Company's management information circular mailed to the Company Shareholders in respect of the 2017 Meeting. At the Meeting, shareholders will be asked to approve the Restricted Stock Unit Resolution to approve the 2019 RSU Plan, the key terms of which are described above. Upon such approval, the 2019 RSU Plan will replace the 2017 RSU Plan and no further grants of RSUs will be made under the 2017 RSU Plan.

Ownership of Securities of the Resulting Issuer

To the knowledge of the directors and officers of the Company, other than as set out below, there are no persons or companies that, at the time of Closing, will beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to the Common Shares.

Name	Number of Common Shares	Percentage of Voting Rights
Sable Resources Ltd. ¹	30,000,000	45.7%

Note:

- (1) As contemplated at section 12.6 of the Purchase Agreement, Sable agreed that the majority of the 30,000,000 Consideration Shares shall be distributed to the shareholders of Sable as a return of paid-up capital. The percentage of voting rights is calculated on a post-Consolidation basis, and assuming the issuance of 30,000,000 post-Consolidation Common Shares pursuant to the Purchase Agreement, and assuming the issue of 12,500,000 post-Consolidation Common Shares in connection with the Private Placement, as defined herein.

RISK FACTORS

There are a number of risks and uncertainties that may have a material and adverse impact on the future operating and financial performance of the Company and could cause the Company's proposed plans, prospects, strategies, events, operating and financial performance and results to differ materially from the estimates described in forward-looking statements and forward-looking information in this Management Information Circular related to the Company. These include widespread risks associated with any form of business and specific risks associated with the Company's business and its involvement in the early-stage exploration and development industry. An investment in the Common Shares, as well as the Company's prospects, is highly speculative due to the high-risk nature of its business and the early stage of its exploration and development activities, as well as due to the limited assets and cash resources of the Company. Shareholders of the Company may lose their entire investment. The risks described below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's proposed plans, prospects, strategies, events, business, operations, financial performance and results. If any of the following risks actually occur, the Company's plans, strategies, events, business, financial performance and condition, results and prospects could be adversely affected.

Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. The Company's planned operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, precious metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. The financing, exploration, development and mining of any of the Company's exploration properties is furthermore subject to a number of macroeconomic, legal and social factors, including the price of gold, silver and copper, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable adequate machinery, equipment or labour and obtaining necessary services in jurisdictions in which the Company plans to operate. Unfavourable changes to these and other factors have the potential to negatively affect the Company's proposed business, plans, prospects, strategies, financial performance and condition and results.

The exploration for and development of mineral deposits is a speculative venture involving significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate or even mitigate. While the discovery of a commercially viable ore body may result in an increase in value for shareholders, few mineral properties which are explored are ultimately developed into producing mines. At present, none of the Company's properties have a known body of bankable commercial ore and the proposed exploration programs are exploratory. There is no certainty that the expenditures made by the Company towards the exploration and evaluation of mineral deposits on any properties will result in discoveries or production of commercial quantities of gold or other minerals.

Substantial expenditures may be required to locate, evaluate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing will be required. It is impossible to ensure that the Company will be able to secure the necessary financing needed to pursue the exploration or development activities planned by the Company or that its activities will result in an economically viable or profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should or could be brought into production will depend on the results of exploration programs and/or geological and other studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade, metallurgical characteristics, and proximity to infrastructure; (ii) mineral prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection; (iv) available working capital and ongoing costs of exploration and development; (v) availability, terms and cost of additional funding; and (vi) local community and landowner opposition to access mineral rights. The exact effect of these factors cannot be accurately predicted, but one or any combination of these factors may result in the Company not being able to pursue its business plans or strategy or its shareholders not receiving an adequate return on invested capital.

Early Stage Status and Nature of Exploration

The terms "Resource(s)" or "Reserve(s)" cannot be used to describe any of exploration properties proposed to be acquired by the Company due to the early stage of exploration at this time. Any reference to potential quantities and/or grade is conceptual in nature, as there has been insufficient exploration to define any mineral resource and it is uncertain if further exploration will result in the determination of any mineral resource. Any information, including quantities and/or grade, described in this Management Information Circular should not be interpreted as assurances of a potential resource or reserve, or of potential future mine life or of the viability or profitability of future operations.

Few properties that are explored are ultimately developed into producing mines. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

The economics of exploring and developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of mining and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable

production, importing and exporting of minerals and environmental protection. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current planned exploration and development programs of the Company will result in economically viable or profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

No assurance can be given that any particular level of recovery of minerals will be realized or that any potential quantities and/or grade will ever qualify as a resource, or that any such mineral resource will ever qualify as a commercially viable (or mineable) deposit which can be legally and economically exploited. Where expenditures on a property have not led to the discovery of mineral reserves, incurred expenditures will generally not be recoverable.

Additional Capital

The Company plans to focus on evaluating the properties proposed to be acquired by it and exploring for minerals and will use its working capital to carry out such activities. However, the exploration and development of the exploration properties proposed to be acquired by the Company is expected to require substantial additional financing. The ability of the Company to arrange such additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business and performance of the Company. Failure to obtain additional financing could result in delaying or indefinite postponement of exploration, development or production on any or all of the exploration properties proposed to be acquired by the Company or a loss of a property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. If additional financing is raised by the Company through the issuance of securities from treasury, control of the Company may change and security holders may suffer potentially significant dilution.

Joint Ventures and Subsidiaries

The Company may, in the future, operate some of its activities and properties through joint ventures, subsidiaries, earn-ins or similar arrangements in order to fully exploit the exploration and production potential of its exploration assets. There can be no assurance that the Company will be able to identify and successfully negotiate joint venture or similar arrangements with third parties on terms that are favourable to the Company, or at all. The Company may, in the future, be unable to meet its share of costs incurred under such arrangements and may have its property interests subject to such arrangements reduced as a result or even face termination of such arrangements.

The Company is also subject to the typical risks associated with joint ventures and similar arrangements, including disagreement on how to develop, operate or finance the properties and activities and contractual and legal remedies of the Company's partners in the event of such disagreements. In addition, any limitation on the transfer of cash or other assets between the Company and such entities, or among such entities, could restrict the Company's ability to fund its activities efficiently. Any such limitations or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's business, plans, prospects, value and stock price.

No History of Operations

The Company proposes to become an early-stage exploration and development company and has no history of exploration, development, mining or refining mineral products. As such, the Company is and will be subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

No History of Earnings

The Company has not yet commenced operations in the mineral resource sector and therefore has no history of earnings or of a return on investment in this sector, and there is no assurance that any of its property interests or other assets will be economically viable or will be advanced to generate earnings, operate profitably or provide a return on investment in the future. No operating revenues are anticipated until one of the Company's projects comes into production, which may or may not occur. The Company will continue to experience losses unless and until it can successfully develop and begin profitable commercial production at one of the properties proposed to be acquired. There can be no assurance that the Company will be able to do so.

No History of Profitability

The Company proposes to become an early exploration and development stage company with no history of revenues or profitability in the mineral resource sector. There can be no assurance that the activities of the Company will be economically viable or profitable in the future. The Company will require additional financing to further explore, develop, acquire, and achieve commercial production on its future property interests and, if financing is unavailable for any reason, the Company may become unable to acquire and retain its property interests and carry out its business plan.

Absence of Public Trading Market

Currently there is no public market for the Common Shares, and there can be no assurance that an active market for the Common Shares will develop or be sustained. If an active public market for the Common Shares does not develop, the liquidity of an investor's investment may be limited and the share price may decline below an investor's initial purchase price.

Industry and Economic Factors Affecting the Company

The Company proposes to become a junior resource company focused primarily on the evaluation, exploration and development of mineral properties and potential acquisition of mineral properties in the future. The Company's future performance is largely tied to the financial markets related to junior resource companies, which is often cyclical. The Company will continuously monitor several economic factors including the uncertainty regarding the price of gold, silver and copper and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to its ability to raise additional financing needed to fund its ongoing exploration and operating activities and to pursue the exploration and the development of its mineral property interests and the overall financial markets. Financial markets in the mining sector are likely to continue to be volatile reflecting ongoing concerns about the global economy, and the general pessimistic outlook in the mining sector. Companies worldwide have been affected negatively by these trends. As a result, the Company may have difficulties raising equity financing needed for the purposes of mineral exploration and development, particularly without excessively diluting the interests of its current shareholders. With continued market volatility expected, the Company's current strategy is to continue a modest exploration program on any properties proposed to be acquired using existing cash and funds generated through equity financings if and when available and to seek out other prospective business opportunities, including entering into option arrangements and/or joint ventures. The Company believes that this focused strategy will enable it to pursue its business strategy and plans in the near term. These trends may limit the Company's ability to develop and/or further explore the properties proposed to be acquired, and/or acquire other property interests that could be acquired in the future. Management will monitor economic conditions and estimate their impact on the Company's plans, strategies and activities and incorporate these estimates in short-term operating and longer-term strategic decisions.

Reliance on a Limited Number of Properties

The only property interests of the Company will initially be its interests in the B.C. Properties. As a result, unless the Company acquires additional property interests, any adverse developments affecting any one of these properties would likely have an adverse effect upon the Company and would adversely affect the potential mineral resource development, profitability, financial performance and condition and results of the Company and its strategies and plans. While the Company may seek to acquire additional mineral properties that are consistent with its business objectives, there can be no assurance that the Company will be able to identify suitable

additional mineral properties or, if it does identify suitable properties, that it will have sufficient financial resources to acquire such properties or that such properties will be available on terms acceptable to the Company or at all.

Commodity Prices

The price of the Company's securities, its financial condition and results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious and base metals and, in particular, the price of gold and silver. Base and precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of base and precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, and international political and economic trends, conditions and events. If these or other factors continue to adversely affect the price of base and precious metals, the market price of the Company's securities may decline. A severe decline in the price of a mineral being explored or produced or expected to be explored or produced by the Company would have a material adverse effect on the Company, and could result in the suspension of exploration or development of properties by the Company.

Insurance and Uninsured Risks

The Company's planned business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment, natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, personal injury or death, environmental damage to the exploration properties proposed to be acquired by the Company or the properties of others, delays in the ability to undertake exploration, monetary losses and possible legal liability.

The Company does not currently maintain insurance in respect of such risks. Although the Company may in the future maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, such insurance even if obtained will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to obtain and maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development and production is not generally available to the Company or to other companies in the resource industry on acceptable terms. The Company might also be subject to liability for pollution or other hazards which it may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its business, plans, prospects, financial performance and condition and results. The payment of such liabilities could reduce or eliminate the Company's available funds or could exceed the funds available to the Company to pay such liabilities and result in bankruptcy.

Environmental Risks and Hazards

The mining and mineral processing industries are subject to extensive environmental regulation for the protection of the environment. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. These regulations may adversely affect the Company or require it to expend significant funds. There is also a risk that environmental and other laws and regulations may become more onerous, making it costlier for the Company to remain in compliance with such laws and regulations.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's planned operations. Environmental hazards may exist on the properties on which the Company may acquire interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties or by current or previous surface rights owners.

The Company cannot give any assurances that breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially and adversely affect its business, plans and financial condition. There is no assurance that any future changes to environmental regulation, if any, will not adversely affect the Company.

Significant liabilities exist on the Project lands in the form of historic mine construction and development infrastructure, tailings dam(s), waste dump site, a mill site, a camp site, and other mining related infrastructure, disturbance, and equipment located on the property. The Company cannot guarantee that its estimation of the amount of these liabilities is accurate. The cost of addressing existing liabilities may be significantly higher than as currently estimated by the Company.

Permitting

The Company's current and anticipated future activities will require approvals and permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, exploration, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all such necessary approvals and permits for the existing activities or additional approvals or permits for any possible future changes to operations. Prior to any development on any of the properties proposed to be acquired by it, the Company must receive permits from appropriate governmental authorities. There can be no assurance that the Company will obtain or continue to hold all permits necessary to develop or continue its activities at any particular property. Delays in obtaining or a failure to obtain any licenses or permits or extensions thereto, challenges to the issuance of such licences or permits, whether successful or unsuccessful, changes to the terms of such licences or permits or a failure to comply with the terms of any such licences or permits that the Company has obtained, could have a material adverse effect on the Company by delaying or preventing or making more expensive exploration and/or development.

Title to Mining Concessions

The acquisition of the right to explore and/or exploit mineral properties is a detailed and time-consuming process. Although the Company has either obtained title opinions or reviewed title for the properties proposed to be acquired by it, there is no guarantee that title to such property interests will not be challenged or impugned. The Company's mineral properties may be subject to prior registered or unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects and land claims. A successful challenge to the validity of, or the precise area and location of, these claims could result in the Company being unable to operate on the properties proposed to be acquired by it as permitted or being unable to enforce its rights with respect to the properties proposed to be acquired.

Further, in order to maintain the mining concessions, the Company must make certain payments under its option agreements or risk forfeiture of the mining concessions and any such expenditure made to such time. In light of the Company's cash resources and, in the absence of the Company obtaining additional sources of funding, it is possible that the Company may not be able to continue to commit the required minimum exploration expenditures required for the properties proposed to be acquired by it beyond the near-term.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, and government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's business, plans, prospects, financial condition and results. Significant liabilities exist on the Project lands in the form of historic mine construction and development infrastructure, tailings dam(s), waste dump site, a mill site, a camp site, and other mining related infrastructure, disturbance, and equipment located on the property. The Company cannot guarantee that its estimation of the amount of these liabilities is accurate. The cost of addressing existing liabilities may be significantly higher than as currently estimated by the Company.

Competition

The resource and mining exploration industry is intensely competitive in all of its phases. As a result of this competition, some of which is with significantly larger, established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to continue to explore and develop its existing properties, or to acquire additional mineral properties in the future. The Company may also encounter increasing competition from other resource and mining companies, many of which are significantly larger with significantly greater resources, in its efforts to hire experienced mining professionals.

Government Regulation

The mineral exploration activities (as well as the potential for eventual mining, processing and development activities) of the Company will be subject to extensive laws and regulations governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, waste disposal, water use, land claims of local people, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

Government approvals, approval of the local population and permits are currently, and may in the future be required in connection with the Company's proposed activities. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing its exploration or development activities or from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties or mining operations may be required to compensate those suffering loss or damage by reason of their activities and may have civil or criminal fines or penalties imposed for violations of applicable laws.

The Company's mineral exploration and development activities may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase royalties payable or the costs related to the Company's activities or maintaining the properties proposed to be acquired by it. Operations may also be affected in varying degrees by government regulations with respect to restrictions on exploration, development, production, price controls, government-imposed royalties, claim fees, export controls, income taxes, and expropriation of property, environmental legislation and mine safety. The effect of these factors cannot be accurately predicted. Although the Company's exploration and development activities are expected to be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development.

Furthermore, any shift in political attitudes, or amendments to current laws and regulations governing activities of exploration, development, mining or milling or more stringent implementation thereof are beyond the control of the Company and could have a substantial adverse impact on the Company.

Influence of Third-Party Stakeholders

Some of the lands in which the Company proposes to acquire an interest, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out its work programs or general business activities, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims or do not consent to the Company carrying on activities on lands subject to their interests or claims, the Company's work programs may be delayed or prevented, even if such claims are not meritorious. Such claims or delays may result in significant financial loss and loss of opportunity for the Company.

The Company may need to enter into negotiations with landowners and other groups in local communities in B.C. in order to conduct further exploration and development work on the properties proposed to be acquired by it. There is no assurance that future discussions and negotiations will result in agreements with landowners and other local community groups in B.C. or if such agreements will be on terms acceptable to the Company so that the Company may continue to conduct exploration and development activities on these properties.

Acquisitions and Integration

From time to time, the Company may examine opportunities to acquire additional exploration and/or mining assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size relative to the size of the Company, may change the nature or scale of the Company's business and activities, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities, if any, depends upon its ability to obtain additional sources of financing, identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate any acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. In the event that the Company chooses to raise debt capital to finance any such acquisitions, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisitions, existing shareholders may suffer significant dilution. There can be no assurance that the Company would be successful in obtaining additional sources of financing or in overcoming these risks or any other problems encountered in connection with such acquisitions.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, plans, operations and prospects.

Dilution

Financing the development of a mineral property through to production, should feasibility studies show it is recommended, would be expensive and the Company would require additional monies to fund development and exploration programs and potential acquisitions. The Company cannot predict the size of future issuances of the Company Common Shares or the issuance of debt instruments or other securities convertible into the Company Common Shares. Likewise, the Company cannot predict the effect, if any, that future issuances and sales of the Company's securities will have on the market and market price of the Common Shares. If the Company raises additional funds by issuing additional equity securities, such financing may substantially dilute the interests of existing shareholders. Sales of substantial numbers of the Company securities, or the availability of such the Company securities for sale, could adversely affect the market, liquidity and any prevailing market prices for the Company's securities.

Dividend Policy

No dividends on the Company Common Shares have been paid by the Company to date. Payment of any future dividends will be at the discretion of the Board after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs. At this time, the Company has no source of cash flow and anticipates using all available cash resources towards its stated business objectives and retaining all earnings, if any, to finance its business activities.

Key Personnel

The Company's development will be dependent on the efforts of key management and potentially other key personnel. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to the future development of the exploration properties proposed to be acquired by the Company, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is highly competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to executive this development, will affect the Company's ability to identify and retain the specific personnel required.

Due to the relatively small size of the Company, the loss of key personnel or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business, activities and

future plans. The Company does anticipate carrying any “key person” life insurance in respect of any of its directors, officers or other employees.

Risk of Litigation

The Company may become involved in disputes with other parties in the future which may result in litigation or other legal proceedings. The results of legal proceedings cannot be predicted with certainty. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the ability of the Company to carry out its business plan.

Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the OBCA and other applicable laws.

AUDITOR

BDO Canada LLP, Chartered Professional Accountants, the auditor of the Company was first appointed as auditor of the Company on November 30, 2017.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com. Financial information is provided in the Company’s unaudited financial statements for the three, six and nine-month periods ending September 30, 2018 and related management’s discussion and analysis and interim financial statements and related management discussion and analysis for the six months ended September 30, 2018, each of which is also available on SEDAR at www.sedar.com. Shareholders may also contact Charlotte May, Corporate Secretary of the Company by e-mail at cmay@eurocontrol.ca to request a copy of these documents.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. However, if other matters which are not known to the management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

APPROVAL

The contents of this Management Information Circular and the sending thereof to the shareholders of the Company have been approved by the directors of the Company.

DATED at Toronto, Ontario this 1st day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Dennis Logan

Dennis Logan
Chairman

SCHEDULE "A"

INFORMATION CONCERNING THE COMPANY

CORPORATE INFORMATION

Eurocontrol Technics Group Inc., the Company, is a company continued under the *Business Corporations Act* (Ontario) and is a reporting issuer in British Columbia and Alberta. The Company's head and registered offices are located at 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1.

The Company was incorporated on June 3, 1987 as "Belwether Resources Ltd." under the *Business Incorporation Act* (British Columbia). On March 20, 1992, the name of the Company was changed to "Eurocontrol Technics Inc.". On October 11, 2006, the Company was continued in the Province of Ontario. On July 19, 2011, the name of the Company was changed to "Eurocontrol Technics Group Inc.". In connection with the completion of the Transaction, the name of the Company will be changed to "Talisker Resources Ltd." by articles of amendment to be filed pursuant to the OBCA.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

Annual and Quarterly Information

Annual Information

The following is a summary of selected financial information for the Company for the periods indicated, which should be read in conjunction with the audited consolidated financial statements of the Company for the years ended December 31, 2017 and 2016 and unaudited financial statements for the three, six and nine-month periods ending September 30, 2018. This summary of financial information should be read together with Section 6 - *Management's Discussion and Analysis* and the relevant financial statements of the Company and notes thereto available on SEDAR.

Selected Statement of Financial Position Data

	September 30, 2018 (unaudited) (\$)	December 31, 2017 (audited) (\$)	December 31, 2016 (audited) (\$)
Current assets	6,145,572	9,747,519	14,100,501
Current liabilities	7,162,476	1,440,117	982,787
Total assets	6,145,572	14,541,868	19,640,603
Total liabilities	1,162,476	1,440,117	1,077,787

Selected Statement of Operations Data

	Three, Six and Nine-Months Ended September 30, 2018 (unaudited) (\$)	Fiscal Year Ended December 31, 2017 (audited) (\$)	Fiscal Year Ended December 31, 2016 (audited) (\$)
Total Revenue	1,761,005	2,701,010	1,664,737
Net income (loss)	(8,416,953)	(5,423,582)	11,533,824
Total comprehensive income (loss)	(8,197,155)	(5,494,615)	11,552,238
Net gain (loss) per share (basic and diluted)	(0.04)	(0.06)	(0.05)

Quarterly Information

The below selected quarterly information summarizes selected financial information for the most recently completed quarterly financial periods ending at the end of the eight most recently completed financial year.

	Q3 Sep-18 \$	Q2 Jun-18 \$	Q1 Mar-18 \$	Q4 Dec-17 \$	Q3 Sep-17 \$	Q2 Jun-17 \$	Q1 Mar-17 \$	Q4 Dec-16
Revenue	492,194	327,969	348,317	940,005	492,194	708,563	560,248	717,253
Cost of sales	(226,716)	(292,544)	(249,581)	(561,220)	(226,716)	(257,596)	(417,107)	(434,521)
Gross profit	265,478	35,425	98,736	378,785	265,478	450,967	143,141	282,732
Expenses	(1,787,992)	(1,833,188)	(2,002,041)	(2,205,397)	(1,787,992)	(1,704,124)	(1,765,930)	(1,487,348)
Other income (expense)	143,522	127,263	131,759	146,139	143,522	265,208	192,571	191,721
Foreign exchange gain (loss)	(16,957)	7,988	20,201	3,117	(16,957)	(20,529)	(6,581)	(4,660)
Income tax recovery	-	-	-	-	-	37,000	58,000	-
Income from discontinued operations	-	(1,697,937)	(1,850,081)	-	-	-	-	-
	(1,661,427)			(2,056,141)	(1,661,427)	(1,422,445)	(1,521,940)	(1,290,967)
Net loss	(1,395,949)	(1,662,512)	(1,751,345)	(1,677,356)	(1,395,949)	(971,478)	(1,378,799)	(1,008,235)
Basic income (loss) per share ⁽¹⁾								
- from continuing operations	(0.02)	(0.02)	(0.02)	0.00	0.00	0.00	0.00	(0.02)
- from discontinued operations	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(0.00)
- net income (loss)	(0.02)	(0.02)	(0.02)	0.00	0.00	0.00	0.00	(0.02)
Total assets at end of period	15,729,379	10,919,534	12,642,331	14,541,868	15,729,379	17,188,484	18,304,747	19,640,603

Dividends

The Company has never declared or paid any dividends since its incorporation and management of the Company does not foresee paying any dividends in the near future, since available funds will be used primarily to conduct exploration activities. Any future payment of dividends will depend on the financing requirements and financial condition of the Company and other factors which the Board, in its sole discretion, may consider appropriate.

Under the OBCA, the Company is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's management's discussion and analysis for the years ending December 31, 2018, 2017 and 2016 and the associated financial statements for the same periods are available on its corporate profile on SEDAR at www.sedar.com and are incorporated by reference herein.

DESCRIPTION OF THE BUSINESS

The Company does not currently have significant operations. Previously, the Company, through its former subsidiaries, was in the business of acquiring, developing and commercializing innovative test and measurement technologies and applications for the energy security/fuel marking, ED-XRF spectroscopy, wafer inspection and quality control metrology and precision agriculture markets.

Additional information concerning the business of the Company, its operations and its assets can be found in the documents filed under the Company's SEDAR profile at www.sedar.com.

Subject to completion of the Transaction, the Company will commence carrying on business as a resource exploration company.

DESCRIPTION OF THE COMPANY'S SECURITIES

Common Shares

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at the date of this Management Information Circular, 92,450,234 Common Shares are issued and outstanding. Each holder of common shares are entitled to receive notice of and to attend all meetings of shareholders of the Company and at all such meetings shall be entitled to one vote in respect of each common share held by such holder. The holders of common shares are entitled to receive dividends if and when declared by the Board. In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of common shares are entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Company.

Convertible Securities

The Company has 2,525,000 stock options issued and outstanding, each entitling the holder thereof to purchase one fully-paid and non-assessable Common Share for the exercise price and until the expiry date set out in the following table:

Exercise price \$	Number of outstanding options	Expiry Date
0.13	375,000	June 30, 2020
0.15	1,450,000	February 19, 2021
0.06	700,000	August 22, 2023
Total	2,525,000	

PRIOR SALES

The following securities of the Company were issued within the last 12 months from the date of this Management Information Circular:

- (a) On August 22, 2018, the Company issued an aggregate of 1,700,000 restricted share units, pursuant to which, on December 3, 2018, the Company issued an aggregate of 1,700,000 pre-Consolidation Common Shares.
- (b) On August 22, 2018, the Company issued options under the 2018 Plan to purchase an aggregate of 700,000 Common Shares.

MARKET FOR SECURITIES

The Common Shares are listed on the TSXV under the symbol "EUO". The Company intends to apply to the CSE to list the Common Shares on the CSE. The completion of the transaction is conditional upon the CSE having conditionally approved the listing of the Common Shares (on a post-Consolidation basis) on the CSE.

STOCK EXCHANGE PRICE

The following table sets out the high and low trading price and volume of trading of the Company's Common Shares on the TSX Venture Exchange during the periods indicated.

Period	High (\$)	Low (\$)	Volume
February 2019	N/A	N/A	N/A
January 2019	0.03	0.02	205,000
December 2018	0.04	0.03	959,003
November 2018	0.04	0.03	1,703,700
October 2018	0.04	0.03	2,330,666
Quarter Ended September 30, 2018	0.05	0.02	9,953,972
Quarter Ended June 30, 2018	0.08	0.02	6,707,330
Quarter Ended March 31, 2018	0.11	0.07	22,377,300
Quarter Ended December 31, 2017	0.08	0.07	7,520,266
Quarter Ended September 30, 2017	0.11	0.09	4,448,375
Quarter Ended June 30, 2017	0.14	0.10	6,606,028

Note:

(1) The shares of the Company were halted on January 25, 2019 at the request of the Company in connection with the announcement of the Transaction.

LEGAL PROCEEDINGS

As of the date hereof, the Company is a party to any legal proceedings and is not currently contemplating any legal proceedings other than as described below. Management of the Company is currently not aware of any legal proceedings contemplated against the Company, which are material to its business.

On June 21, 2018, Yellow Brick Capital Advisers (UK) Limited filed a claim against the Company, its former subsidiary, Cromptal Ltd., and one of its former officers in the Magistrates Court, in Tel Aviv, Israel. The lawsuit alleges that the Company and one of its officers lacked good faith in carrying out and terminating negotiations for a possible sale of the shares of Cromptal Ltd. In its claim, the plaintiff seeks monetary damages of 518,459 New Israeli Shekels (approximately, 185,245 Canadian dollars). The Company's management believes the claim is without merit. A statement of defence and a counter-claim has been filed in the Magistrates Court, in Tel Aviv, Israel.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditor of the Company is BDO Canada LLP, Chartered Professional Accountants, the auditor of the Company was first appointed as auditor of the Company on November 30, 2017.

The transfer agent and registrar of the Company is the TSX Trust Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors and senior management of the Company consider good corporate governance to be central to the effective and efficient operation of the Company.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") requires that if management of an issuer solicits proxies from its securityholders for the purpose of electing directors, certain prescribed disclosure in respect of corporate governance matters be included in its management information circular.

The Exchange also requires listed companies to provide, on an annual basis, the corporate governance disclosure which is prescribed by NI 58-101.

The prescribed corporate governance disclosure for the Company is that contained in Form 58-101F2 – *Corporate Governance Disclosure* ("Form 58-101F2") and is set out on the following pages. National Policy 58-201 – *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board of Directors considers

that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement the corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

Form 58-101F2 – Corporate Governance Disclosure

Board of Directors

The Board of Directors is currently composed of four directors. Form 58-101F2 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 58-101, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. “Material relationship” is defined as a relationship which could, in the view of the board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. Of the proposed nominees, one nominee, Paul Wood, current Interim CEO is considered to be a non-independent director. Mr. Wood is a management director and accordingly is not “independent”. Each of the remaining three proposed directors: Dennis Logan, Christine Macqueen and Kenneth Wawrew are considered by the Board of Directors to be “independent”, within the meaning of N1 58- 101.

The Board has determined that the current constitution of the Board of Directors and, subject to the completion of the Transaction, the proposed election of the Resulting Directors is appropriate for the Company’s current stage of development and planned business following Closing. Each member of the Board has free access to the Company’s external auditors, legal counsel and to any of the Company’s officers.

Directorships

The directors listed below are presently directors of other reporting issuers.

Director	Other Reporting Issuers
Dennis Logan	Magna Terra Minerals Inc.
Paul Wood	BTU Metals Corp., Platform Eight Capital Corp. and Platform 9 Capital Corp.

Participation of Directors in Board Meetings

In the year ended December 31, 2018, eight board meetings and four audit committee meetings were held. The table below outlines attendance by each director nominated for re-election.

Director	Attendance / Number of Board Meetings	Attendance / Number of Audit Committee Meetings	Attendance / Number of Compensation Committee Meetings
Dennis Logan	8 / 8	4 / 4	2 / 2
Christine Macqueen	8 / 8	N/A	N/A
Kenneth Wawrew	8 / 8	4 / 4	2 / 2
Paul Wood	8 / 8	4 / 4	2 / 2

Orientation and Continuing Education

The Board of Directors does not have a formal orientation or education program for its members. The Board of Directors’ continuing education is typically derived from correspondence with the Company’s legal counsel to remain up to date with developments in relevant corporate and securities’ law matters. Additionally, historically, members of the Board of Directors have been nominated who are familiar with the Company and the nature of its business.

Ethical Business Conduct

The Board of Directors has not adopted guidelines or attempted to quantify or stipulate steps to encourage and promote a culture of ethical business conduct, but does promote ethical business conduct through the nomination of directors it considers ethical, through avoiding or minimizing conflicts of interest, and by having a majority of its directors independent of corporate matters.

Nomination and Assessments

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The assessment of the contributions of individual directors has principally been the responsibility of the Board of Directors. Prior to standing for election, new nominees to the Board of Directors are reviewed by the entire Board of Directors.

Compensation

The Board of Directors decides the compensation for the Company's officers, based on industry standards and the Company's financial position. During the year ended December 31, 2018, non-executive directors of the Company were paid a quarterly fee of \$4,500 for their services as directors of the Company and for members of the Special Committee of the Board of Directors, a retainer of \$20,000 for each member, an additional fee of \$5,000 for the Chairman of the Special Committee and \$1,000 for each day in excess of 15 days. Each director, other than Christine Macqueen, was awarded stock options in 2018 as detailed below.

Board Committees

Audit Committee

The Board has formed an audit committee (the "**Audit Committee**") in accordance with the requirements of National Instrument 52-110 – *Audit Committees* and the OBCA. In general, the purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor. The Company has adopted a Charter of the Audit Committee of the Board. Additional details regarding the Audit Committee are set out below. See "Audit Committee Information".

Compensation Committee

In addition to the Audit Committee, the Board has established a compensation committee (the "**Compensation Committee**"). The Compensation Committee is currently comprised of three members, Kenneth Wawrew (Chair), Paul Wood and Dennis Logan. The mandate of the Compensation Committee is to review and make recommendations to the Board in respect of the level of remuneration and other compensation to be paid to the executive officers of the Company. Each member of the Compensation Committee has experience in senior management roles and as directors of public and private companies. The Board as a whole, in consultation with the Compensation Committee, determine the level of compensation in respect of the senior executive officers of the Company.

Assessment of Directors, the Board and Board Committees

Currently the Board of Directors has not implemented a formal process for assessing the performance of the Board of Directors, its committees, or its individual directors. At present, the Board of Directors monitors the adequacy of information provided to directors, the communications between the Board of Directors and management and the strategic direction and processes of the Board of Directors and its Audit Committee, to satisfy itself that the Board of Directors, its Audit Committee and its individual directors are performing effectively.

AUDIT COMMITTEE INFORMATION

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in accordance with the Company's annual meeting. The members of the Audit Committee are "independent" directors and all are financially literate for purposes of NI 52-110.

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as Schedule "B".

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors: Dennis Logan (Chair), Kenneth Wawrew and Paul Wood.

Relevant Education and Experience

Dennis Logan – Mr. Logan is a director of the Company and a Chartered Professional Accountant (CPA, CA). Mr. Logan received both his BA and his MBA from the University of Toronto and received his Chartered Accountant designation in 1996. Dennis Logan is an experienced public company director and officer having served for over 10 years as Chief Financial Officer for a number of TSX Venture Exchange listed companies and close to 15 years in the investment banking community where he held a number of senior management positions including Managing Director, Investment Banking at Desjardins Securities Inc. and Director, Investment Banking at Westwind Partners Inc. and Partner at Loewen Ondaatje McCutcheon Limited. Mr. Logan is an independent director of the Company for the purpose of MI 52-110.

Kenneth Wawrew – Mr. Wawrew is a director of the Company and has over 40 years of experience in high technology industries. Mr. Wawrew is a current director and the former President and CEO of SynergX Technologies Inc., a world leading company involved in glass inspection technologies. NOVACAP acquired control of SynergX in 2012. Prior to joining SynergX, Mr. Wawrew was CEO of Image Processing Systems Inc., a TSX listed company that was named one of the fast growing companies in Canada and was listed by Deloitte & Touche in their Fast 50 report for three consecutive years. Image Processing Systems was acquired by Photon Dynamics, a NASDAQ listed company and Mr. Wawrew joined Photon Dynamics as Corporate Vice President, Business Development and Director. Having held a number of senior executive and director positions, Mr. Wawrew has well rounded experience that includes public company finance, mergers and acquisitions, marketing and international sales providing him with the experience to be a valued member of the Company's Audit Committee and Compensation Committee. Kenneth Wawrew graduated from the University of Waterloo in 1971 with a Bachelor of Mathematics and Computer Science degree. Mr. Wawrew is an independent director of the Company for the purposes of MI 52-110.

Paul Wood – Mr. Wood is a director, the current Interim President and CEO of the Company and an independent businessman with 25 years' experience. He is the President of Kappa Advisors Ltd, an independent investment and consulting services company in corporate development, commercialization, intellectual property licensing, special situations and restructuring. In his consulting capacity, he has supported clients around the world, including Asia and Africa, as well as on behalf of OMERS, a \$55+ billion pension fund. Prior to the formation of Kappa Advisors, Mr. Wood was Director of Corporate Development for Celestica Inc., a global electronics manufacturing services company, where he led M&A and restructuring teams. He has also worked in Corporate Development for Spar Aerospace and as Vice President for Ernst & Young Corporate Finance. Mr. Wood obtained his MBA in Finance from the University of Toronto and a BA in Economics, Philosophy and Politics from Dalhousie.

Audit Committee Oversight

Since the commencement of the Company's most recently completed fiscal year, the Board has adopted all recommendations of the Audit Committee to nominate or compensate an external auditor.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2018 and December 31, 2017:

Year Ended	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
December 31, 2018	35,000	33,500	-	-
December 31, 2017 ⁽¹⁾	34,558	45,850	Nil	Nil

Note:

(1) BDO Canada LLP was appointed as auditor of the Company on November 30, 2017.

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Company’s annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the review of quarterly financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

Exemption

The Company is relying on the exemption set out in subsection 6.1 of NI 52-110.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

The following statement of executive compensation is prepared in accordance with Form 51-102F6V of National Instrument 51-102 - *Continuous Disclosure Obligations*. As used in this Management Information Circular, a “**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) a chief executive officer (“**CEO**”) of the Company;
- (b) a 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
- (d) \$150,000, as determined in accordance with subsection 1.2(c) of Form 51-102F6, for that financial year; and
- (e) each individual who would be a NEO under paragraph (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.

For the year ended December 31, 2018, the Company had the following four (4) NEOs: Paul Wood, Director and Interim CEO, Andres Tinajero, CFO, Bruce Rowlands, former Chairman and CEO; and Doron Reinis, former Chief Operating Officer (“**COO**”).

Director and Named Executive Officer Compensation

Director and named executive officer compensation, excluding compensation securities

The following table sets forth a summary of the compensation paid to the NEOs and the directors for the two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Stock option ⁽¹⁾ /RSU ⁽²⁾ (\$)	Value of all other compensation (\$)	Total compensation (\$)
Paul Wood ⁽³⁾ <i>Director and Interim CEO</i>	2018	158,333	Nil	25,417	29,500	Nil	213,250
	2017	Nil	Nil	18,000	Nil	Nil	18,000
Andres Tinajero ⁽⁴⁾ <i>CFO</i>	2018	100,000	Nil	N/A	20,500	Nil	120,500
	2017	100,000	Nil	Nil	Nil	Nil	100,000
Doron Reinis ⁽⁵⁾ <i>Former COO</i>	2018	316,350	Nil	N/A	Nil	410,500	726,850
	2017	419,850	Nil	Nil	Nil	Nil	419,850
Dennis Logan ⁽⁶⁾ <i>Director</i>	2018	Nil	Nil	59,000	4,000	Nil	63,000
	2017	Nil	Nil	18,000	Nil	Nil	18,000
Christine Macqueen <i>Director</i>	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Kenneth Wawrew ⁽⁷⁾ <i>Director</i>	2018	Nil	Nil	54,000	4,000	Nil	58,000
	2017	Nil	Nil	18,000	Nil	Nil	18,000
Bruce Rowlands ⁽⁸⁾ <i>Former Director and CEO</i>	2018	50,000	Nil	Nil	Nil	200,000	250,000
	2017	200,000	Nil	Nil	Nil	Nil	200,000

Notes:

- (1) The "grant date fair value" has been determined by using the Black-Scholes model. The Company has calculated the "grant date fair value" amounts for option values using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the option, the price of the underlying security on the date the option was granted and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. The grant date fair value of the Options granted in 2018 was estimated using the Black-Scholes valuation model with the following assumptions: a five year expected term; expected volatility of 119%; risk free interest rate of 2.18% per annum and a dividend yield of nil. The assumptions used in the pricing model are highly subjective and can materially affect the estimated fair value. In 2018, the Corporation granted a total of 700,000 options to directors and NEOs exercisable at \$0.06 for a period of five years, 175,000 options post-consolidation exercisable at \$0.24. Calculating the value of options using this methodology is very different from a simple "in-the-money" value calculation. In fact, options that are out-of-the-money can still have a significant "grant date fair value" based on a Black-Scholes valuation, especially where, as in the case of the Corporation, the price of the share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The "grant date fair value" for the 700,000 options granted in fiscal 2018 was \$17,500 being \$0.025 per option.
- (2) RSUs have been valued on the closing price of the Company's shares on the date of issuance being \$0.035 on August 22, 2018.
- (3) Paul Wood was appointed interim President and CEO on March 15, 2018 and was paid \$183,750 for CEO services and director and special committee fees. In addition, 200,000 options and 700,000 RSUs were issued with a value of \$5,000 and \$24,500, respectively based on notes (1) and (2).
- (4) Andres Tinajero was paid \$100,000 in professional service fees for CFO services. In addition, 100,000 options and 500,000 RSUs were issued with a value of \$3,000 and \$17,500, respectively based on notes (1) and (2).
- (5) Doron Reinis was appointed COO on January 4, 2016 and resigned as COO effective July 25, 2018. The compensation included for Doron Reinis reflects the full payment to Business Process Systems Ltd. (see NEO Employment Agreements below), a company that is 50% owned by Doron Reinis. The compensation was paid in USD and the amounts include foreign exchange of \$70,584 and \$96,241, respectively being an exchange rate of 1.2872 for 2018 and 1.2974 for 2017. Also included is an accrual amount of \$410,500 (NIS \$1,158,240 at an exchange rate of 2.281) relating to severance owed pursuant to a termination agreement signed on July 30, 2018. On January 8, 2019, severance in the amount of US\$312,026 (C\$414,277 at an exchange rate of 1.3277) was paid in accordance with the terms of the termination agreement.
- (6) Included in Dennis Logan's compensation is \$4,000 relating to the value of 150,000 options valued based on note (1).
- (7) Included in Kenneth Wawrew's compensation is \$4,000 relating to the value of 150,000 options valued based on note (1).
- (8) Bruce Rowlands was paid \$50,000 in professional service fees for CEO services. Bruce Rowlands resigned as CEO on March 15, 2018 and was paid a termination fee of \$200,000.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out for each NEO and director of the Company all compensation securities granted or issued to such NEO and director in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Paul Wood ⁽¹⁾ <i>Director and Interim CEO</i>	Stock Option	200,000	August 22, 2018	0.06	0.06	0.03	August 22, 2023
	RSU	700,000	August 22, 2018	Nil	0.03	0.03	August 22, 2023
Andres Tinajero <i>CFO</i>	Stock Option	100,000	August 22, 2018	0.06	0.06	0.03	August 22, 2023
	RSU	500,000	August 22, 2018	Nil	0.03	0.03	August 22, 2023
Doron Reinis ⁽²⁾ <i>Former COO</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Dennis Logan ⁽³⁾ <i>Director</i>	Stock Option	150,000	August 22, 2018	0.06	0.06	0.03	August 22, 2023
Christine Macqueen <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Kenneth Wawrew ⁽³⁾ <i>Director</i>	Stock Option	150,000	August 22, 2018	0.06	0.06	0.03	August 22, 2023
Bruce Rowlands ⁽⁴⁾ <i>Former Director and CEO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Paul Wood was appointed interim President and CEO on March 15, 2018.
- (2) Doron Reinis resigned on October 3, 2018
- (3) Dennis Logan and Kenneth Wawrew options will be amended to have an expiry date of one year from the date of closing the Transaction.
- (4) Bruce Rowlands resigned as CEO on March 15, 2018.

Exercise of Share-Based Awards and Option-Based Awards

The following table sets out for each NEO and director of the Company all compensation securities exercised in the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised ⁽¹⁾	Exercise price per security (\$)	Date of Exercise ⁽¹⁾	Closing price per security on date of exercise (\$) ⁽¹⁾	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$) ⁽¹⁾
Paul Wood <i>Director and Interim CEO</i>	RSU	700,000	N/A	December 3, 2018	0.04	N/A	28,000
Andres Tinajero <i>CFO</i>	RSU	500,000	N/A	December 3, 2018	N/A	N/A	20,000
Doron Reinis <i>Former COO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Dennis Logan <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Christine Macqueen <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Kenneth Wawrew <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Bruce Rowlands <i>Former CEO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

External Management Companies

Paul Wood

Paul Wood, Director and the Company's Interim President and Chief Executive Officer, provides his services to the Company as an independent contractor through his holding company Kappa Advisors Ltd. No formal agreement has been entered into between the Company and Kappa Advisors Ltd. with respect to these services.

Andres Tinajero

Andres Tinajero, the Company's CFO, provides his services to the Company in accordance with the terms of an independent contractor agreement through his holding company 222263 Ontario Ltd. (the "**222263 Ontario Agreement**"). Under the terms of the Agreement, a monthly retainer of \$8,333 (plus HST) is paid by the Company for the services of Andres Tinajero. The 222263 Ontario Agreement also includes a termination clause that provides for a termination payout equal to 12 months of the monthly retainer and a buy-out equal to the average of the prior two fiscal years total compensation in the event of a change of control.

Doron Reinis

Doron Reinis, the Company's former COO, provided his services to the Company in accordance with the terms of an independent contractor agreement through Business Processes Logistic Services Ltd. (the "**BPLS Agreement**"), a company owned 50% by Doron Reinis. As part of the Strategic Review, and effective July 25, 2018, the Company terminated the services of Doron Reinis as COO of Eurocontrol and provided notice of termination of the BPLS Agreement and entered into a termination agreement that provides for a reduced fee for the period commencing July 25th through December 31, 2018 equal to 57,912 Israeli New Shekels per month, representing 60% of Doron Reinis' then current monthly compensation, and the Company paid Mr. Reinis a termination payment of 1,158,240 Israeli New Shekels in January 2019, such amount representing a 12 month termination payment in accordance with Israeli law.

W. Bruce Rowlands

Bruce Rowlands, the Company's former Chairman and CEO, provided his services to the Company in accordance with the terms of an independent contractor agreement through his holding company W. B. Rowlands & Company Ltd. (the "**W. B. Rowlands Agreement**"). On March 15, 2018, Bruce Rowlands stepped down as Chairman and resigned as CEO when a formal process to explore strategic alternatives was decided and announced by the Company (the "Strategic Review"). In accordance with the W. B. Rowlands Agreement, the Company paid a termination payment of \$200,000.

NEO Employment and Consulting Agreements

Other than outlined above under External Management Companies, the Company has no other arrangements that provide for payments to its NEOs.

Compensation Discussion and Analysis

Director and NEO Compensation

The Compensation Committee of the Company's Board of Directors is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations to the Board of Directors with respect to the compensation of the Company's executive officers.

Compensation for the executive officers is composed primarily of three components: base fees, performance bonuses and the granting of stock options and restricted share units. Performance bonuses are considered from time to time. The determination of each component is based upon formal meetings of the Compensation Committee. In establishing the levels of base fees, the award of stock options, restricted share units and performance bonuses, the Company looks to consider individual performance, responsibilities and length of service. The compensation determination process is not based on formal benchmarks.

The Compensation Committee reviews and makes recommendations to the Board of Directors concerning the compensation of directors and the Company's executive officers. The Compensation Committee also has the responsibility of making recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan and the RSU Plan. The directors of the Company, in consultation with the Compensation Committee, determine the level of compensation in respect of the executive officers of the Company.

There were no long-term incentive awards made to the NEOs during the most recently completed financial year.

Pension Plan Benefits

There are no pension plan benefits in place for NEOs.

Termination and Change of Control Benefits

Compensation plans with NEOs resulting from the termination of employment of such NEO or a change of control of the Company are described under the heading "External Management Companies in this Management Information Circular.

Gender Diversity in Executive Officer Positions

The Company has not adopted a formal policy which specifies targets regarding the representation of women in executive officer positions or on its Board of Directors. While the Company believes that diversity, including gender diversity, is an important consideration in determining the makeup of its executive team, it is only one of a number of factors (which include merit, talent, experience, expertise, leadership capabilities, innovative thinking and strategic agility), that are considered in selecting the best candidates for executive positions. At the present time, the Company has one woman on its executive team.

Compensation of Directors

During the year ended December 31, 2018, non-executive directors of the Company were paid a quarterly fee of \$4,500 for their services as directors of the Company and for members of the Special Committee of the Board of Directors, a retainer of \$20,000 for each member, an additional fee of \$5,000 for the Chairman of the Special Committee and \$1,000 for each day in excess of 15 days. During the financial year of the Company ended December 31, 2018, 300,000 stock options were granted to non-executive directors.

In addition, non-executive directors of the Company are entitled to receive compensation to the extent that they provide services (other than in their capacity as a director) to the Company at rates that would be charged by such directors for such services to arm's length parties.

Equity Compensation Plan Information

The following table sets forth aggregated information as at December 31, 2018 with respect to compensation plans of the Company under which equity securities of the Company are authorized for issuance.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities remaining available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders	2,525,000 ⁽¹⁾ (Options) Nil ⁽²⁾ (RSUs)	\$0.13 NA	5,420,024 (Options) 1,300,000 (RSUs)
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	2,525,000	\$0.12	6,720,024

Notes:

- (1) The Stock Option Plan is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant. As at March 1, 2019, 2,525,000 Common Shares have been reserved for issuance pursuant to the Stock Option Plan.
- (2) Under the 2017 RSU Plan, up to 3,000,000 Common Shares can be reserved for issuance of which, 1,700,000 RSUs have been granted as of March 1, 2019.

Indebtedness of Directors and Executive Officers

None of the directors or officers of the Company, nor any of affiliate or associate of the directors or officers of the Company is or was indebted to the Company at any time since its incorporation.

SCHEDULE “B”
AUDIT COMMITTEE CHARTER

GENERAL

1. Purpose and Responsibilities of the Committee

1.1 Purpose

The primary purpose of the Committee is to assist Board oversight of:

- (a) the integrity of the Company's financial statements;
- (b) the Company's compliance with legal and regulatory requirements;
- (c) the External Auditor's qualifications and independence; and
- (d) the performance of the Company's internal audit function and the External Auditor.

2. Definitions and Interpretation

2.1 Definitions

In this Charter:

- (a) “Board” means the board of directors of the Company;
- (b) “Chair” means the chair of the Committee;
- (c) “Committee” means the audit committee of the Board;
- (d) “Company” means Eurocontrol Technics Group Inc.;
- (e) “Director” means a member of the Board; and
- (f) “External Auditor” means the Company's independent auditor.

2.2 Interpretation

The provisions of this Charter are subject to the articles and by-laws of the Company and to the applicable provisions of the *Business Corporations Act* (Ontario), and any other applicable legislation.

CONSTITUTION AND FUNCTIONING OF THE COMMITTEE

3. Establishment and Composition of the Committee

3.1 Establishment of the Audit Committee

The Committee is hereby continued with the constitution, function and responsibilities herein set forth.

3.2 Appointment and Removal of Members of the Committee

- (a) *Board Appoints Members.* The members of the Committee shall be appointed by the Board.
- (b) *Annual Appointments.* The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected, provided that if the appointment of members of the Committee is not so made, the Directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.

- (c) *Vacancies.* The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors. If a vacancy exists on the Committee, the remaining members shall exercise all of their powers so long as a quorum remains in office.
- (d) *Removal of Member.* Any member of the Committee may be removed from the Committee by a resolution of the Board.

3.3 Number of Members

The Committee shall consist of three or more Directors.

3.4 Independence of Members

A majority of the members of the Committee shall be independent for the purposes of all applicable regulatory and stock exchange requirements.

3.5 Financial Literacy

- (a) *Financial Literacy Requirement.* Each member of the Committee shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee.
- (b) *Definition of Financial Literacy.* “Financially literate” means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

4. **Committee Chair**

4.1 Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee who are unrelated directors (or, if it fails to do so, the members of the Committee shall appoint the Chair from among its members).

4.2 Chair to be Appointed Annually

The designation of the Committee’s Chair shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

5. **Committee Meetings**

5.1 Quorum

A quorum of the Committee shall be two members.

5.2 Secretary

The Chair shall designate from time to time a person who may, but need not, be a member of the Committee, to be Secretary of the Committee.

5.3 Time and Place of Meetings

The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee; provided, however, the Committee shall meet at least four times per year on a quarterly basis.

5.4 In Camera Meetings

On at least an annual basis, the Committee shall meet separately with each of:

- (a) Management; and
- (b) the External Auditor

5.5 Right to Vote

Each member of the Committee shall have the right to vote on matters that come before the Committee.

5.6 Voting

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

5.7 Invitees

The Committee may invite Directors, officers, employees and consultants of the Company or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee. The External Auditor shall receive notice of each meeting of the Committee and shall be entitled to attend any such meeting at the Company's expense.

5.8 Regular Reporting

The Committee shall report to the Board at the Board's next meeting the proceedings at the meetings of the Committee and all recommendations made by the Committee at such meetings.

6. Authority of Committee

6.1 Retaining and Compensating Advisors

The Committee shall have the sole authority to engage independent counsel and any other advisors as the Committee may deem appropriate in its sole discretion and to set the compensation for any advisors employed by the audit committee. The Committee shall not be required to obtain the approval of the Board in order to retain or compensate such consultants or advisors.

6.2 Funding

The Committee shall have the authority to authorize the payment of:

- (a) compensation to any external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (National Instrument 52-110 – *Audit Committees* requires disclosure of fees by category paid to the External Auditor).
- (b) compensation for any advisors employed by the audit committee under Section 6.1 hereof; and

- (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6.3 Subcommittees

The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.

6.4 Recommendations to the Board

The Committee shall have the authority to make recommendations to the Board, but shall have no decision-making authority other than as specifically contemplated in this Charter.

6.5 Compensation

The Committee has the authority to communicate directly with External Auditors and the internal auditors.

7. **Remuneration of Committee Members**

7.1 Remuneration of Committee Members

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

7.2 Directors' Fees

No member of the Committee may earn fees from the Company or any of its subsidiaries other than directors' fees (which fees may include cash and/or shares or options or other in-kind consideration ordinarily available to directors, as well as all of the regular benefits that other directors receive). For greater certainty, no member of the Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company.

SPECIFIC DUTIES AND RESPONSIBILITIES

8. **Integrity of Financial Statements**

8.1 Review and Approval of Financial Information

- (a) *Annual Financial Statements.* The Committee shall review and discuss with management and the External Auditor the Company's audited annual financial statements and related management's discussion and analysis ("**MD&A**") together with the report of the External Auditor thereon and, if appropriate, recommend to the Board that it approve the audited annual financial statements.
- (b) *Interim Financial Statements.* The Committee shall review and discuss with management and the External Auditor and, if appropriate, approve the Company's interim unaudited financial statements and related MD&A.
- (c) *Material Public Financial Disclosure.* The Committee shall discuss with management and the External Auditor:
 - (i) the types of information to be disclosed and the type of presentation to be made in connection with profit or loss or earnings press releases; and
 - (ii) financial information and earnings guidance (if any) provided to analysts and rating agencies.
- (d) *Procedures for Review.* The Committee shall be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements (other than financial statements, MD&A and profit or loss or

earnings press releases, which are dealt with elsewhere in this Charter) and shall periodically assess the adequacy of those procedures.

- (e) **General.** To the extent the Committee deems it necessary or appropriate, the Committee may review and discuss with management and the External Auditor:
- (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
 - (ii) major issues as to the adequacy of the Company's internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies;
 - (iii) analyses prepared by management and/or the External Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative accounting methods on the financial statements;
 - (iv) the effect on the financial statements of the Company of regulatory and accounting initiatives, as well as off-balance sheet transaction structures, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons that have a material current or future effect on the financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses of the Company;
 - (v) the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented;
 - (vi) any financial information or financial statements in prospectuses and other offering documents;
 - (vii) the management certifications of the financial statements as required under applicable securities laws in Canada or otherwise; and
 - (viii) any other relevant reports or financial information submitted by the Company to any governmental body or the public.

9. External Auditor

9.1 External Auditor

- (a) **Authority with Respect to External Auditor.** As a representative of the Company's shareholders, the Committee shall be directly responsible for the appointment, compensation and oversight of the work of the External Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. In the discharge of this responsibility, the Committee shall:
- (i) have sole responsibility for recommending to the Board the person to be proposed to the Company's shareholders for appointment as External Auditor for the above-described purposes and recommending such External Auditor's compensation;
 - (ii) determine at any time whether the Board should recommend to the Company's shareholders that the incumbent External Auditor should be removed from office;
 - (iii) review the terms of the External Auditor's engagement, discuss the audit fees with the External Auditor and be solely responsible for approving such audit fees; and

- (iv) require the External Auditor to confirm in its engagement letter each year that the External Auditor is accountable to the Board and the Committee as representatives of shareholders.
- (b) *Independence.* The Committee shall satisfy itself as to the independence of the External Auditor. As part of this process the Committee shall:
- (i) require the External Auditor to submit on a periodic basis to the Committee a formal written statement delineating all relationships between the External Auditor and the Company and engage in a dialogue with the External Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the External Auditor and recommend that the Board take appropriate action in response to the External Auditor's report to satisfy itself of the External Auditor's independence;
 - (ii) unless the Committee adopts pre-approval policies and procedures, approve any non-audit services provided by the External Auditor, provided the Committee may delegate such approval authority to one or more of its independent members who shall report promptly to the Committee concerning their exercise of such delegated authority; and
 - (iii) review and approve the policy setting out the restrictions on the Company partners, employees and former partners and employees of the Company's current or former External Auditor.
- (c) *Issues Between External Auditor and Management.* The Committee shall:
- (i) review any problems experienced by the External Auditor in conducting the audit, including any restrictions on the scope of the External Auditor's activities or access to requested information; and
 - (ii) review any significant disagreements with management and, to the extent possible, resolve any disagreements between management and the External Auditor.
- (d) *Non-Audit Services.*
- (i) The Committee shall either:
 - (A) approve any non-audit services provided by the External Auditor or the external auditor of any subsidiary of the Company to the Company (including its subsidiaries); or
 - (B) adopt specific policies and procedures for the engagement of non-audit services, provided that such pre-approval policies and procedures are detailed as to the particular service, the audit committee is informed of each non-audit service and the procedures do not include delegation of the audit committee's responsibilities to management.
 - (ii) The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the requirement in the previous section, provided that such member or members must present any non-audit services so approved to the full Committee at its first scheduled meeting following such pre-approval.
 - (iii) The Committee shall instruct management to promptly bring to its attention any services performed by the External Auditor which were not recognized by the Company at the time of the engagement as being non-audit services.

10. Other

10.1 Related Party Transactions

The Committee shall review and approve all related party transactions in which the Company is involved or which the Company proposes to enter into.

10.2 Expense Accounts

The Committee shall review and make recommendations with respect to:

- (a) the expense account summaries submitted by the President and Chief Executive Officer on an annual basis;
- (b) the Company's expense account policy, and rules relating to the standardization of the reporting on expense accounts

10.3 Whistle Blowing

The Committee shall put in place procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

11. Performance Evaluation

On a regular basis, the Committee shall follow the process established by the Board for assessing the performance and effectiveness of the Committee.

12. Charter Review

The Committee shall review and assess the adequacy of this Charter on a regular basis and recommend to the Board any changes it deems appropriate.

Approved and adopted by the Board of Directors on November 16, 2012.