



**SAINT JEAN CARBON INC.
NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS**

AND

MANAGEMENT INFORMATION CIRCULAR

April 26, 2018

**SAINT JEAN CARBON INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Saint Jean Carbon Inc. (the “**Corporation**”) will be held at 1:00 p.m. Eastern Standard Time on Friday, May 25, 2018, in the Boardroom at the offices of Saint Jean Carbon Inc., 871 Equestrian Court, Unit 9, Oakville, Ontario, Canada for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the financial year ended October 31, 2017 together with the auditors’ report thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration thereof;
4. to consider an ordinary resolution to re-approve the 10% rolling stock option plan of the Corporation;
5. to consider, and, if though fit, to approve, with or without variation, a special resolution (the “**Continuance Resolution**”), the full text of which is set forth in the Information Circular, to approve the making of an application to the registrar of corporations under the *Business Corporations Act* (Alberta) to continue the Corporation out of the jurisdiction of Alberta, and making the application to the director of corporations under the *Business Corporations Act* (Ontario) to continue the Corporation into the jurisdiction of Ontario, as more particularly described in the Information Circular;
6. to consider and, if thought fit, to approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, authorizing a consolidation of the issued and outstanding shares of the Corporation; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying management information circular (the “**Information Circular**”) provides detailed information with respect to the matters to be considered at the Meeting and forms part of this notice.

If you are a *registered Shareholder* of the Corporation and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to Computershare Trust Company of Canada (“**Computershare**”), 8th Floor, 100 University Ave., Toronto, Ontario, M5J 2Y1, no later than 1:00 p.m. E.S.T. Wednesday, May 23, 2018 or, in the case of any adjournment or postponement of the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

If you are a *beneficial Shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form you are provided by them in accordance with the instructions provided therein. **Without specific instructions, brokers and other intermediaries are prohibited from voting the shares of their clients.**

Only *registered Shareholders* as at April 20, 2018 and their duly appointed proxyholders will be entitled to vote at the Meeting. Your vote is important, please ensure you follow the instructions applicable to you so that your vote is counted at the Meeting. If you are not sure if you are a registered Shareholder or a beneficial Shareholder, please contact Computershare at 1-800-564-6253 (toll free in North America) or 1-514-982-7555 (outside North America).

Additional information on attending and voting at the Meeting is included in the Information Circular.

By order of the Board of Directors of Saint Jean Carbon Inc.

(signed) “*Paul A. Ogilvie*”

Paul A. Ogilvie
Chairman & Chief Executive Officer
April 26, 2018

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MANAGEMENT INFORMATION CIRCULAR
April 26, 2018

PART I – GENERAL PROXY MATTERS

Purpose of Solicitation

The information contained in this management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of management of Saint Jean Carbon Inc. (the “Corporation”), for use at the annual and special meeting (the “Meeting”) of the holders (“Shareholders”) of common shares (“Common Shares”) of the Corporation to be held at 1:00 p.m. Eastern Standard Time on Friday, May 25, 2018, in the Boardroom at the offices of Saint Jean Carbon Inc., 871 Equestrian Court, Unit 9, Oakville, Ontario, Canada for the purposes set out in the accompanying Notice of Annual and Special Meeting of Shareholders (the “Notice”).

As a Shareholder you are cordially invited to be present at the Meeting. To ensure that you will be represented at the Meeting in the event that you are a *registered Shareholder* and unable to attend personally, you are requested to date, complete and sign the accompanying form of proxy enclosed herewith and return it to Computershare Trust Company of Canada (“**Computershare**”), 8th Floor, 100 University Ave., Toronto, Ontario, M5J 2Y1. If you are a *beneficial Shareholder* and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form that you are provided by them in accordance with the instructions provided therein. Except where otherwise stated, reference to a Shareholder herein is reference to a registered Shareholder.

The solicitation of proxies is intended to be primarily by mail but may also be made by telephone, facsimile or other electronic means of communication or in person by directors, officers, employees or consultants of the Corporation. The cost of such solicitation will be borne by the Corporation.

Except where otherwise stated, the information contained herein is given as of April 26, 2018.

Appointment and Revocation of Proxy

A Shareholder has the right to designate a person (who need not be a Shareholder) other than Paul Ogilvie, Chairman and Chief Executive Officer or, failing him, William E. Pfaffenberger, President of Saint Jean Carbon Inc., who are the management designees, to attend and act for such Shareholder at the Meeting. Such right may be exercised by inserting in the blank space provided the name of the person to be designated and deleting therefrom the names of the management designees or by completing another instrument of proxy and, in either case, delivering the resulting instrument of proxy to the Secretary of the Meeting prior to any matter upon which a vote has not already been cast pursuant to the authority conferred by the instrument of proxy.

A form of proxy will not be valid and will not be acted upon or voted unless it is duly completed and delivered to the attention of the Secretary of the Corporation, or Computershare at the 8th Floor, 100

University Ave., Toronto, Ontario, M5J 2Y1, no later than 1:00 p.m. (E.S.T.) on Thursday, May 23, 2018 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the adjourned or postponed Meeting. The instrument appointing a proxy must be in writing and must be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A record date for the determination of Shareholders entitled to receive notice of the Meeting has been set as April 20, 2018 (the "**Record Date**"). Only holders of Common Shares of record as at that date are entitled to receive notice of and to vote at the Meeting unless after the Record Date, such holder transfers any Common Shares and the transferee of such shares produces properly endorsed share certificates or otherwise establishes ownership of these Common Shares and demands, not later than ten (10) days before the Meeting, that his name be included in the list of Shareholders, entitled to vote at the Meeting.

In addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast by completing an instrument in writing executed by the Shareholder or his attorney authorized in writing, or if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, and by depositing such instrument of revocation either with the Secretary of the Corporation, or Computershare at the 8th Floor, 100 University Ave., Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or with the Chairman of the Meeting on the date of the Meeting immediately prior to the commencement thereof or any adjournment(s) thereof. In addition, a proxy may be revoked by the Shareholder personally attending at the Meeting and voting his Common Shares.

Voting of Proxies

All the Corporation's Common Shares represented at the Meeting by properly executed proxies will be voted by the persons named in such proxy as proxy holder on any poll that may be called for and where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the shares represented by the proxy will be voted or withheld from being voted in accordance with such specification. **In the absence of any such specifications, the management designees, if named as proxy, will vote in favour of ALL the matters set out thereon.**

The enclosed instrument of proxy confers discretionary authority upon the management designees, or other persons named as proxy, with respect to any amendment to or variation of the matters identified in the Notice and any other matters which may properly come before the Meeting. At the date of this Information Circular, the management of the Corporation is not aware of any such amendments, variations or other matters. If other matters should properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy according to their best judgment.

Voting of Shares

The Corporation has 249,120,130 Common Shares issued and outstanding as at April 20, 2018, each of which is entitled to one vote at the Meeting. Unless otherwise specified herein, every resolution to be put before the Meeting, shall be determined by a majority of the votes cast, in each case, in person or by proxy, by holders of Common Shares on the resolution.

Advice to Beneficial Holders

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not own Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered Shareholders can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against any matters voted on at the Meeting) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting the Common Shares for the broker’s clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable laws and regulatory policy require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy or voting instruction form supplied to a Beneficial Shareholder by its broker (or the agent of that broker) is similar to the form of proxy provided to the registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) on how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Services, Inc. (“**Broadridge**”). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to them by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or visit www.proxyvote.com to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and vote their Common Shares as proxyholder for the registered Shareholder should enter their own name in the blank space on the form of proxy or voting instruction form provided to them and return the form to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent) or submit any other document instructed by the broker (or agent), well in advance of the Meeting.

The Corporation is not relying on the notice and access delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting. The Corporation is not sending this Information Circular, the accompanying form of proxy or Notice directly to non-objecting beneficial owners. The Corporation will bear the cost for intermediaries to forward the

Information Circular, the accompanying form of proxy or the Notice to objecting beneficial owners or any voting instruction form prepared by an intermediary to objecting beneficial owners.

If you are not sure if you are a registered Shareholder or a Beneficial Shareholder, please contact Computershare at 1-800-564-6253 (toll free in North America) or 1-514-982-7555 (outside North America).

All references to Shareholders in this Information Circular and the accompanying form of proxy and Notice are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be shown upon request to registered Shareholders who produce proof of their identity.

Voting Securities and Principal Holders of Voting Securities

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value, of which 249,120,130 were issued and outstanding as at April 26, 2018 as fully paid and non-assessable.

The holders of the Common Shares are entitled to one vote per share at meetings of Shareholders of the Corporation.

Principal Shareholders

To the knowledge of management of the Corporation, no persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the outstanding voting securities of the Corporation.

PART II – BUSINESS OF THE MEETING

Receipt of Financial Statements and Auditors' Report

The financial statements of the Corporation for the year ended October 31, 2017 and the respective auditor's reports thereon will be placed before the Shareholders at the Meeting however, no action is required to be taken by Shareholders thereon.

Under National Instrument 51-102 - *Continuous Disclosure Obligations*, a person or corporation who in the future wishes to receive interim financial statements from the Corporation must deliver a written request for such material to the Corporation, together with a signed statement that the person or corporation is the owner of securities (other than debt instruments) of the Corporation. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed return card, together with the completed form of proxy to Computershare at the 9th Floor, 100 University Ave., Toronto, Ontario, M5J 2Y1.

Copies of the Corporation's annual and interim financial statements are also available on SEDAR at www.sedar.com.

Election of Directors

There are currently six (6) directors on the board of directors (the “**Board**”) of the Corporation. Holders of Common Shares of the Corporation will be asked to elect six (6) directors for the ensuing year. The six (6) nominees proposed for election to the Board are listed below. The persons named in the form of proxy accompanying this Information Circular intend to vote for the election of the nominees whose names are set forth below, each of whom is now a director of the Corporation unless the Shareholder who has given such proxy has directed that the Common Shares represented by such proxy be withheld from voting in respect of the election of directors of the Corporation. Management of the Corporation does not contemplate that any of such nominees will be unable to serve as a director of the Corporation for the ensuing year but if that should occur for any reason prior to the Meeting or any adjournment thereof, the persons named in the form of proxy accompanying this Information Circular have the right to vote for the election of any other nominee and may vote for the election of any such nominee in their discretion. Each director of the Corporation elected at the Meeting will hold office until the next annual meeting of the Shareholders held following his election unless he resigns or is removed from office prior to such date.

The names and municipality of residence of the nominees, their position with the Corporation, their principal occupation during the last five years, the date upon which they became a director of the Corporation and the number of Common Shares beneficially owned, directly or indirectly, by them, or over which control or direction is exercised by them, as of April 26, 2018, are as follows:

Name and Municipality of Residence	Office Held with the Corporation	Principal Occupation	Year First Appointed	Number of Common Shares Directly or Indirectly Held
Paul A. Ogilvie Ontario, Canada	Director (Chairman) and Chief Executive Officer	Chairman and Chief Executive Officer, Saint Jean Carbon Inc., 2012-13 CEO Canada Carbon; 2009-12 founder and CEO Mega Graphite	2013	6,946,423
William E. Pfaffenberger PhD ⁽²⁾ British Columbia, Canada	Director and President	President, Saint Jean Carbon Inc.	2006	10,059,230
Donald G. Snyder PEng ⁽¹⁾⁽²⁾ Alberta, Canada	Director	President, Eastwood Holdings Inc. (a private investment corporation)	2003	1,778,650 ⁽³⁾
David W. Madill M.D. ⁽¹⁾⁽²⁾ British Columbia, Canada	Director	Independent businessman	2006	651,800
David E. Da Rin MBA ⁽¹⁾ Florida, USA	Director	Schunk of North America, President.	2015	34,200
Don G. MacIntyre PhD, PEng British Columbia, Canada	Director	President, D.G. MacIntyre & Associates Ltd. (a private engineering corporation)	2012	NIL

Notes:

- (1) Member of the Audit Committee of the Corporation of which Don Snyder is the Chair.
- (2) Member of the Compensation Committee of the Corporation.
- (3) 445,000 Common Shares owned directly by Eastwood Holdings Inc., a private investment company, of which Mr. Snyder is the President and exercises control or direction.

It is the intention of the management designees in the enclosed form of proxy for the Meeting, if named as proxy, to vote FOR the election of each of the six (6) nominees listed above, unless a Shareholder has specified in the proxy that its Common Shares are to be withheld from voting on such resolution.

Appointment of Auditor

At the Meeting, Shareholders will be called upon to appoint Twigg & Company Chartered Professional Accountants, as the auditor of the Corporation to serve until the close of the next annual meeting of the Corporation at such remuneration as may be approved by the Board. Twigg & Company has been the auditors of the Corporation since 2004.

It is the intention of the management designees in the enclosed form of proxy for the Meeting, if named as proxy, to vote FOR the appointment of Twigg & Company Chartered Professional Accountants, as the auditor of the Corporation and authorize the Board to fix the remuneration of the auditor unless a Shareholder has specified in the proxy that its Common Shares are to be withheld from voting on such resolution.

Approval of Stock Option Plan

The Corporation has adopted a rolling 10% stock option plan (the “**Plan**”) which reserves for issuance upon the exercise of stock options, a number of Common Shares equal to up 10% of the issued Common Shares at the time of any stock option grant. The Plan contemplates that, among other things, any director, officer, consultant or employee of the Corporation, or its subsidiaries, or an employee of a person or company which provides management services to the Corporation or its subsidiaries (each a “**Participant**” and collectively the “**Participants**”), that ceases to occupy such position with the Corporation for any reason (other than death), may exercise any vested stock options held by such Participant within 180 days of the Participant holding its position with the Corporation.

The TSX Venture Exchange (“**TSXV**”) requires that approval of the Plan be sought by the Corporation every year from the Shareholders. Accordingly, Shareholders will be asked to consider and if thought fit, approve an ordinary resolution approving the Plan as amended. See “Incentive Plan Awards – Stock Option Plan” for a summary of the Plan. The complete text of the ordinary resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

“BE IT RESOLVED, as an ordinary resolution of the holders of common shares of Saint Jean Carbon Inc. (the “**Corporation**”), that

1. the Stock Option Plan (the “**Plan**”) of the Corporation, substantially in the form attached as Schedule “A” to the Management Information Circular of the Corporation is hereby approved, ratified and confirmed;
2. the maximum number of options of the Corporation which may be granted under the Plan will be 10% of the issued and outstanding shares of the Corporation; and
3. any one (or more) director(s) or officer(s) of the Corporation be and is hereby authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this resolution.”

The Board believes that approving the Plan is in the best interest of the Corporation and recommends that the Shareholders vote in favour of the resolution.

It is the intention of the management designees in the enclosed form of proxy for the Meeting, if named as proxy, to vote FOR the resolution approving the Plan unless a Shareholder has specified in the proxy that its Common Shares are to be voted against such resolution.

Continuance of the Corporation under the *Business Corporations Act* (Ontario)

The Corporation presently exists under, and the rights of shareholders of the Corporation are governed as to matters of corporate law by, the *Business Corporations Act* (Alberta) (the “**ABCA**”). However, management believes that it will be more efficient and cost effective for the Corporation to be governed by the laws of the Province of Ontario.

The ABCA provides that, subject to certain requirements, a company may, if it is authorized by the shareholders of the company and by the Registrar (the “**Alberta Registrar**”) under the ABCA, make an application to the appropriate official or public body of another jurisdiction requesting that the company be continued into that other jurisdiction as if the company had been incorporated under the laws of that other jurisdiction. The Alberta Registrar has not yet authorized the continuance (the “**Continuance**”) of the Corporation under the *Business Corporations Act* (Ontario) (the “**OBCA**”) from under the ABCA. At the Meeting, the Corporation is seeking the authorization of the Continuance by the shareholders of the Corporation. If the Continuance is authorized by shareholders, the Corporation may, at the discretion of the Board of Directors, seek the approval of the Alberta Registrar and upon receipt of such approval, file with the Director (the “**Director**”) under the OBCA articles of continuance (the “**Articles of Continuance**”) in the prescribed form.

Comparison of Shareholder Rights under the ABCA and the OBCA

While it is not practical to summarize all aspects of the rights of shareholders of corporations governed by the OBCA in comparison to the ABCA in this management information circular, certain principal aspects of the two statutes differ in ways which may affect shareholders, and such differences are summarized below. The summary is not an exhaustive review of the differences between the two statutes and is qualified in all respects by the provisions of the OBCA and the ABCA. Reference should be made to the full text of both statutes for particulars of the differences. Shareholders should consult their professional advisors with respect to the detailed provisions of the OBCA and their rights thereunder and the implications of the Continuance which may be of particular importance to them.

Amendments to Charter Documents

Under the ABCA, a company may resolve to alter its notice of articles or articles by a special resolution of its shareholders, unless the ABCA specifies a different type of resolution or unless the ABCA does not specify the type of resolution and the articles of the company specify a different type of resolution.

Under the OBCA, a corporation may from time to time amend its articles by special resolution of its shareholders, except where, among other things, the directors of a corporation are authorized by the articles to divide any class of unissued shares into series and determine the designation, rights, privileges, restrictions and conditions thereof, in which case the directors may authorize the amendment of the articles to provide for such designation, rights, privileges, restrictions and conditions. A special resolution must be passed by at least two-thirds of the votes cast thereon. The directors of a corporation may, subject to any restriction in the articles, by-laws or a unanimous shareholder agreement of a corporation, make,

amend or repeal any by-laws of the corporation, but any such action of the directors is subject to the later confirmation by resolution passed by a majority of the votes cast by the shareholders entitled to vote on the resolution.

Rights of Dissent

Under both the ABCA and the OBCA, shareholders have substantially the same rights of dissent if a corporation resolves to effect certain fundamental changes. Under the OBCA, shareholders have an additional dissent right if a corporation resolves to amend its articles to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of shares of the corporation, and shareholders of a class or series have additional dissent rights, subject to certain exemptions, if a corporation resolves to amend its articles in circumstances where the class or series is entitled to a separate vote.

Record Date for Notice of and Voting at Shareholders' Meetings

Under both the ABCA and the OBCA, the directors of the corporation may set a date as the record date for the purpose of, among other things, determining shareholders entitled to notice of and to vote at a meeting of shareholders. Under the ABCA, subject to certain exceptions, the record dates for notice of and voting at a meeting of shareholders must not be more than 50 days or less than 21 days prior to the date of the meeting. Under the OBCA, subject to certain exceptions, the record dates for notice of and voting at a meeting of shareholders must not be more than 60 days or less than 30 days prior to the date of the meeting.

Place of Shareholders' Meetings

Under the ABCA, a general meeting of a company must be held in Alberta, unless the location is provided for in the articles of the company or, if the articles do not restrict the company from approving a location outside of Alberta for the holding of the general meeting, the location for the meeting is (a) approved by the resolution of the shareholders required by the articles for that purpose, (b) if no resolution is required for that purpose by the articles, approved by ordinary resolution of the shareholders, or (c) approved in writing by the Alberta Registrar before the meeting is held. Under the OBCA, subject to the articles and any unanimous shareholder agreement, a meeting of the shareholders of a corporation may be held at such place in or outside Ontario as the directors determine.

Quorum for Shareholders' Meetings

Under both the ABCA and the OBCA, unless the by-laws of the corporation otherwise provide, the holders of a majority of the shares entitled to vote at a meeting of shareholders, whether present in person or represented by proxy, constitute a quorum.

Share Capital

Under the ABCA and the OBCA, there are no provisions for the shares of a corporation to have par value and, accordingly, the proposed Articles of Continuance provide for only non-par value shares.

Residency of Directors

Under the ABCA, at least 25% of the directors of a corporation must be resident Canadians. Under the OBCA, at least 25% of the directors of a corporation must be resident Canadians, and where a corporation has less than four directors, at least one director must be a resident Canadian.

Number of Directors

Under both the ABCA and the OBCA, the number of directors is, in the case of a distributing corporation, the greater of (a) three, and (b) the number of directors elected or appointed in accordance with the ABCA or the OBCA, as the case may be, and the articles of the company. Under the ABCA, if the articles of a company so provide, the directors of a company may appoint one or more additional directors, if, after such appointment, the total number of directors would not then be greater than one and one-third times the number of directors elected at the annual meeting of shareholders. Under the OBCA, where a special resolution so empowers the directors to determine the number of directors within the minimum and maximum number of directors provided for in the articles, the directors may appoint one or more additional directors if, after such appointment, the total number of directors would not then be greater than one and one-third times the number of directors elected at the annual meeting of shareholders.

Cumulative Voting

Under the ABCA, shareholders do not have cumulative voting rights with respect to the election of directors. Under the OBCA, cumulative voting rights are permitted, but are not required. Under the OBCA, if the articles provide for cumulative voting rights in the election of directors, the articles must fix the number of directors instead of providing for a minimum and maximum number of directors. There is no provision for cumulative voting in the proposed Articles of Continuance. Accordingly, at future meetings of the Corporation, upon a vote with respect to the election of directors, shareholders may cast one vote for each Common Share held by that shareholder.

Removal of Directors

Under the ABCA, directors of a company may generally be removed by an ordinary resolution of the shareholders. Under the OBCA, subject to provisions regarding cumulative voting, directors of a corporation may generally be removed by an ordinary resolution of the shareholders.

Effects of Continuance

General

The Continuance does not create a new legal entity, nor will it prejudice or affect the continuity of the Corporation. The Continuance will not result in any change in the business of the Corporation. The six current directors of the Corporation will continue to be the directors of the Corporation, and the officers of the Corporation will continue to be those persons appointed as officers by the directors of the Corporation.

Under the OBCA, upon Continuance, the Corporation will become a corporation to which the OBCA applies as if it had been incorporated under the OBCA. The Corporation will continue to: (i) possess all property, rights, privileges and franchises of the Corporation and be subject to all the liabilities, including civil, criminal or quasi-criminal, and all contracts, disabilities and debts of the Corporation; (ii) be subject to the enforcement by or against the Corporation of a conviction, or ruling, order or judgment in favour of or against the Corporation; and (iii) be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against the Corporation. Furthermore, any Common Shares issued before the Continuance will be deemed to have been issued in compliance with the OBCA and with the Articles of Continuance, and the Continuance will not deprive a holder of Common Shares of any right or privilege that such holder claims under or relieve such holder of any liability in respect of, an issued Common Share.

Articles of Continuance

As a corporation existing under the ABCA, the incorporation documents of the Corporation consist of a “certificate of incorporation”, “articles of incorporation” and “by-laws”. The incorporation documents of the Corporation set out, among other things, the name of the Corporation, the authorized share capital of the Corporation, the minimum and maximum number of directors and any restrictions on the business of the Corporation. The by-laws of the Corporation set out the rules for the conduct of the Corporation. Upon the Continuance becoming effective, the incorporation documents filed under the ABCA will be replaced by the Articles of Continuance and a new general by-law of the Corporation will be adopted by the Board of Directors subject to ratification by the Shareholders at the next meeting of Shareholders in accordance with the provisions of the OBCA.

Authorized Capital

The number of Common Shares that the Corporation is authorized to issue will remain unaltered at an unlimited number of Common Shares. The rights, privileges, restrictions and conditions which presently attach to the Common Shares will be substantially the same as the rights, privileges, restrictions and conditions which will attach to such Common Shares after the Continuance as set out in the Articles of Continuance.

The number of First Preferred Shares and Second Preferred Shares (together the “**Preference Shares**”) that the Corporation is authorized to issue will remain unaltered at an unlimited number of such shares, each issuable in series. The rights, privileges, restrictions and conditions which presently attach to the Preference Shares will be substantially the same as the rights, privileges, restrictions and conditions which will attach to such Preference Shares after the Continuance as set out in the Articles of Continuance.

Number of Directors

Under the OBCA, the articles of a corporation may provide for a minimum and maximum number of directors. The shareholders may adopt an amendment to the articles of a corporation to increase or, subject to the provisions of the OBCA, decrease the minimum or maximum number of directors. The Articles of Continuance provide that the Corporation will have a minimum of one director and a maximum of 15 directors. Subject to certain restrictions, the OBCA permits the directors to appoint additional directors to fill vacancies. A director appointed or elected to fill a vacancy holds office for the unexpired term of the director's predecessor. Until changed, the number of directors of the Corporation will be six.

Shareholder Approval of the Continuance

At the Meeting, shareholders of the Corporation will be asked to consider and, if deemed advisable, to pass, with or without variation, the Continuance Resolution. The full text of the Continuance Resolution is as follows:

“**BE IT RESOLVED** as a special resolution of the shareholders of the Corporation (“**Shareholders**”), that:

1. The Corporation be, and it hereby is, authorized and empowered to continue (the “**Continuance**”) under the *Business Corporations Act* (Ontario) (the “**OBCA**”) from under the *Business Corporations Act* (Alberta) (the “**ABCA**”).

2. The application by the Corporation to the Registrar (the “**Alberta Registrar**”) under the ABCA to authorize the Continuance is hereby authorized and approved.
3. The Corporation be, and it hereby is, authorized and empowered to make an application to the Director (the “**Director**”) appointed under the OBCA for a certificate of continuance (the “**Certificate of Continuance**”) and to send to the Director, together with any other prescribed documents, articles of continuance (the “**Articles of Continuance**”) in the prescribed form, and as any one officer or any one director of the Corporation shall consider necessary to ensure the Articles of Continuance conform to the laws of Ontario or desirable and shall approve, such approval to be conclusively evidenced by the execution thereof by the Corporation.
4. Any one officer or any one director of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name of and on behalf of the Corporation, to execute or to cause to be executed, under the seal of the Corporation or otherwise, the Articles of Continuance and to deliver or to cause to be delivered the Articles of Continuance, in duplicate, to the Director together with any other prescribed documents.
5. Subject to the issuance of the Certificate of Continuance, the Corporation be, and it hereby is, authorized and empowered to file with the Alberta Registrar a copy of the Certificate of Continuance.
6. Notwithstanding that this special resolution has been passed by the shareholders of the Corporation in the manner required by the provisions of the ABCA, the directors of the Corporation be, and they hereby are, empowered to not proceed with the Continuance at any time prior to the issue of the Certificate of Continuance without further approval of the shareholders of the Corporation.
7. Any one officer or any director of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name of and on behalf of the Corporation, to execute or to cause to be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other certificates, undertakings and other documents, all in such form and containing such terms and conditions, as any one of them shall consider necessary or desirable in connection with the Continuance and shall approve, such approval to be conclusively evidenced by the execution thereof by the Corporation, and to do or to cause to be done all such other acts and things as any one of them shall consider necessary or desirable in connection with the Continuance or to give effect to the intent of the foregoing paragraphs of this resolution.”

In order to be passed, the Continuance Resolution requires the approval of not less than two thirds of the votes cast thereon by shareholders of the Corporation present in person or represented by proxy at the Meeting. **The directors of the Corporation unanimously recommend that shareholders vote in favour of the Continuance Resolution. Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the Continuance Resolution.**

If the Continuance is approved at the Meeting, the Board of Directors of the Corporation will determine, in its sole discretion, whether to seek the approval of the Alberta Registrar to continue out of Alberta and into Ontario and seek approval of the Director under the OBCA for the continuance of the Corporation under the OBCA. The Board of Directors has not determined when the Continuance may be implemented, if at all. Subject to appropriate shareholder approval and the requisite filings, the Continuance will be effective on the date of the certificate of continuance, which will be issued by the Director under the OBCA upon receipt of the Articles of Continuance pursuant to subsection 180(4) of the OBCA.

The Continuance Resolution provides that, notwithstanding the approval of the Continuance Resolution, the directors of the Corporation are authorized, in their sole discretion, to abandon the application for a certificate of continuance, or determine not to proceed with the Continuance, without further approval of the shareholders of the Corporation.

Dissent Rights

The following description of dissent rights (“**Dissent Rights**”) in respect of the Continuance is not a comprehensive statement of the procedures to be followed by a Shareholder who dissents (a “**Dissenting Shareholder**”) and who seeks payment of the fair value of such holder’s Common Shares and is qualified in its entirety by section 191 of the ABCA which is attached as Appendix “C”. A registered holder of Common Shares who intends to exercise Dissent Rights should carefully consider and comply with the provisions of section 191 of the ABCA. Failure to strictly comply with the provisions of such section and to adhere to the procedures established therein may result in the loss of all rights thereunder. A Shareholder who is considering exercising Dissent Rights should consult his or her legal advisor.

A registered holder of Common Shares is entitled, in addition to any other right such holder may have, to dissent and to be paid by the Corporation the fair value of the Common Shares held by such Dissenting Shareholder in respect of which such registered holder dissents, determined as of the close of business on the last Business Day before the day on which the Continuance Resolution from which such holder dissents was approved. A registered holder of Common Shares may dissent only with respect to all of the Common Shares held by such holder or on behalf of any one beneficial owner and registered in the Dissenting Shareholder’s name. Only registered holders of Common Shares may dissent. Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that they may only do so through the registered owner of such Common Shares. A registered holder, such as a broker, who holds Common Shares as nominee for beneficial holders, some of whom wish to dissent, must exercise Dissent Rights on behalf of such beneficial owners with respect to the Common Shares held for such beneficial owners. In such case, the demand for dissent should set forth the number of Common Shares covered by it.

A Dissenting Shareholder must send to the Corporation a written objection to the Continuance Resolution, which written objection must be received by Saint Jean Carbon Inc., c/o Carscallen LLP, Suite 900, 332 – 6th Avenue SW, Calgary, Alberta, T2P 0B2, Attention: John Brigidear, at or prior to the Meeting. No Shareholder who has voted in favour of the Continuance Resolution shall be entitled to exercise Dissent Rights with respect to such Common Shares.

An application may be made to the Court by the Corporation or by a Dissenting Shareholder to fix the fair value of the Dissenting Shareholder’s Common Shares. If either the Corporation or a Dissenting Shareholder makes such an application to the Court, the Corporation must, unless the Court otherwise orders, send to each Dissenting Shareholder for which the application was made, a written offer to pay such person an amount considered by the directors of the Corporation to be the fair value of the Common Shares held by such Dissenting Shareholders. The offer, unless the Court otherwise orders, will be sent at least ten (10) days before the date on which the application is returnable, if the Corporation is the applicant, or within ten (10) days after the Corporation is served with notice of the application, if a Dissenting Shareholder is the applicant. The offer will be made on the same terms to each Dissenting Shareholder for which the application was made and will be accompanied by a statement showing how the fair value was determined.

In such circumstances, a Dissenting Shareholder may make an agreement with the Corporation for the purchase of its Common Shares in the amount of the Corporation's offer (or otherwise) at any time before the Court pronounces an order fixing the fair value of the applicable Common Shares.

A Dissenting Shareholder is not required to give security for costs in respect of an application and, except in special circumstances, will not be required to pay the costs of the application or appraisal. On the application, the Court will make an order fixing the fair value of the Common Shares of all Dissenting Shareholders who are parties to the application, giving judgment in that amount against the Corporation and in favour of each of those Dissenting Shareholders, and fixing the time within which the Corporation must pay that amount payable to the Dissenting Shareholders. The Court may, in its discretion, allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder calculated from the date on which the Dissenting Shareholder ceases to have any rights as a Shareholder until the date of payment.

On the Continuance becoming effective, or upon the making of an agreement between the Corporation and the Dissenting Shareholder as to the payment to be made by the Corporation to the Dissenting Shareholder, or upon the pronouncement of a Court order, whichever first occurs, the Dissenting Shareholder will cease to have any rights as a Shareholder other than the right to be paid the fair value of such Shareholder's Common Shares in the amount agreed to between the Corporation and the Shareholder or in the amount of the judgment, as the case may be. Until one of these events occurs, the Shareholder may withdraw its dissent, or if the Continuance has not yet become effective, the Corporation may rescind the Continuance Resolution, and in either event, the dissent and appraisal proceedings in respect of that Shareholder will be discontinued.

The Corporation shall not make a payment to a Dissenting Shareholder under section 191 of the ABCA if there are reasonable grounds for believing that Corporation is or would after the payment be unable to pay its liabilities as they become due, or that the realizable value of the assets of the Corporation would thereby be less than the aggregate of its liabilities. In such event, the Corporation shall notify each Dissenting Shareholder that it is lawfully unable to pay Dissenting Shareholders for their Common Shares in which case the Dissenting Shareholder may, by written notice to Passport within thirty (30) days after receipt of such notice, withdraw its written objection, in which case such Shareholder shall be deemed to have participated in the Continuance as a Shareholder. If the Dissenting Shareholder does not withdraw its written objection it retains its status as a claimant against the Corporation to be paid as soon as the Corporation is lawfully entitled to do so or, in a liquidation, to generally be ranked subordinate to creditors but in priority to its shareholders.

The above summary does not purport to provide a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks payment of the fair value of their Common Shares. Section 191 of the ABCA requires adherence to the procedures established therein and failure to do so may result in the loss of all rights thereunder. Accordingly, each Dissenting Shareholder who is considering exercising Dissent Rights should carefully consider and comply with the provisions of that section, the full text of which is set out in Appendix "C" and consult his or her own legal advisor.

Approval of Share Consolidation

As of April 26, 2018, the Corporation has 249,120,130 Common Shares issued and outstanding. In order to facilitate future financing, the Corporation's Board of Directors believes that it would be in the best interests of the Corporation and its Shareholders to consolidate the Common Shares of the Corporation (the "**Consolidation**") on the basis of one (1) post-consolidation share for up to a maximum of each four (4) pre-consolidation shares (the "**Consolidation Ratio**") subject to the foregoing, the Board of Directors shall in their sole discretion determine the Consolidation Ratio which results in the

Corporation continuing to meet the TSX Venture Exchange distribution requirements and upon TSXV acceptance of the application for such consolidation. The Board of Directors shall also be authorized to elect not to proceed with the Consolidation, if the Board subsequently concludes that it would not be in the best interest of the Corporation.

The Consolidation will not materially affect any Shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. No fractional shares will be issued in connection with the consolidation. If, as a result of the consolidation, the holder becomes entitled to a fractional share, such fraction will be rounded down to the nearest whole number

If the Consolidation is approved and following the effective date of the articles of amendment giving effect to the Consolidation, the Corporation will send letters of transmittal to all holders of common shares for use in transmitting their share certificates to the Corporation's registrar and transfer agent, Computershare Trust Company of Canada, in exchange for new certificates representing the number of common shares, on a post-consolidated basis, of the Corporation to which such Shareholder is entitled as a result of the Consolidation. No delivery of a new common share certificate to a Shareholder will be made until the Shareholder has surrendered their current issued certificates for common shares. Until surrendered, each share certificate formally representing old common shares of the Corporation shall be deemed for all purposes to represent the number of new common shares to which the holder is entitled as a result of the Consolidation.

Accordingly, the Corporation requests Shareholders to consider, and if thought advisable, to approve a special resolution substantially in the form set forth below:

Share Consolidation Resolution

"BE IT RESOLVED as a special resolution of the shareholders of the Corporation ("Shareholders"), that:

1. the Corporation is hereby authorized to amend its articles to provide that:
 - (a) the authorized capital of the Corporation is amended by consolidating all of the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation share for up to every four (4) pre-consolidation shares;
 - (b) in the event that the Consolidation would otherwise result in the issuance of a fractional share, no fractional share shall be issued and such fraction will be rounded down to the nearest whole number; and
 - (c) the effective date of such Consolidation shall be the date shown in the Articles of Amendment issued under the *Business Corporations Act* (Alberta) or such other date indicated in the articles of amendment;
2. any officer or director of the Corporation is hereby authorized to execute and deliver all documents and to do all acts and things necessary or desirable to give effect to this special resolution, including, without limitation, the determination of the record date of the Consolidation and the delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Alberta), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

3. notwithstanding the foregoing, the directors of the Corporation are hereby authorized, without further approval of or notice to the Shareholders to revoke this special resolution at any time before Articles of Amendment are issued by the Director.”

It is the intention of the management designees in the enclosed form of proxy for the Meeting, if named as proxy, to vote FOR the resolution approving the share consolidation and amendment of the articles of the Corporation unless a Shareholder has specified in the proxy that its Common Shares are to be voted against such resolution.

Other Business

As of the date of this Information Circular, the Board does not know of any other matters to be brought to the Meeting, other than those set forth in the Notice. If other matters are properly brought before the Meeting or if any amendments are made to the matters set out in the Notice, the persons named in the enclosed proxy have been conferred with discretionary authority to vote on such matters.

Interest of Certain Persons in Matters to be Acted Upon

Except as described elsewhere herein, none of the directors or executive officers of the Corporation, nor any of their associates or affiliates, has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting.

PART III – STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Board of Directors

The Board has appointed a subcommittee of Messrs. Snyder, Madill and Pfaffenberger, the majority of which are independent, to act as a Compensation and Governance Committee (the “**Compensation Committee**”), which makes recommendations to the Board with respect to the compensation of the executive officers of the Corporation. The primary objective of the Board and the Compensation Committee in regards to compensation is to ensure that the overall compensation provided to the executive officers of the Corporation is determined with regard to, and is consistent with, the business strategies and objectives of the Corporation, such that the financial interests of the executive officers of the Corporation is congruent with the financial interests of the shareholders of the Corporation. Additionally, the Board seeks to establish compensation practices which will attract and retain qualified executive officers and present a total compensation package that is competitive within the marketplace. The compensation program of the Corporation is designed to reward performance that is consistent with these objectives.

In arriving at its compensation decisions, the Board considers the recommendations for the Compensation Committee which are based upon a number of factors, including the responsibilities and experience of the individuals, the performance of the individuals with the Corporation, the overall performance of the Corporation and the long-term interest of the Corporation. The Board discusses their collective knowledge and understanding of salaries paid to executive officers at companies that the members have personal knowledge of however, no formal benchmark group of companies has been referenced. The Board has not considered the implications of the risks associated with the Corporation’s compensation policies and practices. Furthermore, the Corporation does not have any policies that restrict executive officers or directors from buying securities designed to hedge or offset a decrease in market value of securities of the Corporation that are granted as compensation to such persons.

The compensation program of the Corporation is comprised of base salary, stock options and non-equity compensation (which may include cash bonuses or one time payments).

Base Salaries

The Compensation Committee makes recommendations to the Board regarding the base salaries for each of the executive officers of the Corporation. Base salaries are determined based on an evaluation of an officer's scope of responsibility and performance. The Board anticipates that base salary levels will be reviewed and considered annually taking into consideration the current potential contribution of the executive officer to the success of the Corporation and what the Corporation believes based on its collective experiences and informal discussions regarding industry compensation practices. From time to time, the Board may consider adjustments to base salary levels based upon promotions or other changes in job responsibility or merit-based increases based on assessments of individual performance. To date, the base salaries reflect the initial base salaries that were negotiated at the time of initial employment and it is expected that such salaries will require future adjustments to these amounts to reflect market increases, the growth and stage of development of the Corporation, an executive officers' performance and increased experience, any changes in an executive officers' roles and responsibilities and other factors which may arise.

The base salary component of the executive officer compensation program is not designed to incentivize near-term company or individual performance (as bonuses are designed to do), but rather to provide a baseline level of compensation to executive officers. In most cases, the base salary component will represent the largest annual form of compensation to executive officers, although there is no formal policy regarding the allocation between base salary and other forms of compensation. In making decisions regarding base salary levels, the Board will consider and evaluate the total compensation package, including cash bonuses (if any) and periodic option grants, received or to be received by a particular executive officer, and seek to ensure that such total compensation package is fair, reasonable and competitive.

The base salaries paid to Named Executive Officers (as defined herein) in the year ended October 31, 2017 are set forth in the Summary Compensation Table below.

Stock Option Plan

The purpose of the Plan is to afford individuals who provide services to the Corporation or any of its subsidiaries or affiliates, including directors, officers, employees and consultants ("**Participants**"), an opportunity to obtain a proprietary interest in the Corporation by permitting them to purchase Common Shares and to aid in attracting, as well as retaining and encouraging the continued involvement of, such individuals with the Corporation. The Corporation believes that equity-based compensation in the form of stock options ("**Options**") links the interests of the executive officers of the Corporation with the long-term interests of the Corporation's stockholders.

The Corporation has no formal policy regarding when Options are to be granted, and such grants are not directly tied to any pre-established company or individual goals. The Corporation does not have a formal policy regarding the size or amount of Option awards to executive officers. The Board will, however, consider and evaluate the total compensation package, including base salary and cash bonuses (if any), received or to be received by a particular executive officer, and seek to ensure that such total compensation package is fair, reasonable and competitive.

When recommending the grant of Options, consideration is given to the exercise price and the aggregate number of Common Shares which would be subject to Options held by the individual after the

grant under consideration, the evaluation of the former, current and potential contribution of the individual to the success of the Corporation and the relative position of the individual.

The number of Common Shares subject to each Option, the exercise price of each Option, the expiration date of each Option, the extent to which each Option is exercisable and/or vested from time to time during the term of the Option and any other terms and conditions relating to the Options are to be determined by the Board. The term of an Option shall not exceed ten years from the date of grant of the Option and the exercise price (the “**Exercise Price**”) shall, in no circumstances, be lower than the closing price of the Common Shares on the TSXV on the last trading day preceding the day on which the Options are granted.

Number of Shares Under Plan

The maximum number of unissued Common Shares that may be subject to Options granted and outstanding under the Plan at any time shall be 10% of the number of the issued and outstanding Common Shares on an undiluted basis, including any Common Shares issued as a result of the exercise of any Stock Options under the Plan from time to time, provided that:

- (a) in no event shall Options be granted to an individual to purchase in excess of five percent of the then outstanding Common Shares of the Corporation in any twelve (12) month period;
- (b) no more than two percent of the issued Common Shares of the Corporation may be granted to any one consultant in any twelve (12) month period;
- (c) no more than an aggregate of two percent of the issued Common Shares of the Corporation may be granted to an employee conducting investor relations activities, in any 12 month period and Options granted to persons performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than one (¼) quarter of the Options vesting in any three (3) month period; and
- (d) if option rights granted to an individual under the Plan in respect of certain optioned shares expire or terminate for any reason without having been exercised, such optioned shares may be made available for other options to be granted under the Plan.

Amendment and Discontinuance of Plan

The Board may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time, provided that no such action may in any manner adversely affect the rights under any Options earlier granted to a participant under the Plan without shareholder approval.

In the event of the death of a participant, options held by such participant may be exercised until the earlier of the expiry date of such options or one (1) year from the date of death, after which the options will terminate.

If a participant shall cease to be a director, officer, consultant or employee of the Corporation for any reason (other than death), such participant may exercise his option to the extent that the participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 180 days after the participant ceases to be a director, officer, consultant or employee of the Corporation,

unless such participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the participant's services to the Corporation.

Non-Equity Compensation

In addition to base salaries and the grant of options, the Corporation may award discretionary cash bonuses to employees of the Corporation, including executive officers based on the performance of the Corporation and individual performance during the year. Bonus levels for the President, Chief Executive Officer, Chief Financial Officer and other employees are established by the Board based upon the recommendations of the Compensation Committee. In the case of non-executive employees, bonuses are based on the employee's contribution in advancing the development of the Corporation's business, adding share value, reducing costs and the employee's contribution to overall corporate goals. In the case of executive officers, including the Chief Executive Officer, bonus awards are discretionary and there are no specified targets or criteria set out, although matters such as the completion of annual goals, impact of efficiency of operations, and economic outcome of decisions within their respective areas of responsibility are considered in the determination of bonus awards. No maximum bonus has been established for any executive officer. Annual bonuses are not tied to the achievement of any specific predetermined performance goals, but are based on overall performance, as well as the performance of the Corporation, during a given period of time, as determined by the Board based upon the recommendations of the Compensation Committee.

The Corporation believes that the discretionary cash bonuses motivate executive officers and employees to improve both company and individual performance and promote teamwork and near-term growth of the business. By retaining discretion in awarding cash bonuses rather than tying such bonuses to predetermined goals in advance, the Corporation believes that it can more effectively adapt its compensation program to changes in its business and industry and to other events beyond its control. If events occur during the course of a given year that require the executive officers of the Corporation to shift their attention to different or other strategic objectives, the discretionary nature of the bonus program allows the Board to ensure that its overall compensation program remains fair, reasonable and competitive under those particular circumstances. This is particularly important to the Corporation, given its stage of development and the varying challenges that it faces. It has no formal policy regarding the allocation between cash bonuses, Options or other forms of compensation, but the Board will consider and evaluate the total compensation package, including base salary and Options received or to be received by a particular executive officer, and seek to ensure that such total compensation package is fair, reasonable and competitive.

The Board does not follow a specific process for determining perquisites and personal benefits as they do not form a significant portion of any Named Executive Officers (as defined below) compensation package. Any such compensation is determined by the Board on an ad hoc basis.

Summary

The Corporation's compensation policies have allowed the Corporation to attract motivated professionals and support staff working towards the common goal of enhancing shareholder value. The Board will continue to review compensation policies to ensure that they are competitive within the mining industry and consistent with the performance of the Corporation.

Summary Compensation Table

The following table sets forth certain information concerning the compensation paid to the Corporation's President and Chief Executive Officer and Chief Financial Officer (the "**Named Executive**

Officers”) during the year ended October 31, 2017. Other than the Named Executive Officers, no other executive officer of the Corporation had total annual salary and bonus in the last completed financial year exceeding \$150,000.

Name and Principal Position	Year	Salary (\$)	Share-based awards ⁽²⁾ (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
William E. Pfaffenberger <i>President</i>	2017	\$40,000		\$47,200					\$87,200
	2016	\$36,000	Nil	\$22,500	Nil	Nil	Nil	Nil	\$58,500
	2015	\$35,828		\$20,000					\$55,828
Barry A. Pearson ⁽⁴⁾ <i>Chief Financial Officer</i>	2017	\$155,000		\$67,200					\$222,200
	2016	\$120,000	Nil	\$22,500	Nil	Nil	Nil	Nil	\$142,500
	2015	\$102,500		\$20,000					\$122,500
Paul Ogilvie <i>Chief Executive Officer</i>	2017	\$469,800		-				-	\$469,800
	2016	\$270,000	Nil	\$22,500	Nil	Nil	Nil	\$100,000 ⁽³⁾	\$392,500
	2015	\$ 67,300		\$40,414				-	\$107,714

Notes:

- (1) Option-based awards amounts do not represent cash received. They represent the theoretical value ascribed to options granted on the date of the grant. As required by IFRS 2, this value is determined using the Black-Scholes model, with various assumptions made at the time of grant relating to unit volatility and risk-free interest rates. All grants were made with exercise prices equal to or above the market price at the time of grant. As at October 31, 2017, none of the options granted were in-the-money.
- (2) The Corporation had no Share-based awards for the year ended October 31, 2017 .
- (3) A Bonus of \$100,000 was granted in 2016.
- (4) Resigned effective April 30, 2018

Outstanding Share-based Awards and Option-based Awards

The following table sets forth for the Named Executive Officers all option-based awards and share-based awards outstanding at the end of the year ended October 31, 2017:

Name and Principal Position	Option-based Awards				Share-based Awards ⁽²⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards that have not vested (\$)
Paul Ogilvie <i>Chief Executive Officer</i>	2,020,000 450,000	\$0.05 \$0.05	16 June 20 5 April 21	Nil	Nil	Nil	Nil
William E. Pfaffenberger <i>President</i>	1,000,000 450,000 1,180,000	\$0.05 \$0.05 \$0.05	16 June 20 05 April 21 8 Nov 21	Nil	Nil	Nil	Nil
Barry A. Pearson <i>Chief Financial Officer</i>	1,000,000 450,000 180,000 1,000,000	\$0.05 \$0.05 \$0.05 \$0.05	16 June 20 05 April 21 8 Nov 21 13 Jan 22	Nil	Nil	Nil	Nil

Notes:

- (1) Option-based awards amounts do not represent cash received. They represent the theoretical value ascribed to options granted on the date of the grant. As required by IFRS 2, this value is determined using the Black-Scholes model, with various assumptions made at the time of grant relating to unit volatility and risk-free interest rates. All grants were made with exercise prices equal to or above the market price at the time of grant. As at October 31, 2017, none of the options granted were in-the-money.
- (2) The Corporation had no Share-based awards for the year ended October 31, 2017.

Incentive Plan Awards - Value Vested or Earned During the Period

The following table sets forth for each Named Executive Officers, the value of options-based awards and share-based awards which vested during the year ended October 31, 2017 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2017.

Name and Principal Position	Option-based awards- Value vested during the year ⁽¹⁾ (\$)	Share-based awards - Value vested during the year ⁽²⁾ (\$)	Non-Equity incentive plan compensation – Value earned during the year (\$)
Paul Ogilvie <i>Chief Executive Officer</i>	Nil	Nil	Nil
William E. Pfaffenberger <i>President</i>	Nil	Nil	Nil
Barry A. Pearson <i>Chief Financial Officer</i>	Nil	Nil	Nil

Note:

- (1) The value shown is the product of the number of Common Shares underlying the Option multiplied by the difference between the Common Share closing price on the TSXV on the last trading day of the Corporation's financial year of \$0.035 and the exercise price.
- (2) The Corporation had no Share-based awards for the year ended October 31, 2017.

Termination and Change of Control Benefits

The Corporation has formal agreements (the “**Consulting Agreements**”) with each of McCarney Consulting Inc. (Laurie McCarney), William Pfaffenberger, Original Approach Inc. (Barry Pearson) and 1419659 Ontario Limited (Scott Old) that provide for termination and change of control payments. In each case the Consulting Agreements may be terminated for convenience by either the Corporation or the relevant consultant at any time upon providing thirty (30) days prior written notice to the other party. Upon the provision of such 30 days’ notice, no further amounts shall be owing or payable by the Corporation to the relevant consultant at the end of the notice period.

The Consulting Agreements provide that upon the occurrence of a change of control within the first 18 months of the term, the relevant consultant will be entitled to a lump sum payment as follows:

	In the first 18 months	After the first 18 months
McCarney Consulting Inc.	\$10,000 * No. of Months remaining in term	\$10,000 * (No. of Months remaining in term plus 6 months)
William Pfaffenberger	\$5,000 * No. of Months remaining in term	\$5,000 * (No. of Months remaining in term plus 6 months)
Original Approach Inc.	\$13,500 * No. of Months remaining in term	\$13,500 * (No. of Months remaining in term plus 6 months)
1419659 Ontario Limited	\$9,000 * No. of Months remaining in term	\$9,000 * (No. of Months remaining in term plus 6 months)

In all cases, the consultant is also entitled to receive all expense reimbursements to which the consultant is entitled.

Other than as set forth above, the Corporation has no formal employment agreements with any of its officers or employees which provide for termination or change of control benefits.

Director Compensation

Other than the right to participate in the Plan and be granted Options, directors of the Corporation do not receive any compensation for services rendered in such capacity. As a result, directors are compensated through the issuance of Options and the amount of any grant is determined by evaluating the amount of time spent by the respective director assisting management of the Corporation in advancing the development of its business. Executive officers of the Corporation who also act as directors do not receive any compensation for services rendered in such capacity other than as paid by the Corporation to such executive officers in their capacity as executive officers.

The following table sets forth the year ended October 31, 2017 information concerning the compensation paid to directors other than directors who are also Named Executive Officers.

Name	Fees earned (\$)	Share-based awards ⁽¹⁾ (\$)	Option-Based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
David W. Madill	Nil	Nil	\$13,600	Nil	Nil	Nil	\$13,600
Donald G. Snyder	Nil	Nil	\$14,600	Nil	Nil	Nil	\$14,600
Don G. MacIntyre	Nil	Nil	\$23,000	Nil	Nil	Nil	\$23,000
David E. Da Rin	Nil	Nil	\$9,000	Nil	Nil	Nil	\$9,000

Notes:

(1) The Corporation has no Share-based Awards.

(2) Option-based awards amounts do not represent cash received. They represent the theoretical value ascribed to options granted on the date of the grant. As required by IFRS 2, this value is determined using the Black-Scholes model, with various assumptions made at the time of grant relating to unit volatility and risk-free interest rates. All grants were made with exercise prices equal to or above the market price at the time of grant. As at October 31, 2017, none of the options granted were in-the-money.

Directors' Outstanding Share-based awards and Option-based awards

The following table sets forth for each director other than directors who are also Named Executive Officers, all of option-based awards and share-based awards outstanding at the end of the year ended October 31, 2017.

Name	Option-based Awards				Share-based Awards ⁽²⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
David W. Madill	500,000 150,000 115,000 150,000	\$0.05 \$0.05 \$0.05 \$0.05	16 June 20 5 April 21 8 Nov 21 13 Jan 22	Nil	Nil	Nil	Nil
Donald G. Snyder	600,000 150,000 140,000 150,000	\$0.05 \$0.05 \$0.05 \$0.05	16 June 20 5 April 21 8 Nov 21 13 Jan 22	Nil	Nil	Nil	Nil
Don G. MacIntyre ⁽⁴⁾	150,000 350,000 150,000	\$0.05 \$0.05 \$0.05	16 June 20 8 Nov 21 13 Jan 22	Nil	Nil	Nil	Nil
David E. Da Rin	500,000 150,000	\$0.05 \$0.05	16 June 20 13 Jan 22	Nil	Nil	Nil	Nil

Notes:

- (1) The value shown is the product of the number of Common Shares underlying the Option multiplied by the difference between the Common Share TSXV closing price on October 31, 2017, the last trading day of the Corporation's financial year, of \$0.035 and the exercise price.
- (2) The Corporation had no Share-based awards for the year ended October 31, 2017.

Director's Incentive Plan Awards – Value Vested or Earned During the Period

The following table sets forth for each director other than directors who are also Named Executive Officers, the value of options-based awards and share-based awards which vested during the year ended October 31, 2017 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2017.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
David W. Madill	Nil	Nil	Nil
Donald G. Snyder	Nil	Nil	Nil
Don G. MacIntyre	Nil	Nil	Nil
David E. Da Rin	Nil	Nil	Nil

Notes:

- (1) The value shown is the product of the number of Common Shares underlying the Option multiplied by the difference between the Common Share TSXV closing price on October 31, 2017, the last trading day of the Corporation's financial year, of \$0.035 and the exercise price.

PART IV – ADDITIONAL DISCLOSURE**Securities Authorized for Issuance under Equity Compensation Plans**

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans
Equity compensation plans approved by security holders	19,755,686	\$0.05	1,939,997
Equity compensation plans not approved by security holders	5,156,327	Nil	5,156,327
Total	24,912,013	\$0.05	7,096,324

Indebtedness of Directors and Officers

As at April 26, 2018 no current or former director, executive officer, senior officer, proposed nominee for election as a Director of the Corporation or associate of any of the foregoing had any indebtedness to, or the benefit of any guarantee, support agreement, letter of credit or other similar financial assistance by the Corporation or its subsidiaries, nor was any indebtedness, guarantee, support agreement, letter of credit or other similar financial assistance provided to such persons at any time during the fiscal year ended October 31, 2017 and the date of this circular.

Interest of Informed Persons in Material Transactions

No Director, executive officer of the Corporation, nominee for election as director, nor any known associate or affiliate of such persons, have had a material interest, direct or indirect, of or in any transaction since the commencement of the last financial year and in any proposed transaction which has materially affected or would materially affect the Corporation.

Orders, Bankruptcies, Penalties and Sanctions

To the knowledge of management of the Corporation, other than as disclosed below, no director nominee:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
 - (i) was subject to an order that was issued while the proposed director 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 proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) 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
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

For purpose of the above, “order” means:

- (a) a cease trade order;
- (b) an order similar to a cease trade; or
- (c) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

No proposed director has been subject to:

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

Cease Trade Orders

On March 21, 2017, the Alberta Securities Commission (“ASC”) issued an interim order (the “**Interim Order**”) under sections 33(1) and 198(1)(b) of the *Securities Act* (Alberta)(the “**Act**”) that all trading in the securities of the Corporation by Messrs. Ogilvie, Pfaffenberger, Snyder, Madill, Da Rin and MacIntyre, and all other of the Corporation’s “reporting insiders” (as such term is defined at section 1.1 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions*) (each a “**Respondent**”) must cease. On April 4, 2017, the ASC issued an extension to the Interim Order for an indefinite period of time to permit the staff of the ASC to continue its investigation to determine whether the Respondents have contravened Alberta securities laws and acted contrary to the public interest (the “**Investigation**”) and until any proceeding arising from the Investigation and initiated pursuant to the Act, including a trial in respect of an offence, is finally determined or otherwise concluded. As of the date of this Information Circular, the extension of the Interim Order remains in place.

Management Contracts

The management functions of the Corporation are not to any substantial degree performed by any person other than its directors and executive officers.

Additional Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com and on the Corporation’s website at www.saintjeancarbon.com. Shareholders can request copies of the Corporation’s financial statements and management’s discussion & analysis by e-mailing info@saintjeancarbon.com or by requesting a copy from Saint Jean Carbon Inc. at Bankers Hall West, 1000, 888 – 3rd Street S.W., Calgary, Alberta, T2P 5C5. The Corporation’s financial information is provided in the Corporation’s comparative, consolidated financial statements and management’s discussion & analysis for its most recently completed financial year, which are available on SEDAR and the Corporation’s website.

PART V – CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and take into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Corporation is required to disclose its corporate governance practices as summarized below.

Board of Directors

The Corporation's Board is to be comprised of six (6) directors, four of whom will be independent. Messrs. Snyder, Madill, MacIntyre and da Rin are independent directors of the Corporation.

Mr. Ogilvie, Chairman and Chief Executive Officer and, Mr. Pfaffenberger, President are current members of management of the Corporation. and, as a result, are not independent directors.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the board of directors, reasonably interfere with the exercise of a director's independent judgment. The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The Board facilitates independent supervision of management through meetings of the Board and through informal discussions among independent members of the Board and management. In addition, the members of the Board have free access to the Corporation's external auditors, legal counsel and to any of the Corporation's officers.

Directorships

The following director of the Corporation is presently a director of other reporting issuers:

<u>Name of Director</u>	<u>Name of Other Issuer</u>
William E. Pfaffenberger	Silver Grail Resources Ltd.

Orientation and Continuing Education

The Corporation has not implemented a formal orientation and continuing education program. At present, new directors are given an outline of the nature of the Corporation's business, its corporate strategy and current issues with the Corporation. New directors are also expected to meet with management of the Corporation to discuss and better understand the Corporation's business and will be advised by counsel to the Corporation of their legal obligations as directors of the Corporation.

The introduction and education process will be reviewed on an annual basis by the Board and will be revised as necessary.

Ethical Business Conduct

The Board has considered adopting a written code of business conduct and ethics and has decided it is unnecessary to adopt such a code at the present time due to the size of the Corporation and the current activity level of the Corporation.

The Board is of the view that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest has been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors and Compensation

The Board is responsible for the development and implementation of principles and systems for the management of corporate governance and identifying qualified candidates and recommending nominees for director and board committee appointments. The committee is also responsible for reviewing all compensation strategy, objectives and policies; annually reviewing and assessing the performance of the executive officers; determining the compensation of executive officers and reviewing executive appointments. No compensation is paid to directors of the Corporation in their capacity as directors however, directors are eligible for grants of Options.

Other Board of Directors Committees

The Corporation has no standing committees at this time other than the Compensation Committee as discussed above and the Audit Committee as discussed below.

Assessments

The Board has not implemented a process for assessing its effectiveness. As a result of the Corporation's size, its stage of development and the limited number of individuals on the Board, the Board consider a formal assessment process to be inappropriate at this time. The Board plan to continue evaluating its own effectiveness on an ad hoc basis.

The Board do not formally assess the performance or contribution of individual Board members or committee members.

PART VI - AUDIT COMMITTEE

Composition of the Audit Committee

The directors of the Corporation have established the Audit Committee consisting of Messrs. Snyder, Madill and da Rin, all of whom are "financially literate" for the purposes of the Multilateral Instrument 52-110 - *Audit Committees* ("MI 52-110"). Mr. Snyder is the Chair of the Audit committee.

The Audit Committee is responsible for, and assists the Board in fulfilling its responsibility for: (i) the oversight and supervision of the audit of financial statements of the Corporation; (ii) the management of the relationship with the auditor of the Corporation; (iii) meeting with the auditor as required in connection with the audit services provided by the auditor; (iv) the oversight and supervision of the accounting and financial reporting practices and procedures of the Corporation; (v) the oversight and supervision of the adequacy of the Corporation's internal accounting controls and procedures; and (vi) the oversight and supervision of the quality and integrity of the Corporation's financial statements.

Audit Committee Charter

The full text of the audit committee charter is included in Schedule "B" of this Information Circular.

Education and Experience

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

- (a) an understanding of the accounting principles used to prepare the Corporation's financial statements;
- (b) the ability to assess the general application of the above-noted principles in connection with estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements; and
- (d) an understanding of internal controls and procedures for financial reporting.

The following are brief descriptions of the current members of the Audit Committee:

Name of Audit Committee Member	Independent	Financially Literate	Relevant Education and Experience
Donald G. Snyder,	Yes	Yes	Member of the Corporation's audit committee since March 2004; prior thereto, member of the audit committee of Tael Capital Inc. (predecessor capital pool company to the Corporation) and CanAsia Financial Inc. from 2008 to May, 2011.
David W. Madill	Yes	Yes	Member of the Corporation's audit committee since September 2006; prior thereto a member of audit committee of Molycor Gold Corporation and Cancana Resources Corp.
David da Rin, MBA	Yes	Yes	Member of the Corporation's audit committee since June 2015

Pre-Approval Policies and Procedures

The Audit Committee reviews and pre-approves any engagement for non-audit services to be provided by the external auditors or its affiliates, together with estimated fees and considers the impact on the independence of the external auditor. No formal policies or procedures have been adopted.

External Auditor Service Fees (by Category)

The following table provides information about the fees billed to the Corporation for professional services rendered by Twigg & Company during fiscal years 2017 and 2016:

	2017	2016
Audit Fees⁽¹⁾	\$24,000	\$21,200
Audit-Related Fees⁽²⁾	\$850	\$500
Tax Fees⁽³⁾	\$650	Nil
All Other Fees	Nil	Nil
Total	\$25,500	\$21,700

Notes:

- (1) Audit fees consist of fees for the audit of the Corporation's annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported as audit fees.
- (3) Tax fees consist of fees for tax compliance services, tax advice and tax planning.

Reliance on Certain Exemptions

At no time during the year ended October 31, 2017 has the Corporation relied on the exemption in Section 2.4 of MI 52-110 (*De Minimis Non-audit Services*), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of MI 52-110.

The Corporation is relying on the exemption in Section 6.1 of MI 52-110 exempting it from the requirements of Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

Approval

The contents and sending of this Information Circular has been approved by the Board of Directors of the Corporation.

(signed) "Paul A. Ogilvie"

Paul A. Ogilvie
Chairman & Chief Executive Officer

April 26, 2018

SCHEDULE "A"

SAINT JEAN CARBON INC. STOCK OPTION PLAN

1. Purpose

The purpose of the Stock Option Plan (the "**Plan**") of SAINT JEAN CARBON INC., a corporation amalgamated under the *Business Corporations Act* (Alberta) (the "**Corporation**") is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants, and other eligible service providers of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. Administration

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation is hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3. Stock Exchange Rules

All options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the common shares of the Corporation are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the "**Exchange**").

4. Shares Subject to Plan

Subject to adjustment as provided in Section 15 hereof, the Shares to be offered under the Plan shall consist of Shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. Eligibility and Participation

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries (“**Management Company Employees**”) shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as “Participants”). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. Exercise Price

- (a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.
- (b) Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may be reduced upon receipt of Board approval, provided that in the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested shareholder approval is obtained.

8. Number of Optioned Shares

- (a) The number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.
- (b) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the issued common shares of the Corporation in any one in any twelve month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.

- (c) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to any one consultant of the Corporation (or any of its subsidiaries).
- (d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to employees of the Corporation (or of any of its subsidiaries) conducting investor relation activities. Options granted to persons performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than $\frac{1}{4}$ of the options vesting in any 3 month period.

9. Duration of Option

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange. For greater certainty, if the Corporation is listed on the TSX Venture Exchange (“TSXV”) the maximum term may not exceed 10 years if the Corporation is classified as a “Tier 1” issuer by the TSXV, and the maximum term may not exceed 5 years if the Corporation is classified as a “Tier 2” issuer by the TSXV.

10. Option Period, Consideration and Payment

- (a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.
- (b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- (c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.
- (d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.
- (e) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

11. Ceasing To Be a Director, Officer, Consultant or Employee

If a Participant shall cease to be a director, officer, consultant, employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 180 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Corporation.

Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

12. Death of Participant

In the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that he was entitled to exercise the Option at the date of his death.

13. Rights of Optionee

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such option until certificates representing such Shares shall have been issued and delivered.

14. Proceeds from Sale of Shares

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

15. Adjustments

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board in its discretion in the number or kind of Shares optioned and the exercise price per Share, as regards previously granted and unexercised options or portions thereof, and as regards options which may be granted subsequent to any such change in the Corporation's capital.

Upon the liquidation or dissolution of the Corporation or upon a re-organization, merger or consolidation of the Corporation with one or more corporations as a result of which the Corporation is not the surviving corporation, or upon the sale of substantially all of the property or more than eighty (80%) percent of the then outstanding common shares of the Corporation to another corporation, the Plan shall terminate, and any options theretofore granted hereunder shall terminate unless provision is made in

writing in connection with such transaction for the continuance of the Plan and for the assumption of options theretofore granted, or the substitution for such options of new options covering the shares of a successor employer corporation, or a parent or subsidiary thereof, with appropriate adjustments as to number and kind of shares and exercise prices, in which event the Plan and options theretofore granted shall continue in the manner and upon the terms so provided. If the Plan and unexercised options shall terminate pursuant to the foregoing sentence, the Shares subject to all options granted shall immediately vest and all Participants then entitled to exercise an unexercised portion of options then outstanding shall have the right at such time immediately prior to consummation of the event which results in the termination of the Plan as the Corporation shall designate, to exercise their options to the full extent not theretofore exercised.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

16. Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

17. Amendment and Termination of Plan

Subject to applicable approval of the Exchange, the Board may, at any time, suspend or terminate the Plan. Subject to applicable approval of the Exchange, the Board may also at any time amend or revise the terms of the Plan; provided that no such amendment or revision shall alter the terms of any options theretofore granted under the Plan, unless shareholder approval, or disinterested shareholder approval, as the case may be, is obtained for such amendment or revision.

18. Necessary Approvals

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

19. Effective Date of Plan

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, subject to the discretion of the Board, the Plan shall become effective upon such approvals being obtained.

20. Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

SCHEDULE “B”

SAINT JEAN CARBON INC. AUDIT COMMITTEE CHARTER

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Saint Jean Carbon Inc. (“**Corporation**”) shall have the oversight responsibility, authority and specific duties as described below.

1. Composition, Independence and Compensation

The Committee shall be comprised of three or more directors as determined by the Board, of which at least two shall be “independent” as determined by applicable regulatory requirements.

All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise.

Members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed. The Chair of the Committee may be designated by the members of the Committee.

2. Responsibility

The Committee’s primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of the annual and quarterly financial statements to be provided to shareholders and regulatory bodies; (ii) the Corporation’s compliance with accounting and finance based legal and regulatory requirements; (iii) the independent auditor’s qualifications and independence; (iv) the system of internal accounting and financial reporting controls that management has established; and, (v) performance of the internal and external audit process and the independent auditor.

The Committee shall also prepare such reports as are required to be prepared by it by applicable securities law. In addition, the Committee provides an avenue for communication between each of the internal audits, the independent auditors, financial and senior management and the Board. The Committee shall have a clear understanding with the independent auditors that they must maintain an open and transparent relationship with the Committee, and that the ultimate accountability of the independent auditors is to the Committee, as representatives of the shareholders. The Committee shall make regular reports to the Board concerning its activities. The Committee, in its capacity as a committee of the Board, subject to shareholder approval requirements, is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors.

The Committee shall make regular reports to the Board concerning its activities.

3. Meetings

The Committee shall meet at least four times annually and as many additional times as the Committee deems necessary to carry out its duties effectively. The Committee shall meet in separate sessions with management, the senior internal audit executive of the Corporation and the independent auditors at each regularly scheduled meeting.

4. Specific Duties

To carry out its oversight responsibilities, the Committee shall:

(a) Audit Specific Duties

(i) Auditor Qualifications and Selection

- (A) Subject to applicable law requiring shareholder approval of auditors, be solely responsible for selecting, retaining, compensating, overseeing and, where necessary, terminating the independent auditors, who shall be registered with the Canadian Public Accountability Board. The independent auditor shall be required to report directly to the Committee. The Committee shall be entitled to adequate funding from the Corporation for the purpose of compensating the independent auditor for completing an audit and audit report.
- (B) Evaluate the independent auditor's qualifications, performance and independence. As part of that evaluation, at least annually obtain and review a report by the independent auditor describing: the firm's (auditor's) internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Corporation; and ensure that the independent auditors do not provide non-audit services that would disqualify them as independent under applicable regulations.
- (C) Review the experience and qualifications of the senior members of the independent auditor team and the quality control procedures of the independent auditor; if required by regulatory requirements applicable to the Corporation, ensure that the lead audit partner of the independent auditor is replaced periodically; recommend to the Board guidelines for the Corporation's hiring of senior employees and former employees of the independent auditor who were engaged on the Corporation's account.

(ii) Audit Process

- (A) Pre-approve all auditing services; subject to applicable securities laws, pre-approve the retention of the independent auditor for any significant non-audit services permitted under applicable securities law and the fee for such services. All pre-approvals of such non-audit services shall be disclosed as required by applicable securities law. The Committee may delegate to one or more of its members the authority to grant pre-approvals required hereunder provided that any pre-approvals so granted are presented in writing to the Committee at the next regularly scheduled meeting.

- (B) Meet with the independent auditor prior to the audit to review the scope and general extent of the independent auditor's annual audit including the planning and staffing of the audit. This review should include an explanation from the independent auditors of the factors considered by the auditors in determining their audit scope, including the major risk factors.
- (C) Require the independent auditor to provide a timely report setting forth (i) all critical accounting policies, significant accounting judgments and practices to be used; (ii) all alternative treatments of financial information within International Financial Reporting Standards ("IFRS") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and, (iii) other material written communications between the independent auditor and management.
- (D) Upon completion of the annual audit, review the following with management and the independent auditors:
 - 1) The annual financial statements including related footnotes and the Corporation's MD&A.
 - 2) The significant accounting judgements and reporting principles, practices and procedures applied by the Corporation in preparing its financial statements including any newly adopted accounting policies and the reasons for their adoption.
 - 3) The results of the audit of the financial statements and the related audit report thereon. The independent auditors should confirm to the Committee that no limitations were placed on the scope or nature of their audit procedures.
 - 4) Significant changes to the audit plan, if any, and any serious disputes or difficulties with management encountered during the audit, including any problems or disagreements with management which, if not satisfactorily resolved, would have caused the independent auditors to issue a non-standard report on the Corporation's financial statements.
 - 5) The co-operation received by the independent auditors during their audit, including access to all requested records, data and information.
 - 6) Any other matters not described above that are required to be communicated by the independent auditors to the Committee pursuant to Auditing Standards.
- (E) Generally, as part of the review of the annual financial statements, receive an oral report(s), at least annually, concerning legal and regulatory matters that may have a material impact on the financial

statements. Discuss major financial risk exposures and steps management has taken to monitor and control such exposures.

(b) Ongoing Duties

- (i) Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- (ii) Report regularly to the Board and review with the Board any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent auditor, or the performance of the internal audit function.
- (iii) Discuss the types of information that it is appropriate for the Corporation to disclose in earnings press releases or other earnings guidance. Review with management and the Corporation's independent auditors all quarterly financial statements and MD&A prior to the filing of such reports with the applicable securities regulators and prior to any public announcement of financial results for the periods covered, including the results of the independent auditor's reviews of the quarterly financial statements, significant adjustments, new accounting policies, and any disagreements between the independent auditors and management. The Chair of the Committee may represent the entire Committee for purposes of this review.
- (iv) The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties.
- (v) Perform any other activities consistent with this Charter, the Corporation's By-Laws and applicable law, as the Committee or the Board deems necessary or appropriate.

(c) Internal Control Supervision Duties

- (i) Review with the Corporation's management, internal audit and the independent auditors the Corporation's internal accounting and financial reporting controls, any significant deficiencies in them and any proposed major changes to them.
- (ii) Review the performance of internal audit, the scope of internal audit's work plan for the year and receive a summary report of major findings by internal audit and management's action plan.
- (iii) Review with management, the Chief Financial Officer, internal audit and the independent auditors the methods used to establish and monitor the Corporation's policies with respect to unethical or illegal activities by Corporation employees that may have a material impact on the financial statements.
- (iv) Meet with management, internal audit and the independent auditors to discuss any relevant significant recommendations that the independent auditors may have, particularly those characterized as "material" or "serious".

- (v) Review the appointment of the senior internal audit executive.
 - (vi) Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
 - (vii) Review with management and the independent auditor any off-balance sheet financing mechanisms, transactions or obligations of the Corporation.
 - (viii) Review with management and the independent auditor any related party transactions.
 - (ix) Establish, implement and, as necessary, revise the procedures for (i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting and financial reporting controls, or auditing matters; and, (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
 - (x) Review with the independent auditors the quality of the Corporation's accounting personnel; review with management the responsiveness of the independent auditors to the Corporation's needs.
- (d) Regulatory Compliance Duties
- (i) Prepare such letters or reports as are required to be prepared by the Committee pursuant to applicable securities law.

SECTION 191 OF THE *BUSINESS CORPORATIONS ACT* (ALBERTA)

Shareholder's right to dissent

191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to

- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,
- (b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,
- (b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),
- (c) amalgamate with another corporation, otherwise than under section 184 or 187,
- (d) be continued under the laws of another jurisdiction under section 189, or
- (e) sell, lease or exchange all or substantially all its property under section 190.

(2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.

(3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)

- (a) at or before any meeting of shareholders at which the resolution is to be voted on, or
- (b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of his right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.

(6) An application may be made to the Court by originating notice after the adoption of a resolution referred to in subsection (1) or (2),

- (a) by the corporation, or
- (b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5),

to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.

(8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder

- (a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or
- (b) within 10 days after the corporation is served with a copy of the originating notice, if a shareholder is the applicant.

(9) Every offer made under subsection (7) shall

- (a) be made on the same terms, and
- (b) contain or be accompanied with a statement showing how the fair value was determined.

(10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.

(11) A dissenting shareholder

- (a) is not required to give security for costs in respect of an application under subsection (6), and
- (b) except in special circumstances must not be required to pay the costs of the application or appraisal.

(12) In connection with an application under subsection (6), the Court may give directions for

- (a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,
- (b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the *Alberta Rules of Court*,
- (c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,
- (d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,
- (e) the appointment and payment of independent appraisers, and the procedures to be followed by them,

- (f) the service of documents, and
- (g) the burden of proof on the parties.

(13) On an application under subsection (6), the Court shall make an order

- (a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,
- (b) giving judgement in that amount against the corporation and in favour of each of those dissenting shareholders,
- (c) fixing the time within which the corporation must pay that amount to a shareholder, and
- (d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(14) On:

- (a) the action approved by the resolution from which the shareholder dissents becoming effective,
- (b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or
- (c) the pronouncement of an order under subsection (13);

whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgement, as the case may be.

(15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).

(16) Until one of the events mentioned in subsection (14) occurs,

- (a) the shareholder may withdraw the shareholder's dissent, or
- (b) the corporation may rescind the resolution,

and in either event proceedings under this section shall be discontinued.

(17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

(18) If subsection (20) applies, the corporation shall, within 10 days after

- (a) the pronouncement of an order under subsection (13), or

- (b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares,

notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(19) Notwithstanding that a judgement has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or
- (b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.