

GLORIOUS CREATION LIMITED

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MANAGEMENT INFORMATION CIRCULAR

as at **May 22, 2018** (except as indicated)

This information circular (“**Information Circular**”) is provided in connection with the solicitation of proxies by the management of **Glorious Creation Limited** (the “**Corporation**”) for use at the Annual General & Special Meeting of the shareholders of the Corporation (the “**Meeting**”) to be held on Tuesday, **June 26, 2018**, at the office of K MacInnes Law Group located at Suite 1100 – 736 Granville Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver Time) and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General & Special Meeting (“**Notice of Meeting**”).

The solicitation of proxies is made on behalf of the management of the Corporation. Such solicitation will be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Corporation. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Information Circular will be borne by the Corporation. The cost of the solicitation will be borne by the Corporation.

DISTRIBUTION OF MEETING MATERIALS

This Information Circular and related Meeting materials are being sent to both registered and non-registered holders of common shares of the Corporation.

If you are a non-registered holder and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding common shares on your behalf. “**Intermediary**” means a broker, a financial institution, an investment firm, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds securities on behalf of a non-registered shareholder.

A shareholder may receive multiple packages of Meeting materials if the shareholder holds common shares through more than one Intermediary, or if the shareholder is both a registered shareholder and a non-registered shareholder for different shareholdings. Any such shareholder should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired, separately for each shareholding to ensure that all the common shares from the various shareholdings are represented and voted at the Meeting. Please return your voting instructions as specified in the appropriate voting information form.

PROXY INFORMATION

Appointment of Proxyholder

A duly completed form of proxy for the Corporation will constitute the persons named in the enclosed form of proxy as the shareholder’s proxyholder. The individuals whose names are printed in the enclosed form of proxy for the Meeting are directors, officer or legal counsel of the Corporation (the “**Management Proxyholders**”). The persons named in the enclosed form of proxy as Management Proxyholders have indicated their willingness to represent, as proxyholders, the shareholders who appoint them.

A shareholder has the right to appoint a person other than the Management Proxyholders to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder of the Corporation. Such a shareholder should notify the

nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's shares are to be voted.

Voting Of Proxies

Each shareholder may instruct his/her proxyholder how to vote its shares by completing the blanks in the enclosed proxy form. Shares represented by properly executed proxy forms will be voted or withheld from voting on any poll in accordance with instructions made on the proxy forms, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's shares shall be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, it is intended that such person will vote in favour of the matters to be voted on at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Each proxy must be dated and executed by the shareholder or its attorney authorized in writing or by an Intermediary acting on behalf of a shareholder (see "*Voting by Non-Registered Shareholders*" below). In the case of a corporation, the proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed, signed and dated form of proxy is delivered to the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or as otherwise indicated in the instructions contained in the form of proxy (including, where applicable, through the transfer agent's internet and telephone proxy voting services). All proxies in respect of the Meeting must be completed and received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Voting by Non-Registered Shareholders

The information in this section is important to many shareholders as a substantial number of shareholders do not hold their shares in their own name.

Shareholders who hold common shares through Intermediaries (such shareholders being collectively called "**Beneficial Shareholders**") should note that only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting.

If common shares are shown on an account statement provided to a Beneficial Shareholder by a broker or other Intermediary, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the central securities register of the Corporation. Such common shares will most likely be registered in the name of the broker or an agent of the broker or other Intermediary. In Canada, the vast majority of such common shares will be registered in the name of "CDS & Co.", the registration name of The Canadian Depository for Securities Limited, which acts as a nominee for many brokerage firms. Such common shares can only be voted by the Intermediary and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker or other Intermediary with this Information Circular and ensure that they direct the voting of their common shares in accordance with those instructions.**

Applicable regulatory policies require brokers and other Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. In accordance with the requirements of National Instrument 54-101, the Corporation will distribute the Meeting materials to Intermediaries and clearing agencies for onward distribution to non-registered holders. The Corporation does not intend to pay Intermediaries to forward the Meeting materials if the non-registered holders have provided instructions to their Intermediary that they object to the Intermediary disclosing ownership information about the non-registered holders. In this case, such non-registered holder will not receive the Meeting materials if the Intermediary does not assume the cost of delivery. Each Intermediary has its own mailing procedures and provides its own return instructions to clients.

Intermediaries are required to forward the Meeting materials to non-registered holders unless a non-registered holder has waived the right to receive Meeting materials. Generally, non-registered holders who have not waived the right to receive Meeting materials will be sent a voting instruction form which must be completed, signed and returned by the non-registered holder in accordance with the Intermediary's directions on the voting instruction form. Intermediaries often use service companies to forward the Meeting materials to non-registered holders. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of common shares at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such common shares are voted.**

In some cases, Beneficial Shareholders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Beneficial Shareholder but which is otherwise not completed. This form of proxy does not need to be signed by the Beneficial Shareholder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Investor Services Inc. as described under "*Completion and Return of Proxy*" above.

The purpose of these procedures is to permit non-registered holders to direct the voting of the common shares that they beneficially own. Should a Beneficial Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the Proxy and insert the Beneficial Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Revocation of Proxies

A proxy may be revoked at any time prior to the exercise thereof. If a registered shareholder who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such shareholder may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the registered shareholder or by his/her attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited to the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of such Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders (Beneficial Shareholders) who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf well in advance of the Meeting.**

RECORD DATE AND VOTING SECURITIES

The directors of the Corporation have set the close of business on May 22, 2018, as the record date (the “**Record Date**”) for the Meeting.

Only common shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholders transfer shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established ownership of such shares, requests not later than 10 days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee will be entitled to vote such shares at the Meeting.

Voting at the Meeting will be by show of hands, with each shareholder present having one vote, unless a poll is requested or required, whereupon each shareholder or proxyholder present is entitled to one vote for each common share held.

The Corporation is authorized to issue an unlimited number of common shares without par value of which 39,222,001 common shares are issued and outstanding as at the Record Date. The Corporation has no other class of voting securities.

QUORUM

The By-Laws of the Corporation provide that a quorum for the transaction of business at the Meeting shall be two persons present in person or represented by proxy, each being a shareholder entitled to vote at the Meeting or a duly appointed proxy or proxyholder for an absent shareholder so entitled, holding or representing in the aggregate not less than 5% of the issued and outstanding shares of the Corporation carrying voting rights at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of the directors and executive officers of the Corporation, and based on the Corporation’s review of the records maintained by Computershare Investor Services Inc., electronic filings with the System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), the following shareholders beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the voting rights attached to all outstanding shares of the Corporation as at the Record Date:

Shareholder Name And Address	Number of Shares Held	Percentage of Issued Shares
CDS & Co. ⁽¹⁾⁽²⁾ Toronto, Ontario	14,119,902	36.0%
Yuk Kan Kong ⁽³⁾ Hong Kong	11,913,745	30.4%

Notes:

- (1) CDS & Co. is a clearing agency.
- (2) The information as to the shares beneficially owned by these shareholders is not within the knowledge of the Company and has been extracted from the register of shareholders maintained by the registrar and transfer agent for the Company’s shares.
- (3) Mr. Kong is the CEO and a director of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer of the Corporation, any nominee for election as a director of the Corporation or any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors.

For the purpose of this disclosure, “**associate**” of a person means: (a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person; (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or similar capacity; and (d) a relative of that person if the relative has the same home as that person.

DIRECTOR AND EXECUTIVE COMPENSATION

The Corporation is a “*venture issuer*” as defined under National Instrument 51-102 – *Continuous Disclosure Obligations* and is disclosing its director and executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation-Venture Issuers* (“**Form 51-102F6V**”).

Definitions

In this Information Circular:

- ◆ “**Board**” means the board of directors of the Corporation.
- ◆ “**Chief Executive Officer**” or “**CEO**” means an individual who served as chief executive officer of the Corporation, or performed functions similar to a chief executive officer, for any part of the most recently completed financial year.
- ◆ “**Chief Financial Officer**” or “**CFO**” means an individual who served as chief financial officer of the Corporation, or performed functions similar to a chief financial officer, for any part of the most recently completed financial year.
- ◆ “**Exchange**” means the Canadian Securities Exchange.
- ◆ “**Named Executive Officer**” or “**NEO**” means each of the following individuals:
 - (i) a CEO;
 - (ii) a CFO;
 - (iii) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and
 - (iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any non-NEO directors of the Corporation for the periods noted therein:

Table of compensation excluding compensation securities							
Name and position	Year Ended Dec 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Yuk Kan Kong CEO & Director	2017	74,243	Nil	Nil	Nil	Nil	74,243
	2016	96,596	Nil	Nil	Nil	Nil	96,596
Ke Feng (Andrea) Yuan CFO	2017	65,847	Nil	Nil	Nil	Nil	65,847
	2016	55,683	Nil	Nil	Nil	Nil	55,683
David Austin Director	2017	4,000	Nil	Nil	Nil	Nil	4,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Alan Foster Director	2017	4,000	Nil	Nil	Nil	Nil	4,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Ian Mallmann Director	2017	4,000	Nil	Nil	Nil	Nil	4,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Clarence Ho Yin Yip ⁽¹⁾ Former director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Clarence Ho Yin Yip resigned as a director of the Corporation on September 11, 2017.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to NEOs or non-NEO directors during the financial year ended December 31, 2017, for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Yuk Kan Kong CEO & Director	Stock Options	200,000	October 4, 2017	0.36	0.36	0.60	October 4, 2022
		300,000	August 31, 2017	0.30	0.30		
Ke Feng (Andrea) Yuan CFO	Stock Options	250,000	August 31, 2017	0.30	0.30 ¹⁾	0.60	August 31, 2022
Ian Mallmann Director	Stock Options	200,000	August 31, 2017	0.30	0.30 ¹⁾	0.60	August 31, 2022

Alan Foster Director	Stock Options	200,000	August 31, 2017	0.30	0.30 ¹	0.60	August 31, 2022
David Austin Director	Stock Options	200,000	August 31, 2017	0.30	0.30 ¹	0.60	August 31, 2022
Clarence Ho Yin Yip ⁽¹⁾ Former Director	Stock Options	200,000	August 31, 2017	0.30	0.30	N/A	December 9, 2017 ⁽²⁾

Notes:

- (1) Clarence Ho Yin Yip resigned as a director of the Company on September 11, 2017.
(2) These options expired 90 days after Mr. Yip's resignation.

No compensation securities were exercised by any NEOs or non-NEO directors during the fiscal year ended December 31, 2017.

External Management Companies

During the year ended December 31, 2017, no management functions of the Corporation were to any substantial degree performed by a person other than the directors or executive officers of the Corporation.

Employment, Consulting and Management Agreements

The Corporation has entered into agreements or arrangements under which it pays its NEOs and directors, as follows:

1. Mr. Yuk Kan Kong - *CEO and a director of the Corporation; CEO and a director of Glorious IT (the Corporation's wholly-owned subsidiary).*

Mr. Kong's employment with Glorious IT commenced in 2011. Pursuant to an employment agreement between Mr. Kong and Glorious IT entered into March 15, 2017 (the "**Kong Agreement**"), Mr. Kong is paid \$90,000/year for his services as CEO of Glorious IT, which salary will be reviewed annually by the Board and adjusted if deemed appropriate at the time. Mr. Kong will also be entitled to bonuses from time to time, at the sole discretion of the Board. Mr. Kong is entitled to 4 weeks vacation per year and at such time as benefits may be provided to the employees of the Corporation, Mr. Kong will be entitled to such benefits. Pursuant to the Kong Agreement, Mr. Kong was granted 300,000 options on closing of the Corporation's initial public offering (see "*Stock Options and Other Compensation Securities*" above). Mr. Kong is entitled to additional options, from time to time, at the discretion of the Board.

Mr. Kong's employment may be terminated by Mr. Kong by providing the Corporation with three months' prior notice. The severance package available to Mr. Kong on termination by the Corporation for other than cause is a lump sum cash payment in an amount equal to 24 months' salary.

2. Ms. Ke Feng (Andrea) Yuan - *CFO of the Corporation*

Black Dragon Financial Consulting Services Inc. ("**Black Dragon**"), a company owned by Ms. Yuan, has entered into a consulting agreement (the "**Black Dragon Agreement**") with the Corporation dated February 24, 2017, pursuant to which Black Dragon provides the services of Ms. Yuan to act as the Corporation's CFO. Pursuant to the terms of the agreement, Black Dragon is paid an annual consulting fee of \$84,000/year. Pursuant to the Black Dragon Agreement, Black Dragon was granted 250,000 options on closing of the Corporation's initial public offering (see "*Stock Options and Other Compensation Securities*" above). Black Dragon is entitled to additional options, from time to time, at the discretion of the Board.

This engagement may be terminated by Black Dragon by providing the Corporation with one month's prior notice. The severance package available to Black Dragon on termination by the Corporation for other than

cause is one year's consulting fee plus one month per every year it has been engaged by the Corporation up to a maximum severance of two years' consulting fee, it being acknowledged that Black Dragon has been engaged by the Corporation since February 1, 2016.

3. Non-NEO Directors

The Corporation pays each of its non-NEO directors a director's fee of \$1,000/month.

NEOs and directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as NEOs and directors, as the case may be.

NEOs and directors are entitled to participate in the Stock Option Plan.

Oversight and Description of Director and NEO Compensation

Director Compensation

The Corporation pays its non-NEO directors \$1,000/month as compensation for their services in their capacity as directors, and in addition they are entitled to be granted incentive stock options in accordance with the Stock Option Plan and the policies of the Exchange. Non-NEO director compensation is reviewed by the Board on an annual basis.

The Board believes that the granting of incentive stock options provides a reward to directors for achieving results that improve Corporation performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Corporation's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each director; the aggregate value in securities of the Corporation that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Corporation to reward directors for their efforts to increase value for shareholders without requiring the Corporation to use cash from its treasury. The terms and conditions of the Corporation's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Securities Authorized for Issuance Under Equity Compensation Plans*" below.

The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

Named Executive Officer Compensation

Each of the NEOs has a written agreement with the Corporation or a subsidiary (see "*Director and Executive Compensation – Employment, Consulting and Management Agreements*" above). The independent Board members review, on an annual basis, the cash compensation, performance and overall compensation package for each NEO. The Corporation recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each of the NEOs. The Corporation's executive compensation practices are intended to provide both current and long term rewards to its NEOs that are competitive within the compensation practices of the industry and consistent with their individual performance and contribution to the Corporation's objectives. Compensation components include base salary, bonus and long term incentives in the form of stock options. In determining the appropriate base salary of an executive officer, the Board considers the responsibilities of the individual, comparable salaries in the industry, the experience level of the individual and overall performance. Once the base salary has been established it is reviewed on an annual basis.

It is anticipated that similar compensation will be paid to NEOs during fiscal 2018 as was paid in fiscal 2017 (see "*Director and Named Executive Officer Compensation, Excluding Compensation Securities*" above), and remain at

the same or a similar rate until such time as the Corporation completes a significant financing or receives increased revenues from its operations.

Given the Corporation's current financial situation, a significant element of executive compensation is that of stock options, which do not require cash disbursements by the Corporation. The Board believes that the granting of incentive stock options provides a reward to NEOs for achieving results that improve Corporation performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Corporation's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each NEO; the aggregate value in securities of the Corporation that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Corporation to reward NEOs for their efforts to increase value for shareholders without requiring the Corporation to use cash from its treasury. The terms and conditions of the Corporation's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "Securities Authorized for Issuance Under Equity Compensation Plans" below.

Other than as described above, there are no other perquisites provided to the NEOs. The Corporation does not use specific benchmark groups in determining compensation or any element of compensation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Corporation's current stock option plan (the "Stock Option Plan"), being the Corporation's only equity compensation plan as of December 31, 2017 and as of date of this Information Circular. The Stock Option Plan was most recently approved by the Corporation's shareholders at its last annual general meeting on June 21, 2017. As of the date of this Information Circular:

Plan Category	Number of common shares to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of common shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	3,220,000	0.31	702,200
Equity compensation plans not approved by shareholders	Nil	N/A	N/A
TOTAL:	3,220,00		702,200

Description of the Stock Option Plan

The Corporation's Stock Option Plan is dated January 25, 2017, and is a "rolling" 10% stock option plan.

The Stock Option Plan is administered by the Board who has the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves. Eligible recipients include: directors, officers, employees and consultants of, or employees of management companies providing services to, the Corporation or its subsidiaries. The key terms of the Stock Option Plan are as follows:

- ◆ The aggregate number of optioned shares that may be issued upon the exercise of stock options granted under the Stock Option Plan may not exceed 10% of the number of issued and outstanding shares of the Corporation at the time of granting of options.

- ◆ No more than 5% of the shares outstanding at the time of grant may be reserved for issuance to any one person (including a company wholly-owned by that person) in any 12 month period, unless the Corporation has received disinterested shareholder approval to exceed such limit.
- ◆ Where required by applicable exchange policies, no more than 2% of the shares outstanding at the time of grant may be reserved for issuance to any one consultant of the Corporation in any 12 month period.
- ◆ No more than an aggregate of 2% of the shares outstanding at the time of grant may be reserved for issuance to any person conducting investor relations activities (as such term is defined under applicable exchange policies) in any 12 month period.
- ◆ Vesting of options is at the discretion of the Board, however, options may not be granted with vesting provisions if vesting is prohibited under applicable exchange policies.
- ◆ If required by applicable exchange policies, options granted to persons performing investor relations activities will vest over a minimum of 12 months with no more than ¼ of such options vesting in any 3 month period.
- ◆ The number of shares that may be reserved for issuance to Insiders (as such term is defined under applicable exchange policies), as a group (i) at the time of grant; or (ii) within a one year period, may not exceed 10% of the outstanding shares calculated at the time of the grant, unless disinterested shareholder approval has been obtained.
- ◆ The exercise price of a stock option shall be fixed by the Board; however, the minimum exercise price of a stock option cannot be less than the minimum price permitted under applicable exchange policies at the date of grant.
- ◆ Options may have a maximum exercise period of ten (10) years.
- ◆ Options are non-assignable and non-transferable.
- ◆ Options will expire immediately upon the optionee ceasing to provide services to the Corporation and the optionee may not exercise any options after such optionee ceases to provide services to the Corporation except that:
 - ◆ in the case of death of an optionee, any vested options held by the deceased at the date of death will become exercisable by the optionee's estate until the earlier of one year after the date of death and the date of expiration of the term otherwise applicable to such option;
 - ◆ in the case of an optionee dismissed from employment/service for cause, such options, whether vested or not, will immediately terminate without right to exercise same; and
 - ◆ subject to the above two paragraphs, any vested option held by an optionee at the date the optionee ceases to provide services to the Corporation may be exercised by such optionee until the earlier of (i) the date that is 90 days after the date such optionee ceases to provide services, or such extended date not to exceed one year after the date the optionee ceases to provide services to the Corporation where such extended date is approved by the Board in writing; and (ii) the expiry date otherwise applicable to such options.

A copy of the Stock Option Plan is available for review at the registered office of the Corporation located at Suite 1100 – 736 Granville Street, Vancouver, BC V6Z 1G3, during normal business hours up to and including the date of the Meeting.

In accordance with applicable securities laws, as the Stock Option Plan is a “rolling” stock option plan, it must receive approval of the Corporation's shareholders yearly at the Corporation's annual general meeting. Refer to “*Particulars of Matters to be Acted Upon – 5. Re -Approval of the Stock Option Plan*” below.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No (a) director; (b) executive officer; (c) proposed nominee for election as a director; (d) associate of a director, executive officer or proposed nominee for election as a director; (e) employee; or (f) former director, executive officer or employee of the Corporation, is, as at May 22, 2018, or was at any time during the Corporation's last completed financial year, indebted to the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than transactions carried out in the normal course of business of the Corporation or any of its affiliates, no informed person and none of the proposed directors of the Corporation or any associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

Applicable securities legislation defines “**informed person**” to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of a reporting issuer; (c) any person or Corporation who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or Corporation as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

MANAGEMENT CONTRACTS

During year ended December 31, 2017, no management functions of the Corporation were to any substantial degree performed by a person other than the directors or executive officers of the Corporation.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes 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.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires that each reporting Corporation disclose its corporate governance practices on an annual basis. The Corporation's general approach to corporate governance is summarized below.

Board of Directors

Independence

The Corporation's Board is comprised of four (4) directors: Yuk Kan Kong, David Austin, Alan Foster and Ian Mallmann.

Section 1.4 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) sets out the standard for director independence. Under NI 52-110, a director is independent if he has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, be reasonably

expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Corporation.

Applying the definition set out in section 1.4 of NI 52-110, three directors, David Austin, Alan Foster and Ian Mallmann, are independent. Yuk Kan Kong is not independent by virtue of the fact that he is an executive officer of the Corporation (CEO).

Other Directorships

Certain directors of the Corporation serve as directors of one or more other reporting issuers or reporting issuer equivalents, as follows:

Name of Director	Reporting Issuer(s) or Equivalent(s)
Ian Mallmann	Crownia Holdings Ltd. (TSXV) Exalt Capital Corp. (TSXV)
David Austin	Colonial Coal International Corp. (TSXV)

Orientation and Continuing Education

The Corporation has not adopted a formalized process of orientation for new Board members. Orientation of new directors has been and will be conducted on an ad hoc basis through discussions and meetings with other directors, officers and employees where a thorough description of the Corporation's business, assets, operations and strategic plans and objectives are discussed. Orientation activities have been and will be tailored to the particular needs and experiences of each director and the overall needs of the Board.

The Board does not take any formal measures to provide continuing education for the directors. Directors are kept informed as to matters impacting, or which may impact, the Corporation's operations through periodic discussions and through presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management, advisors and other directors who can answer any questions that may arise.

At this stage in the Corporation's development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct & Ethics which addresses, but is not limited to, the following issues:

- (a) compliance with laws and ethics (including, but not limited to, a prohibition on illegal payments of any kind, insider trading, tipping and hedging);
- (b) the prescriptions of and procedures for blackout periods;
- (c) corporate opportunities and conflicts of interest;
- (d) discharge of director and officer duties;
- (e) confidentiality of corporate information;
- (f) disclosure of material information;

- (g) protection and proper use of corporate assets;
- (h) accounting, auditing and disclosure concerns;
- (i) fair dealing with competitors;
- (j) fair treatment and respect of people in its workplace;
- (k) political activities;
- (l) statement that the Corporation is an equal opportunity employer;
- (m) no tolerance for discrimination, harassment or workplace violence of any kind; and
- (n) compliance with health and safety issues.

In addition, the Corporation has adopted a Whistleblower Policy to ensure that a confidential and anonymous process exists whereby officers, employees and consultants of the Corporation and its subsidiaries can express concerns or complaints about accounting and control matters and/or suspected violations of the law or the Code of Business Conduct & Ethics.

Nomination of Directors

Due to the Corporation's size and stage of development, the Board does not have a nominations committee or a formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among Board members. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the required time, show support for the Corporation's mission and strategic objectives and have a willingness to serve.

Compensation

Due to the Corporation's size and stage of development, it does not have a separate compensation committee, but rather, the Board as a whole determines director and NEO compensation by way of discussions at Board meetings. The independent members of the Board are responsible for determining the compensation to be paid to the NEOs. Should the Corporation's circumstances change to warrant a separate compensation committee, one will be established.

Refer to "*Oversight and Description of Director and NEO Compensation*" above for a detailed description of the Corporation's compensation policies.

Other Board Committees

At the present time, the Corporation's only standing committee is the audit committee (the "**Audit Committee**") (see "*Audit Committee*" below).

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Corporation's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The contributions of individual directors are monitored by the other members of the Board on an informal basis through observation.

Audit Committee

NI 52-110 requires the Corporation's Audit Committee to meet certain requirements. It also requires the Corporation to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Audit Committee's mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system, reviews and appraises the work of the external auditors, and provides an open avenue of communication between the external auditors, senior management and the Board.

The Audit Committee Charter

The Corporation's Board has adopted an Audit Committee Charter which sets out the Audit Committee's mandate, organization, powers and responsibilities. A copy of the Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The Corporation's Audit Committee is comprised of three directors consisting of David Austin, Ian Mallmann and Yuk Kan Kong. The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate' for the purposes of NI 52-110.

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
David Austin	Yes	Yes
Ian Mallmann	Yes	Yes
Yuk Kan Kong	No	Yes

Notes:

- (1) To be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Accordingly, an executive officer of the Corporation is not independent, nor is a director that is paid consulting fees for non-director services provided to the Corporation.
- (2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of IFRS and financial and financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for 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, or experience actively supervising one or more persons engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting, are as follows:

Member	Education/Experience
David Austin	Mr. Austin has over 30 years' Canadian reporting issuer experience. Mr. Austin currently serves as the CEO and Chairman (since October 2010) and a director (since July 2010) of Colonial Coal International Corp. (TSX-V: CAD), and was the President of its pre-amalgamation predecessor (2005 – 2008). Prior to that, Mr. Austin served as a director and/or senior officer of several other public companies listed on the TSXV and the Toronto Stock Exchange including serving as the President (2001 – 2004) and a director (1995 – 2009) of NEMI Northern Energy & Mining Inc. (then TSX: NNE.A). Mr. Austin was also a terminal manager with the BC Ferry Corporation in West Vancouver, BC.
Ian Mallmann	Mr. Mallmann has been the principal of Chagford Square Capital Inc., a corporate finance and real estate advisory firm since October 2003. Mr. Mallmann has more than 5 years of experience in serving as director, Chief Financial Officer and Chair of the Audit Committee for several PRC-based reporting issuers on the TSXV and the Canadian Securities Exchange. He was most recently a director and audit committee chair of Symax Lift (Holding) Co., Ltd. (TSXV: SYL) from December 2009 to March 2016. Currently, Mr. Mallmann acts as a director for Crownia Holdings Ltd. (TSXV:CNH). Mr. Mallmann received a Bachelor of Arts Degree (1981), a Juris Doctor (1985) and a Masters Degree in Business Administration (1988), all from the University of British Columbia.
Yuk Kan Kong	Mr. Kong Yuk Kan is the CEO and one of the founding shareholders of the Corporation's wholly-owned subsidiary, Glorious IT, and was responsible for setting up Glorious IT in 2011. Mr. Kong has been responsible for developing the strategic vision of GCL and building the necessary infrastructure in Vietnam, Hong Kong and Mainland China to implement the Corporation's business plan. Mr. Kong has travelled extensively between China, Hong Kong, Macau and Vietnam in order to establish strategic partnerships and business relationships and opportunities in each region. Mr. Kong has over 14 years' experience as an IT director or IT manager in various public and private companies, most notably with YesMobile H.K. (2001 - 2003) and Luks Group (Vietnam Holdings) Company Limited (2005 -2011). He worked at the Saigon Trade Center in Vietnam from 2009 to 2011 for Luks Group (Vietnam Holdings) Company Limited, during which time he assisted in the development of the Optical Fiber System in the Saigon Trade Center. Mr. Kong has obtained various IT qualifications, including: Certification of Information Systems Security Professional, Linux Professional Certification, Computer Information Forensic Investigator, and Certificate of Cisco Network Associate. Mr. Kong received a Masters Degree from the New Asia Institute of Advanced Chinese Studies in 1996 and a Ph.D (Chinese Economic History) from Xiamen University of China in 2009.

Audit Committee Oversight

Since the commencement of the Corporation's most recent financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110 – Audit Committee Composition & Reporting Obligations

Since the Corporation is a “venture issuer” (as such term is defined in NI 52-110), it is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* (as described in “*Composition of the Audit Committee*” above) and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about an audit committee in the Corporation’s Annual Information Form, if any, and this Information Circular).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter, attached hereto as Schedule “A”.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
December 31, 2017	50,000	Nil	Nil	50,000
December 31, 2016	91,900	35,500	Nil	127,400

Notes:

- (1) The aggregate fees billed by the Corporation’s auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Corporation’s auditor that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not disclosed in the ‘Audit Fees’ column.
- (3) The aggregate fees billed for professional services rendered by the Corporation’s auditor for tax compliance, tax advice and tax planning. These services include the filing of the Corporation’s annual tax returns.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements and Auditor’s Report

The Board has approved the audited financial statements for the fiscal year ended December 31, 2017, together with the auditor’s report thereon, copies of which have been sent to those shareholders who had requested receipt of same. Copies of these materials are available on SEDAR at www.sedar.com.

2. Re-Appointment of Auditor

Shareholders of the Corporation will be asked to vote for the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as the Corporation’s auditor, to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.

Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

3. Set Number of Directors

Management of the Corporation intends to propose a resolution to set the number of directors at four (4).

Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

4. Election of Directors

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Corporation for the ensuing year. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the election of the nominees listed below to the Board.**

Each director elected will hold office until the close of the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated.

The following table sets out the names of management’s nominees for election as directors, all offices in the Corporation each now holds, each nominee’s current principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of common shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at May 22, 2018. Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name, Province or State and Country of Residence and Position Held	Principal Occupation for the Past Five (5) Years	Director of the Corporation Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
YUK KAN KONG⁽²⁾ Hong Kong <i>CEO & Director</i>	CEO of Glorious IT Creations Limited, the Corporation’s operating subsidiary (since Aug 2011)	Dec 24, 2015	11,913,745
IAN MALLMANN⁽²⁾ British Columbia, Canada <i>Director</i>	Principal of Chagford Square Capital Inc. (since Oct 2003), a corporate finance and real estate advisory firm; Director of Crownia Holdings Ltd. (since Sep 2015); and various other director and officer positions with publicly traded companies	May 16, 2016	500,000
ALAN FOSTER British Columbia, Canada <i>Director</i>	Executive in Residence of Wavefront Accelerator’s Venture Acceleration Program (since October 2015), an organization that provides start-ups with consulting services and resources to meet their needs for efficient business development; Management Consultant, Kengael Consulting (since Feb. 2012); Senior VP, Business Development of Simpli Innovations Inc. (Jan 2015 – Feb 2016); and Interim CFO of Epic Data International Inc. (Dec 2009 – Jan 2012)	May 16, 2016	500,000

DAVID AUSTIN ⁽²⁾ British Columbia, Canada <i>Director</i>	CEO, Chairman and Director of Colonial Coal International Corp., a junior coal company trading on the TSX Venture Exchange (TSX-V:CAD)(since 2010)	Jan 6, 2017	650,000
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Notes:

- (1) This information has been furnished by the respective directors.
 (2) Member of Audit Committee.

Corporate Cease Trade Orders

To the knowledge of the Corporation, no proposed director 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 Corporation (including the Corporation) that:

- (a) 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
- (b) 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;

except that:

- (i) Ms. Yuan was the CFO and a director of First Star Resources Inc. when a cease trade order was issued against it on May 9, 2013 for failure to file its year-end financial statements due to lack of funds to pay the company's auditors. The financial statements were subsequently filed and the cease trade order lifted on August 15, 2013;
- (ii) Sourcesmith Industries Inc., of which David Austin was a director, was cease traded by the British Columbia Securities Commission on November 8, 2005 for a failure to file comparative financial statement for its financial year ended June 30, 2005 and a Form 51-102F1 *Management's Discussion and Analysis* for the period ended June 30, 2005, and was cease traded by the Alberta Securities Commission on March 24, 2006 for a failure to file annual audited financial statements for the year ended June 30, 2005 and interim unaudited financial statements for the issuer's interim periods ended on September 30, 2005 and December 31, 2005. Sourcesmith Industries Inc. remains cease traded;
- (iii) CY Oriental Holdings Ltd., a company then listed on the TSX-V, was ceased traded in July 2008 for failure to file its April 30, 2008 year end audited financial statements. Mr. Ian Mallmann joined the board of CY Oriental Holdings Ltd. in April 2009, at the time it was cease traded, in order to assist the company with organizing its financial affairs and with its reporting obligations. Ultimately the company was delisted from the TSX-V in July 2009 after trading had been suspended for more than 12 months. The company remains cease traded; and
- (iv) Mr. Ian Mallmann was an independent director of Canada Renewable Bioenergy Corp. when a cease trade order was issued against it on August 6, 2014 for failure to file its March 31, 2014 year-end financial statements due to lack of funds to pay the company's auditors. The company remains cease traded;

Bankruptcies

To the knowledge of the Corporation, no proposed director

- (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 or executive officer of any Corporation (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
- (b) 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.

Penalties and Sanctions

To the knowledge of the Corporation, no proposed director:

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

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or Corporation.

5. Re-Approval of Stock Option Plan

During the past year, the Corporation maintained a 10% rolling stock option plan which was approved by the shareholders of the Corporation at the last annual general meeting on June 20, 2017. The Corporation has determined that it is in the best interests of the Corporation to receive approval of the Corporation's shareholders yearly at the Corporation's annual general meeting.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following ordinary resolution approving and ratifying the Stock Option Plan.

“BE IT RESOLVED, as an ordinary resolution, that, subject to regulatory approval:

1. the Corporation's stock option plan (the “**Plan**”) dated January 25, 2017, the details of which are set forth in the Corporation's Information Circular dated May 22, 2018, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Corporation, be and is hereby re-approved, confirmed and ratified;
2. the Corporation be authorized to abandon or terminate all or any part of the Plan if the board of directors of the Corporation deems it appropriate and in the best interests of the Corporation to do so;
3. the Corporation be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Plan; and

4. any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by applicable regulatory authorities and to complete all transactions in connection with the implementation of the Plan.”

Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

6. Approval of Continuation from the Federal Jurisdiction to the Province of British Columbia

General Information

At the Meeting, shareholders of the Corporation will be asked to consider, and if thought appropriate, to pass a special resolution (the “**Continuation Resolution**”) (the full text of which is set forth below) authorizing the continuance of the Corporation (the “**Continuation**”) from the federal laws of Canada under the *Business Corporations Act* (Canada) (the “**CBCA**”) to the Province of British Columbia under the *Business Corporations Act* (British Columbia) (the “**BC BCA**”).

The Corporation is currently formed under and governed by the provisions of the CBCA. The Corporation proposes to effect the Continuation of the Corporation into British Columbia, and thereafter be formed under and subject to the provisions of the BC BCA.

The BC BCA adopts many provisions similar to those contained in corporate legislation elsewhere in Canada, and will permit the Corporation to take advantage of more modernized corporate law procedures and requirements.

In addition to shareholder approval, the Continuation is subject to the approval of the Director, *Canada Business Corporations Act*, (on being satisfied that the Continuation will not adversely affect creditors or shareholders of the Corporation).

If the Continuation is approved, shareholders will also be approving:

1. a Notice of Articles under the BC BCA, which will provide that the Corporation’s authorized share capital be comprised of an unlimited number of common shares without par value; and
2. new Articles (the “**Articles**”) under the BC BCA, which set the rules of conduct for the Corporation, similar to its existing by-laws under the CBCA.

The Continuation will not result in any change in the business of the Corporation or its assets, liabilities or management.

The Continuation is not a reorganization, amalgamation or arrangement. Shareholders’ shareholdings will not be affected by the Continuation, other than Shareholders who exercise dissent rights with respect to the Continuation Resolution (see “*Rights of Dissent to the Continuation*” below for more information regarding dissent rights).

Upon completion of the Continuation, the CBCA will cease to apply to the Corporation and the Corporation will thereafter be subject to the BC BCA, as if it had been originally incorporated as a British Columbia company. The Continuation will give rise to certain changes in the corporate laws applicable to the Corporation – see “*Comparison Between BC and Federal Corporate Law*” set out in Schedule “B” attached hereto.

Copies of the proposed Notice of Articles and Articles, which will govern the affairs of the Corporation upon completion of the Continuation, will be available for review by the shareholders at the Meeting. In addition, a copy of the Notice of Articles and the Articles will be mailed, free of charge, to any shareholder who requests a copy, in writing, to the Corporation.

The Corporation believes the major changes between its existing by-laws under the CBCA and its new Articles under the BC BCA will be that the residency requirements for directors are eliminated – this change will allow the Corporation to select the best possible directors with the most expertise, regardless of their residency.

The proposed Continuation gives rise to a right of dissent under Section 190 of the CBCA – see “Rights of Dissent to the Continuation” below. If the Corporation completes the Continuation and the right of dissent is properly exercised by any of the shareholders entitled to do so, the Corporation will be required to purchase for cash the dissenting shareholders’ common shares at the fair value of those common shares as at the close of business on the last business day before the special resolution approving the Continuation is adopted, subject to the provisions of the CBCA.

Notwithstanding the approval of the Continuation by the shareholders, the directors may abandon the Continuation without further approval from the shareholders of the Corporation. If the Continuation is abandoned, the Corporation’s jurisdiction of incorporation will remain under the CBCA, the Continuation will not be completed and accordingly any exercise of dissent rights will thereafter be inapplicable.

To be approved, the Continuation Resolution must be passed by not less than two-thirds (66^{2/3} %) of the votes cast thereon by shareholders, present in person or represented by proxy, at the Meeting.

Rights of Dissent to the Continuation

The shareholders of the Corporation have the right to dissent to the Continuation pursuant to Section 190 of the CBCA, the text of which is set forth in Schedule “C” to this Information Circular. In the event that the actions approved by the Continuation Resolution become effective, any shareholder who dissents in accordance with the provisions of section 190 (a “**Dissenting Shareholder**”) will be entitled to be paid by the Corporation the fair value of the shares held by such Dissenting Shareholder determined as at the close of business on the last business day before the Continuation Resolution was adopted. The procedure for exercising this remedy is set forth in Schedule “C” and should be reviewed carefully.

Failure to adhere strictly to the requirements of Section 190 of the CBCA may result in the loss or unavailability of the noncompliant shareholders’ rights under that section.

In any event, if a notice of dissent is given by a shareholder, the Board will determine at that time, in its sole discretion, whether or not to proceed with the completion the Continuation under the BC BCA. If the Continuation is abandoned, **any exercise of dissent rights will thereafter be inapplicable.**

Text of Continuation Resolution

Subject to such changes as may be required by regulatory authorities or as may be recommended by counsel, shareholders will be asked at the Meeting to approve the Continuation Resolution, the proposed text of which follows. In order to be approved, the Continuation Resolution requires the approval of not less than two-thirds of the votes cast on the resolution at the Meeting, either in person or by proxy.

“BE IT RESOLVED THAT, as a special resolution, that:

1. the Corporation be and is hereby authorized to prepare a Continuation Application and Notice of Articles respecting the proposed continuation of the Corporation to British Columbia (the “**Continuation**”);
2. the Corporation apply to the Director, *Canada Business Corporations Act*, (the “**Director**”) to permit such Continuation in accordance with section 188 of the *Business Corporations Act* (Canada) (the “**CBCA**”);

3. the Corporation apply to the Registrar of Companies (British Columbia) (the “**BC Registrar**”) to permit such continuation in accordance with section 302 of the *Business Corporations Act* (British Columbia) (the “**BC BCA**”);
4. the Corporation be and is hereby authorized to appoint an agent to electronically file the Continuation Application with the BC Registrar and to apply to the Director for authorization permitting the continuation and to request a certificate of discontinuation under the CBCA;
5. subject to the issuance by the BC Registrar of a Certificate of Continuation and without affecting the validity of the Corporation and the existence of the Corporation by or under its articles and by-laws and any act done thereunder, effective upon issuance of the Certificate of Continuation, the Corporation adopt the Notice of Articles attached to the Continuation Application and the Articles in the form approved by the directors of the Corporation pursuant to the BC BCA, in substitution for the articles and by-laws of the Corporation pursuant to the CBCA, and all amendments reflected therein and thereto are approved and adopted;
6. on the date and time that the Continuation Application is filed with the BC Registrar, the existing articles and by-laws of the Corporation be replaced with the Notice of Articles contained in the Continuation Application and the Articles, all as approved by the directors of the Corporation;
7. notwithstanding the passage of this special resolution by the shareholders of the Corporation, the directors of the Corporation, in their sole discretion and without further notice to or approval of the shareholders of the Corporation, may decide not to proceed with the Continuation or otherwise give effect to this special resolution, at any time prior to the Continuation becoming effective; and
8. any officer or director of the Corporation is authorized, for and on behalf of the Corporation, to execute and deliver all such documents and instruments and to take such other actions as such officer or director may determine to be necessary or advisable to implement this resolution and the matters authorized hereby including, without limitation, the execution and filing of the Continuation Application and any forms, certificates and undertakings prescribed by or contemplated under the BC BCA or the CBCA.”

Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

The Continuation and the Notice of Articles shall take effect immediately on the date and time the Notice of Continuation and Notice of Articles are filed with the BC Registrar. The Articles shall have effect immediately on the date and time the Articles are deposited for filing in the Corporation’s records office.

Notwithstanding the approval of the Continuation by the shareholders of the Corporation, the directors may abandon the Continuation without further approval from the shareholders. If the Continuation is abandoned, the Corporation’s jurisdiction of incorporation will remain under the CBCA, the Continuation will not be completed and accordingly any exercise of dissent rights will thereafter be inapplicable.

ADDITIONAL INFORMATION

Additional information relating to the Corporation concerning the Corporation and its operations is available on SEDAR at www.sedar.com. Financial information concerning the Corporation is provided in its comparative financial statements and management’s discussion and analysis for the Corporation’s most recently completed financial year. Copies of this information are available either on SEDAR or by contacting the Corporation at its offices located at Suite 405 – 1328 West Pender Street, Vancouver, British Columbia, V6E 4T1; Att: CFO ; Phone: (778) 889-4966.

OTHER MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the Corporation form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the Board.

ON BEHALF OF THE BOARD OF DIRECTORS

“Yuk Kan Kong”
Yuk Kan Kong
CEO & Director

**Schedule “A”
to Information Circular of
Glorious Creation Limited (May 22, 2018)**

**GLORIOUS CREATION LIMITED
AUDIT COMMITTEE CHARTER**

1.0 Mandate

- 1.1 The Audit Committee (the “**Committee**”) is a committee appointed by the Board of Directors (the “**Board**”) of Glorious Creation Limited (the “**Corporation**”) to assist the Board in fulfilling its responsibilities in relation to internal controls and financial reporting, and carrying out certain oversight functions on behalf of the Board.
- 1.2 The Committee’s primary duties and responsibilities are to:
- ◆ Oversee the accounting and financial reporting processes of the Corporation and the audit of its financial statements, including: (i) the integrity of the Corporation’s financial statements; (ii) the Corporation’s compliance with legal and regulatory requirements; and (iii) the external auditor’s qualifications and independence.
 - ◆ Serve as an independent and objective party to monitor the Corporation’s financial reporting processes and internal control systems.
 - ◆ Recommend to the Board the external auditors to be nominated and the compensation of such auditors and recommend any renewals or replacements of the external auditors and their remuneration.
 - ◆ Oversee and monitor the work and performance of the audit activities of the Corporation’s external auditors.
 - ◆ Provide open lines of communication among the Corporation’s external auditors, financial and senior management and the Board for financial reporting and control matters, and meet periodically with management and with the external auditors.
 - ◆ Pre-approve all non-audit services to be provided to the Corporation by the external auditors.
 - ◆ Review the financial statements and management’s discussion and analysis of the Corporation.
 - ◆ Review annual and interim financial results press releases of the Corporation.
 - ◆ If requested by the Board, provide oversight to any related party transactions entered into by the Corporation.
 - ◆ Report to the Board regularly.
- 1.3 The Committee has the authority to conduct any review or investigation appropriate to fulfilling its responsibilities.

2.0 Composition

- 2.1 The Committee must be composed of a minimum of three members, all of whom must be directors of the Corporation.
- 2.2 If the Corporation (i) is not a “*reporting issuer*” (as such term is defined in applicable securities laws); or (ii) is a “*venture issuer*” (as such term is defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) of the Canadian Securities Administrators), then a majority of the members of the Committee must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation.
- 2.3 If the Corporation is a reporting issuer, but not a venture issuer, then each Committee member must be an “*independent director*” (within the meaning of NI 52-110).
- 2.4 In addition to the composition requirements set out above, the composition of the Committee shall at all times comply with the rules and regulations of any stock exchange on which the shares of the Corporation may be listed, subject to any waivers or exceptions granted by such stock exchange.
- 2.5 All members of the Committee must, to the satisfaction of the Board, be “*financially literate*” (as such term is defined in NI 52-110) (i.e., in general, have the ability to read and understand a set of financial statements, such as a balance sheet, an income statement and a cash flow statement).
- 2.6 The Committee members shall be elected annually at the first meeting of the Board following the annual general meeting of shareholders.
- 2.7 Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- 2.8 Any member of the Committee may be removed from office or replaced at any time by the Board.
- 2.9 The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

3.0 Committee Meeting Requirements

- 3.1 The Board shall appoint one of the Committee members as the Chair of the Committee (the “**Chair**”). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
- 3.2 The Chair shall appoint a secretary (the “**Secretary**”) who shall keep minutes of all Committee meetings. The Secretary does not have to be a member of the Committee or a director of the Corporation and can be changed by simple notice from the Chair.
- 3.3 No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
- 3.4 The Committee shall meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than four times a year and any time the Corporation proposes to issue a press release with its quarterly or annual earnings information. Any member of the Committee or the external auditor may call meetings.

- 3.5 The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the charter documents of the Corporation or otherwise determined by resolution of the Board.
- 3.6 If all the members of the Committee present at or participating in the meeting consent, a meeting of the Committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Committee member participating in such a meeting by such means is deemed to be present at that meeting.
- 3.7 The Committee shall meet periodically in separate executive sessions with management (including the Corporation's Chief Financial Officer ("CFO")), the internal auditors and the external auditors, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or external auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- 3.8 The external auditors shall have direct access to the Committee at their own initiative.

4.0 Duties and Responsibilities

- 4.1 To fulfill its duties and responsibilities, the Committee shall:

(a) *Financial Reporting*

- (i) Prior to the public disclosure thereof, meet with the Corporation's Chief Executive Officer and CFO, and where appropriate, the Corporation's external auditors, to review and discuss and then present to the full Board for approval, the following, as applicable:
- (A) the Corporation's annual audited financial statements, together with the report of the external auditors thereon and the related management discussion and analysis for such period and the impact of unusual items and changes in accounting policies and estimates;
 - (B) the Corporation's interim financial statements, together with the related management discussion and analysis for such period and the impact of unusual items and changes in accounting policies and estimates;
 - (C) financial information in the Corporation's annual and interim profit or loss press releases, including the type and presentation of information, paying particular attention to any *pro forma* or adjusted non-IFRS information;
 - (D) financial information in annual information forms, annual reports and prospectuses of the Corporation; and
 - (E) financial information in other public reports and public filings of the Corporation requiring approval by the Board.
- (ii) Ensure that adequate procedures are in place for review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of those procedures.

(b) External Auditors

- (i) Recommend to the Board, for shareholder approval, an external auditor to examine the Corporation's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as a representative of the shareholders of the Corporation.
- (ii) Be directly responsible for setting the compensation and for the retention and oversight of the work of the external auditor engaged for the purpose of preparing or issuing an audit report, or performing other audit, review or attest services for the Corporation.
- (iii) To the extent and in the manner required by applicable law or regulation, review and pre-approve all audit services, internal control related services and any permissible non-audit services to be provided to the Corporation by the external auditor and the fees for those services.
- (iv) Ensure that the external auditor is prohibited from providing the following non-audit services and determine which other non-audit services the external auditor is prohibited from providing:
 - (A) bookkeeping or other services related to the accounting records or financial statements of the Corporation;
 - (B) financial information systems design and implementation;
 - (C) appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
 - (D) actuarial services;
 - (E) internal audit outsourcing services;
 - (F) management functions or human resources;
 - (G) broker or dealer, investment adviser or investment banking services;
 - (H) legal services and expert services unrelated to the audit; and
 - (I) any other services which the Canadian Public Accountability Board determines to be impermissible.

In no circumstances shall the external auditor provide any non-audit services to the Corporation that are prohibited by applicable law or regulation.
- (v) Require the external auditor to report directly to the Committee, and meet with the external auditor on a regular basis, as required.
- (vi) Review the nature and scope of the annual audit and the results of the annual audit examination by the external auditor, including any reports prepared in connection with the annual audit.
- (vii) Review the nature and scope of any review engagements for interim financial statements and the result of such review engagements by the external auditor, including any reports prepared by the external auditor in connection with such review engagements.

- (viii) Review and evaluate annually the performance of the external auditor and make a recommendation to the Board regarding the re-appointment of the external auditor at the next annual meeting of the Corporation's shareholders or, if necessary, the replacement of such external auditor.
- (ix) Take, or recommend that the Board take, appropriate action to ensure the independence of the external auditor, and engage in dialogue with the external auditor regarding any disclosed relationships or services that may affect the independence and objectivity of such external auditor.
- (x) Obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and steps taken to resolve those issues.
- (xi) Satisfy itself that there are no unresolved issues between management and the external auditor that could affect the annual audited statements or the interim financial statements, and that there is generally a good working relationship between management and the external auditor.
- (xii) Ensure that the head audit partner assigned by the external auditor to the Corporation, as well as the audit partner charged with reviewing the audit of the Corporation, are changed at least every five years.
- (xiii) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors. The Committee has adopted the following guidelines regarding the hiring of any partner, employee or former partner or employee of the present or former external auditor of the Corporation, or any other person providing audit assurance to the current or former external auditors of the Corporation on any aspect of their certification of the Corporation's financial statements:
 - (A) no member of the audit team that is auditing a business of the Corporation can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 - (B) no former partner or employee of the external auditor may be made an officer of the Corporation or any of its subsidiaries for three years following the end of the individual's association with the external auditor;
 - (C) the CFO of the Corporation must approve all office hires from the external auditor; and
 - (D) the CFO of the Corporation must report annually to the Committee on any hires within these guidelines during the preceding year.
- (xiv) Review, at least annually, the relationships between the Corporation and the external auditor in order to establish the independence of the external auditor.

(c) ***Internal Controls***

- (i) Review the Corporation's internal accounting staff functions.
- (ii) Review with the Corporation's CFO and others, as appropriate, the reporting and internal system of controls for the Corporation and its subsidiaries.

- (iii) Consider any judgments by the external auditor about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting and consider and approve, as appropriate, any changes as suggested by the external auditor and management.
- (iv) Review significant judgments made by the Corporation's CFO and others in the preparation of the financial statements and the view of the external auditor as to the appropriateness of such judgments.
- (v) Review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements.

(d) *Complaints and Concerns*

- (i) Establish procedures for:
 - (A) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (B) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(e) *Other Matters*

- (i) Obtain reports from management and the Corporation's external auditors that the Corporation is in conformity with legal requirements and the Corporation's *Code of Business Conduct & Ethics* and reviewing reports and disclosures of insider and affiliated party transactions.
- (ii) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
- (iii) Discuss with the Corporation's legal counsel legal matters that may have a material impact on the financial statements or of the Corporation's compliance policies and internal controls.
- (iv) Conduct special investigations, independent of the Board or management, relating to financial and non-financial related matters concerning the Corporation and/or any one or more of its directors, officers, employees, consultants and/or independent contractors, if determined by the Committee to be in the best interests of the Corporation and its shareholders. The Committee shall advise the Board with respect to the initiations of such investigations.
- (v) Oversee the effectiveness of management's interaction with and responsiveness to the Board.
- (vi) Report regularly and on a timely basis to the Board on the matters coming before the Committee.
- (vii) Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

- (viii) Perform such other functions as required by the Board or applicable law or regulation.
- (ix) Consider any other matters referred by the Board from time to time.

5.0 Rights and Authority of the Committee and Members Thereof

- 5.1 The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to engage independent counsel and other advisors or experts or consultants as it determines necessary to carry out its duties and to set and require the Corporation to pay the compensation for any advisors so employed by the Committee.
- 5.2 The members of the Committee shall have the right, for the purpose of performing their duties, to inspect all the books and records of the Corporation and its subsidiaries and to seek any information they require from any employee of the Corporation.
- 5.3 The members of the Committee have the authority to communicate directly with the Corporation's internal and external auditors.

6.0 Miscellaneous

- 6.1 Nothing contained in this Audit Committee Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. The purposes, responsibilities, duties and authorities outlined in this Audit Committee Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

This *Audit Committee Charter* was approved and adopted by the Board, and made effective in full force and effect on January 25, 2017.

**Schedule “B”
to the Information Circular of
Glorious Creation Limited (May 22, 2018)**

COMPARISON BETWEEN BRITISH COLUMBIA AND FEDERAL CORPORATE LAW

The following is a summary only of certain differences between the BC BCA, the statute that will govern the corporate affairs of the Corporation upon the Continuation, and the CBCA, the statute which currently governs the corporate affairs of the Corporation. Nothing that follows should be construed as legal advice to any particular shareholder, all of whom are advised to consult their own legal advisors respecting all of the implications of the Continuation.

Charter Documents

Under the BC BCA, a company’s charter documents consist of a “*Notice of Articles*”, which sets forth the name of the company and the amount and type of authorized capital, and “*Articles*” (collectively, the “**Charter Documents**”) which govern the management of the company. The Notice of Articles is filed with the Registrar of Companies and the Articles are filed only with the company’s registered and records office.

Under the CBCA, a corporation has “*articles*”, which set forth the name of the corporation and the amount and type of authorized capital, the restrictions on share transfers (if any), the number of directors and any restrictions on business. Under the CBCA, a corporation also has “*by-laws*” which govern the management of the corporation. The articles are filed with the Registrar of Corporations and the by-laws are filed only with the corporation’s registered and records office.

Amendments to the Charter Documents of the Corporation

Generally, under the BC BCA, a company must not alter its Notice of Articles or Articles unless it is authorized to do so: (a) by the type of resolution specified in the BC BCA; (b) if the BC BCA does not specify a type of resolution, then by the type of resolution specified in the company’s Articles; or (c) if neither the BC BCA nor the Articles specify the type of resolution, then by special resolution. Accordingly, under the BC BCA, certain changes may be authorized by directors’ resolutions if the Articles so provide.

Under the BC BCA, and unless otherwise provided in the company’s Articles, a “*special resolution*” usually refers to a majority of at least two-thirds (66⅔%) of the votes cast on the resolution and an “*ordinary resolution*” refers to a simple majority of the votes cast on the resolution.

The CBCA requires a special resolution passed by a majority of not less than two-thirds (66⅔%) of the votes cast on the resolution to make fundamental changes to the corporation’s articles, and changes to the corporation’s by-laws requires only an ordinary resolution passed by a simple majority of the votes cast on the resolution.

Sale of Corporation’s Undertaking

Under the BC BCA, a company may sell, lease or otherwise dispose of all or substantially all of the undertaking of the company only if it does so in the ordinary course of its business or if it has been authorized to do so by a special resolution. The BC BCA does not specify whether holders of shares that do not otherwise carry a right to vote may vote on any proposed sale, lease or disposition of all or substantially all of the undertaking of a company.

Under the CBCA, a corporation may sell, lease or exchange all or substantially all of the property of the corporation, other than in the ordinary course of business of the corporation, only if it has been authorized by a special resolution. Each share of the corporation carries the right to vote in respect of the sale, lease or exchange whether or not such share otherwise carries the right to vote, and where a class or series of shares is affected by the sale, lease or exchange in a manner different from another class or series, the holders of shares of that affected class or series are entitled to vote separately on the transaction.

Rights of Dissent and Appraisal

The BC BCA provides that shareholders who dissent to certain actions being taken by the company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable where the company proposes to:

- ♦ alter its Articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;
- ♦ adopt an amalgamation agreement;
- ♦ approve an amalgamation into a foreign jurisdiction;
- ♦ approve an arrangement, the terms of which arrangement permit dissent;
- ♦ authorize the continuation of the company into a jurisdiction other than British Columbia;
- ♦ authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- ♦ in respect of any other resolution, if dissent is authorized by the resolution; or
- ♦ any court order that permits dissent.

The CBCA contains similar dissent rights, where the corporation proposes to:

- ♦ amend its articles to change the restriction on share transfers, to remove or change any restrictions on the business that the corporation may carry out, or to add or remove an express statement establishing the unlimited liability of the shareholders;
- ♦ amalgamate with another corporation;
- ♦ be continued under the laws of another jurisdiction;
- ♦ sell, lease or exchange all or substantially all of its property; or
- ♦ carry out a going-private or squeeze-out transaction.

Oppression Remedies

Under the BC BCA, a shareholder of a company has the right to apply to court on the grounds that:

- ♦ the affairs of the company are being or have been conducted, or the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant, or
- ♦ some act of the company has been done or is threatened, or some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

On such an application, the court may make such order as it sees fit including an order to prohibit any act proposed by the company or an order to vary or set aside any transaction or resolution.

The CBCA contains rights that are substantially broader in that they are available to a larger class of complainants. The right under the CBCA extends to directors, officers or security holders (whether the security is legally or beneficially owned), former directors, officers or security holders (whether the security is legally or beneficially owned) of the corporation or any of its affiliates, creditors of the corporation (in the discretion of the court), or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy. The court can make an order in respect of a corporation or any of its affiliates, where any act or omission of a corporation or its affiliates effects a result, or the business or affairs of a corporation or its affiliates are or have been carried on or conducted in a manner, or the powers of the directors of a corporation or any of its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer. As is the case under the BC BCA, on such an application, the court may make such an order as it sees fit, including an order restraining the conduct complained of or an order compensating the complainant.

Shareholder Derivative Actions

Under the BC BCA, a shareholder or director of a company may, with judicial leave, bring an action in the name and on behalf of the company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such right, duty or obligation. There is a similar right of a shareholder or director, with leave of the court, and in the name and on behalf of the company, to defend an action brought against the company. The court will grant leave for an application to commence a derivative action if:

- ♦ the complainant has made reasonable efforts to cause the directors of the company to prosecute or defend the legal proceeding;
- ♦ notice of the application for leave has been given to the company and to any other person the court may order;
- ♦ the complainant is acting in good faith; and
- ♦ it appears to the court that it is in the best interests of the company for the legal proceeding to be prosecuted or defended.

The CBCA contains similar provisions for derivative actions but the right to bring a derivative action is available to a broader group – the right under the CBCA extends to directors, officers or security holders (whether the security is legally or beneficially owned), former directors, officers or security holders (whether the security is legally or beneficially owned) of a corporation or any of its affiliates, creditors of the corporation, or any other person who, in the discretion of a court, is a proper person to bring a derivative action. Also, the CBCA permits a complainant to commence an action in the name of a subsidiary of the corporation.

Requisition of Meetings

The BC BCA provides that one or more shareholders of a company holding not less than 5% of the issued voting shares of the company may give notice to the directors requiring them to call and hold a general meeting, which meeting must be held within four months.

The CBCA permits the registered or beneficial holders of not less than 5% of the issued voting shares of the corporation to require the directors to call and hold a meeting of the shareholders of the corporation for the purposes stated in the requisition.

Under both the CBCA and the BC BCA, if the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

Place of Meetings

Under the BC BCA, general meetings of shareholders are to be held in British Columbia or may be held at a location outside of British Columbia if:

- ♦ the location is provided for in the Articles;
- ♦ the Articles do not restrict the company from approving a location outside of British Columbia, the location is approved by the resolution required by the Articles for that purpose, or if no resolution is specified then approved by ordinary resolution before the meeting is held (the proposed Articles provide for determination of the location by resolution of the directors); or
- ♦ the location is approved in writing by the Registrar of Companies before the meeting is held.

The CBCA provides that meetings of shareholders must be held at a place within Canada or may be held at a location outside of Canada if a corporation's articles so provide or if all the shareholders entitled to vote at the meeting so agree.

Directors

Both the CBCA and the BC BCA provide that a company must have at least one director, and a minimum of three directors at such point as a company is a reporting company.

The CBCA requires that at least 25% of the directors must be resident Canadians and if the corporation has less than four directors, then at least one director must be a resident Canadian, whereas the BC BCA does not have a residency requirement for directors.

Shareholders' Pre-emptive Rights

The BC BCA is silent on shareholders' pre-emptive rights.

Under the CBCA, shareholders may have pre-emptive rights to purchase shares issued by the corporation if it is provided for in the articles of the corporation.

Dividends

Under the BC BCA, a company may pay dividends to its shareholders by shares or money, unless the company is insolvent or the payment of the dividends would render the company insolvent.

Under the CBCA, a corporation may not pay dividends if the corporation is, or would after the payment be, unable to pay its liabilities as they become due, or the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes.

**Schedule “C”
to the Information Circular of
Glorious Creation Limited (May 22, 2018)**

SHAREHOLDER RIGHTS OF DISSENT

Dissent Rights Pursuant to Section 190 of the *Business Corporations Act* (Canada)

Right of dissent

190.

- (1) Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or 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, transfer or ownership of shares of that class;
 - (b) amend its articles under section 173 to add, change or remove any restriction on the business or businesses that the corporation may carry on;
 - (c) amalgamate otherwise than under section 184;
 - (d) be continued under section 188;
 - (e) sell, lease or exchange all or substantially all its property under subsection 189(3); or
 - (f) carry out a going-private transaction or a squeeze-out transaction.

Further right

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

If one class of shares

- (2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares.

Payment for shares

- (3) In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.

No partial dissent

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

Objection

- (5) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.

Notice of resolution

- (6) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.

Demand for payment

- (7) A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing
- (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder dissents; and
 - (c) a demand for payment of the fair value of such shares.

Share certificate

- (8) A dissenting shareholder shall, within thirty days after sending a notice under subsection (7), send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

Forfeiture

- (9) A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.

Endorsing certificate

- (10) A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.

Suspension of rights

- (11) On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where
- (a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),
 - (b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or

- (c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9),

in which case the shareholder's rights are reinstated as of the date the notice was sent.

Offer to pay

- (12) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice
- (a) a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or
 - (b) if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

Same terms

- (13) Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.

Payment

- (14) Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

Corporation may apply to court

- (15) Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.

Shareholder application to court

- (16) If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.

Venue

- (17) An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

No security for costs

- (18) A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).

Parties

- (19) On an application to a court under subsection (15) or (16),
- (a) all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and
 - (b) the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.

Powers of court

- (20) On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.

Appraisers

- (21) A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

Final order

- (22) The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.

Interest

- (23) A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

Notice that subsection (26) applies

- (24) If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

Effect where subsection (26) applies

- (25) If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may
- (a) withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or
 - (b) retain 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.

Limitation

- (26) 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 thereby be less than the aggregate of its liabilities.