

ENCANTO POTASH CORP.

3123 – 595 Burrard Street

Vancouver, BC V7X 1J1

Tel : (604) 609-6110

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the Shareholders of **ENCANTO POTASH CORP.** (hereinafter called the “Company”) will be held on **Wednesday, December 19, 2018** at Suite 1010 – 141 Laurier Avenue W., Ottawa, ON, K1P 5J3 at the hour of 11:00 a.m. (Eastern time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2017, and the Auditor's Report thereon.
2. To elect Directors for the ensuing year and to fix the number of Directors for the ensuing year at eight (8).
3. To appoint MNP SENCRL, srl, as the Company’s Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor.
4. To re-approve the Company’s Stock Option Plan.
5. To approve the creation of a new control person – Hamad Al-Wazzan.
6. To approve the creation of a new control person – Horgen Holdings Inc.
7. To approve the creation of a new control person – Muskowekwan Resources Ltd.
8. To approve the creation of a new control person – Victor Dabah.
9. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular. As set out in the notes, the enclosed form of proxy is solicited by management, but, you may amend it to appoint another person (who need not be a shareholder) to attend and act for you at the meeting other than the persons named in the form of proxy if you so desire by inserting in the blank space provided in the form of proxy the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 19th day of November, 2018.

BY ORDER OF THE BOARD,

“Stavros Daskos”

Stavros Daskos
CEO, President & a Director

ENCANTO POTASH CORP.

3123 – 595 Burrard Street
Vancouver, BC V7X 1J1
Tel: (604) 609-6110

INFORMATION CIRCULAR

(containing information as at November 19, 2018 unless indicated otherwise)

**For the Annual General and Special Meeting
to be held on Wednesday, December 19, 2018**

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the Management of ENCANTO POTASH CORP. (the “Company”), for use at the Annual General and Special Meeting (the “Meeting”), of the Shareholders of the Company, to be held on Wednesday, the 19th day of December, 2018, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The enclosed Instrument of Proxy is solicited by management of the Company. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL INSERT THE NAME OF HIS NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY TOLL FREE FAX AT 1-866-249-7775 NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.

The Instrument of Proxy must be signed and dated by the Shareholder or by his attorney in writing, or, if the Shareholder is a Corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a Corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than one-half of the votes cast will be required (an “Ordinary Resolution”) unless the motion requires a Special Resolution, in which case a majority of not less than two thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval,

common shares (“Common Shares”) held by Shareholders of the Company who have an interest in the motion and Common Shares held by their “associates”, as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

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

Applicable regulatory rules require intermediaries/brokers to seek voting instructions in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the Common Shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications (“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 the shares to be represented 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 such Common Shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

The Company has provided this Information Circular and Notice of Meeting to intermediaries for distribution to non-objecting beneficial owners (usually referred to as NOBOs for Non-Objecting Beneficial Owners). The Company will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The Company is not relying on the “notice-and-access” delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized capital consists of an unlimited number of Common Shares without par value of which 45,748,349 Common Shares were issued and outstanding as of the close of business on October 29, 2018 (the “Record Date”), each Common Share carrying the right to one vote, 100,000,000 Class “A” preference non-voting shares with a par value of \$10.00 each, none of which are issued, and 100,000,000 Class “B” preference non-voting shares with a par value of \$50.00 each, none of which are issued.

Any Shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder's shares voted at the Meeting or adjournment thereof.

To the best of the knowledge of the directors and senior officers of the Company, as of October 29, 2018 there are no persons who beneficially own, or control or direct, directly or indirectly, 10% or more of the issued and outstanding Common Shares of the Company.

EXECUTIVE COMPENSATION

Definitions: For the purpose of this Information Circular:

“CEO” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“closing market price” means the price at which the Company’s security was last sold, on the applicable date,

- (a) in the security’s principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security’s principal marketplace;

“company” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“equity incentive plan” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 Share-based Payment;

“external management company” includes a subsidiary, affiliate or associate of the external management company;

“grant date” means a date determined for financial statement reporting purposes under IFRS 2 Share-based Payment;

“incentive plan” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“incentive plan award” means compensation awarded, earned, paid, or payable under an incentive plan;

“NEO” or “Named Executive Officer” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

“non-equity incentive plan” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“plan” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“share-based award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

The Company completed a share consolidation on the basis of 1 post-split common shares for every ten pre-split common shares effective May 18, 2018. As the share consolidation was subsequent to the year ended December 31, 2017, all figures in this Executive Compensation section are pre-consolidation amounts.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation provided to the Company's NEOs is determined and reviewed by the Company's Compensation Committee. In establishing executive compensation policies, the Compensation Committee takes into consideration the recommendations of management and, following discussion and review, reports them to the Company's full Board of Directors for final approval. The members of the Compensation Committee for the financial year ended December 31, 2017 were Gordon Keep (Chair), Chief Reginald Bellerose, and Joe Varner, each of whom is considered to be "independent" as that term is defined in National Instrument 58-101 "Disclosure of Corporate Governance Practices". Vinay Maloo replaced Gordon Keep as Chair of the Compensation Committee on December 20, 2017 and is also considered to be independent.

Compensation of the Company's Named Executive Officers is comprised of a base salary, bonuses when funds are available and the grant of options to purchase Common Shares under the Company's stock option plan (as more particularly described below). Through its executive compensation practices, the Company seeks to provide value to its Shareholders through a strong executive leadership. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success, and align the interests of the Company's executives and Shareholders by motivating executives to increase Shareholder value.

Within the context of the overall objectives of the Company's compensation practices, the Company determined the specific amounts of compensation to be paid to each of its executives during the year ended December 31, 2017 based on a number of factors, including the performance of the Company's executives during the fiscal year, the roles and responsibilities of the Company's executives, the individual experience and skills of, and expected contributions from, the Company's executives, the Company's executives' historical compensation and performance within the Company, and any contractual commitments the Company has made to its executives regarding compensation.

Although the Board of Directors of the Company has not formally evaluated the risks associated with the Company's compensation policies and practices, the Board has no reason to believe that any risks that arise from the Company's compensation policies and practices are reasonably likely to have a material impact on the Company.

Base Salary

The Company believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Company also believes that attractive base salaries can motivate and reward executives for their overall performance.

To the extent that the Company has entered into employment agreements with its executives, the base salaries of such individuals reflect the base salaries that the Company negotiated with them. The base salaries that the Company negotiated with its executives were based on the individual experience and skills of, and expected contribution from, each executive, the roles and responsibilities of the executive, the base salaries of the Company's existing executives and other factors. The employment agreements that were entered into with each of the Company's Named Executive Officers are summarized under "Management Contracts" below.

Option Based Awards

The Company has in effect a stock option plan (the "Stock Option Plan") in order to provide effective incentives to directors, officers and senior management personnel, employees and consultants of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. The Company has no equity compensation plans other than the Stock Option Plan. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its executive officers. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and Shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long term contribution to the Company will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants. The Company also grants options to charitable organizations as part of its commitment to social responsibility.

Shareholders approved the Stock Option Plan at the Company's last annual general meeting, and the Company will be asking Shareholders to re-approve the Stock Option Plan at the Meeting. The significant terms of the Company's Stock Option Plan are set out below under the heading "*Particulars of Other Matters to be Acted Upon - Re-Approval of Stock Option Plan*".

Use of Financial Instruments

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

SUMMARY COMPENSATION TABLE

In accordance with the provisions of applicable securities legislation, the Company had two Named Executive Officers during the financial year ended December 31, 2017, namely Stavros Daskos (CEO and President) and Robert McMorran (CFO).

The following table sets out certain information respecting the compensation paid to Named Executive Officers of the Company for the financial years ended December 31, 2017, 2016 and 2015:

NEO Name and principal position	Financial Year Ended Dec 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term incentive plans			
Stavros Daskos (CEO, President, and a Director)	2017	Nil	Nil	631,850 ⁽³⁾	Nil	Nil	Nil	Nil ⁽⁵⁾	631,850
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil ⁽⁵⁾	Nil
	2015	Nil	Nil	46,898 ⁽⁴⁾	Nil	Nil	Nil	Nil ⁽⁵⁾	46,898
Robert McMorran (CFO) ⁽¹⁾	2017	72,000 ⁽²⁾	Nil	66,510 ⁽³⁾	Nil	Nil	Nil	Nil	138,510
	2016	72,000 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	72,000
	2015	108,000 ⁽²⁾	Nil	10,050 ⁽⁴⁾	Nil	Nil	Nil	Nil	118,050

(1) Robert McMorran served as CFO from July 13, 2009 to December 31, 2017.

(2) Paid to Malaspina Consultants Inc. ("Malaspina"), a private company controlled by Robert McMorran, the Chief Financial Officer of the Company until December 31, 2017, for providing the Company with the services of Robert McMorran as the Chief Financial Officer of the Company and accounting support staff (see "Management Contracts" below). For the year ended December 31, 2017, \$42,000 remains accrued but unpaid.

(3) 4,750,000 pre-consolidation options to Stavros Daskos and 500,000 pre-consolidation options to Malaspina Consultants Inc., both exercisable at a pre-consolidation price of \$0.14 per Common Share until January 19, 2027. This amount represents the fair value of these options using the Black-Scholes option pricing model assuming an average expected life at the date of grant of 10 years, a risk free interest rate of 1.50%, a nil dividend yield, and an expected annualized volatility of 122%.

(4) 700,000 pre-consolidation options to Stavros Daskos and 150,000 pre-consolidation options to Malaspina Consultants Inc., both exercisable at a pre-consolidation price of \$0.17 per Common Share until May 7, 2025. This amount represents the fair value of these options using the Black-Scholes option pricing model assuming an average expected life at the date of grant of 5 years, a risk free interest rate of 1.00%, a nil dividend yield, and an expected annualized volatility of 78%.

(5) Horgen Holdings Inc. received a total of \$400,000 in consulting fees from May – December 2015; \$600,000 from January – December 2016; and from January – December 2017 \$600,000 was accrued but remains unpaid. Stavros Daskos is a principal of Horgen Holdings Inc.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to the Named Executive Officers and which were outstanding at the end of the most recently completed financial year:

Name	Option-based Awards				Share-based Awards ⁽³⁾		
	Number of securities underlying unexercised options (#) ⁽¹⁾	Option exercise price (\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Stavros Daskos	4,750,000	0.14	Jan. 19/27	Nil	N/A	N/A	N/A
	700,000	0.17	May 7/25	Nil			
	700,000	0.30	June 28/22	Nil			
Robert McMorran	500,000	0.14	Jan. 19/27	Nil	N/A	N/A	N/A
	150,000	0.17	May 7/25	Nil			
	175,000	0.17	April 28/24	Nil			
	75,000	0.25	Jan. 9/23	Nil			
	700,000	0.26	Sept. 1/21	Nil			
	1,000,000	0.17	July 13/19	Nil			

(1) Pre-consolidation amounts.

(2) Based on the difference between the exercise price of the options and the closing price of the Company's Common Shares on the TSX Venture Exchange on December 29, 2017 of \$0.045 (pre-consolidation).

(3) The Company has not granted any share based awards.

Incentive Plan Awards – Value Vested or Earned During the Year

No incentive plan awards that were previously granted to Named Executive Officers vested during the year ended December 31, 2017.

5,250,000 stock options were granted to a Named Executive Officer during the year ended December 31, 2017, however, because the exercise price of these options was equal to or greater than the market price of the Common Shares on the date of vesting, the value vested or earned was nil.

None of the Named Executive Officers exercised any stock options during the year ended December 31, 2017.

Narrative Discussion

The only plan based award program that the Company currently operates with is its Stock Option Plan. The Company's current Stock Option Plan was adopted by the Board of Directors on October 21, 2013. The purpose of the Stock Option Plan is to advance the interests of the Company, through the grant of options, by (1) providing an incentive mechanism to foster the interest of directors, officers, employees and consultants in the success of the Company; (2) encouraging directors, officers, employees and consultants to remain with the Company; and (3) attracting new directors, officers, employees and consultants.

The Stock Option Plan is administered by the Board or the Compensation Committee established by the Board for the purpose of administering the Stock Option Plan. At the present time, option grants are approved by either the Board or the Compensation Committee. It is the responsibility of the granting party to determine:

- (a) persons entitled to receive the option grant;
- (b) the number of options to be granted;
- (c) the exercise price, which shall not be less than market price for the Company's common shares at the date of grant;
- (d) an expiry date of no more than ten (10) years after the date of the grant; and

- (e) the manner, if any, in which the option shall vest and become exercisable.

The Stock Option Plan is discussed in further detail below under the heading “*Particulars of Other Matters to be Acted Upon - Re-Approval of Stock Option Plan*”.

PENSION PLAN BENEFITS

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no compensatory plans, contracts or arrangements that provide payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a Named Executive Officer's responsibilities.

MANAGEMENT CONTRACTS

Neither the management functions of the Company nor any of its subsidiaries are, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

During the year ended December 31, 2017, Robert McMorran, who acted as Chief Financial Officer of the Company, was the only NEO who received compensation in his capacity acting as officers of the Company. The Company entered into a consulting agreement effective August 21, 2008, with Malaspina Consultants Inc. (“Malaspina”), a private company owned by Robert McMorran, whereby Malaspina provides the Company with general accounting and administrative services as well as providing the services of Robert McMorran as the Chief Financial Officer of the Company, for a fee of \$6,000 per month (reduced from \$9,000 per month effective January 1, 2016) plus expenses incurred on behalf of the Company. The agreement was terminated effective December 31, 2017 concurrently with Robert McMorran’s resignation from the Company.

DIRECTOR COMPENSATION

During the financial year ended December 31, 2017, there were nine individuals who served as a director of the Company for either all or a portion of the year, one of which was also Named Executive Officers, namely Stavros Daskos. For a description of the compensation paid to the Named Executive Officer who also acted as a director of the Company, refer to the “Summary Compensation Table” above.

The following table sets forth all compensation paid to Directors of the Company who were not NEOs during the financial year ended December 31, 2017:

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-Based Awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Aref Kanafani	Nil	Nil	166,276 ⁽⁶⁾	Nil	Nil	Nil ⁽⁷⁾	166,276
Hamad Al-Wazzan	Nil	Nil	166,276 ⁽⁶⁾	Nil	Nil	Nil ⁽⁷⁾	166,276
Chief Reginald Bellerose	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Joe Varner	Nil	Nil	133,021 ⁽⁶⁾	Nil	Nil	Nil	133,021
Didier Drogba ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Vinay Maloo ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
R.G. Rajan ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gordon Keep ⁽⁴⁾	120,000 ⁽⁵⁾	Nil	133,021 ⁽⁶⁾	Nil	Nil	Nil ⁽⁸⁾	253,021

(1) Didier Drogba has served as a director since May 8, 2017.

(2) Vinay Maloo has served as a director since December 20, 2017. Mr. Maloo was appointed as Non-Executive Chairman on December 20, 2017.

- (3) R.G. Rajan served as a director from December 20, 2017 to September 19, 2018.
- (4) At the Company's annual general meeting of shareholders, held on December 20, 2017, Gordon Keep did not stand for re-election.
- (5) This amount represents fees accrued but unpaid to Mr. Keep for his role as Chairman until December 20, 2017.
- (6) 1,250,000 pre-consolidation options to Aref Kanafani, 1,250,000 pre-consolidation options to Hamad Al-Wazzan, 1,000,000 pre-consolidation options to Joe Varner and 1,000,000 pre-consolidation options to Gordon Keep, all exercisable at a pre-consolidation price of \$0.14 per Common Share until January 19, 2027. This amount represents the fair value of these options using the Black-Scholes option pricing model assuming an average expected life at the date of grant of 10 years, a risk free interest rate of 1.50%, a nil dividend yield, and an expected annualized volatility of 122%.
- (7) Horgen Holdings Inc. earned total consulting fees of \$600,000 from January – December 2017, of which all remains accrued and unpaid. Aref Kanafani and Hamad Al-Wazzan are principals of Horgen Holdings Inc.
- (8) Fiore Management & Advisory Corp. ("FMAC") earned a total of \$120,000 in advisory fees during the financial year ended December 31, 2017. Of this amount, \$70,000 remains accrued but unpaid. Gordon Keep is the largest shareholder of FMAC.

Narrative Discussion

The Company has no other arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, or involvement in special assignments during the most recently completed financial year or subsequently up to and including the date of this Statement of Executive Compensation, except that Directors are compensated for their actual expenses incurred in pursuance of their duties as Directors, certain Directors may be compensated for services rendered as consultants or experts, and Directors may be granted stock options.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to the Directors of the Company who were not NEOs and which were outstanding at the end of the most recently completed financial year ended December 31, 2017:

Name	Option-based Awards				Share-based Awards ⁽³⁾		
	Number of securities underlying unexercised options (#) ⁽¹⁾	Option exercise price (\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options ⁽³⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Aref Kanafani	1,250,000	0.14	Jan. 19/27	Nil	N/A	N/A	N/A
	75,000	0.17	May 7/25	Nil			
	500,000	0.17	April 28/24	Nil			
	1,000,000	0.20	Nov. 20/23	Nil			
Hamad Al-Wazzan	1,250,000	0.14	Jan. 19/27	Nil	N/A	N/A	N/A
	75,000	0.17	May 7/25	Nil			
	500,000	0.17	April 28/24	Nil			
	1,000,000	0.20	Nov. 20/23	Nil			
Chief Reginald Bellerose	Nil	N/A	N/A	Nil	N/A	N/A	N/A
Joe Varner	1,000,000	0.14	Jan. 19/27	Nil	N/A	N/A	N/A
Didier Drogba	Nil	N/A	N/A	Nil	N/A	N/A	N/A
Vinay Maloo	Nil	N/A	N/A	Nil	N/A	N/A	N/A
R.G. Rajan	Nil	N/A	N/A	Nil	N/A	N/A	N/A
Gordon Keep ⁽⁴⁾	1,000,000	0.14	Jan. 19/27	Nil	N/A	N/A	N/A

(1) Pre-consolidation amounts.

(2) Based on the difference between the exercise price of the options and the closing price of the Company's Common Shares on the TSX Venture Exchange on December 29, 2017 of \$0.045 (pre-consolidation).

(3) The Company has not granted any share based awards.

(4) 3,735,000 stock options held by Mr. Keep with various exercise prices and expiry dates were cancelled during the year ended December 31, 2017.

Incentive Plan Awards – Value Vested or Earned During the Year

No incentive plan awards that were previously granted to directors who were not NEOs vested during the year ended December 31, 2017.

4,500,000 stock options were granted to directors who were not NEOs during the year ended December 31, 2017, however, because the exercise price of these options was equal to or greater than the market price of the Common Shares on the date of vesting, the value vested or earned was nil.

None of the directors exercised any stock options during the year ended December 31, 2017.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The Company completed a share consolidation on the basis of 1 post-split common shares for every ten pre-split common shares effective May 18, 2018. As the share consolidation was subsequent to the year ended December 31, 2017, all figures in this section are pre-consolidation amounts. The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2017:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾
Equity compensation plans approved by securityholders	43,560,000	\$0.15	521,703
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	43,560,000	\$0.15	521,703

(1) *The number available for granting is based on the difference between the number of options available for issuance under the Stock Option Plan at December 31, 2017 (44,081,703) less outstanding stock options at December 31, 2016 (43,560,000).*

(2) *The Company's Stock Option Plan reserves, for issuance pursuant to stock options, a maximum number of Common Shares as is equal to 10% of the outstanding Common Shares from time to time.*

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Other than “routine indebtedness” as defined in applicable securities legislation, since the beginning of the last fiscal year of the Company, none of the executive officers, directors or employees or any former executive officers, directors or employees of the Company or any proposed nominee for election as a director of the Company or any of their respective associates is or has been indebted to the Company or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or senior officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of directors or the approval of new control persons.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means (a) a Director or Executive Officer of the Company; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended December 31, 2017, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended December 31, 2017 (the “Financial Statements”), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Report thereon together with Management Discussion and Analysis for the financial year ended December 31, 2017 are available on SEDAR at www.sedar.com. The Notice of Annual General and Special Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and form of Proxy will be available from the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd floor, Vancouver, British Columbia, V6C 3B9, or from the Company at 3123 – 595 Burrard Street, Vancouver, BC, V7X 1J1

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 “Continuous Disclosure Obligations” sets out the procedures for a Shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered Shareholders must also provide written instructions in order to receive the financial statements.

FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at eight (8). Each Director of the Company is elected annually and holds office until the next Annual General Meeting of Shareholders unless his successor is duly elected or until his resignation as a Director.

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

ADVANCE NOTICE PROVISIONS

At the Company's 2013 Annual General Meeting, the Company's Shareholders voted to adopt amendments to the Company's Articles to include advance notice provisions (the “**Advance Notice Provisions**”). The Advance Notice Provisions include, among other things, a provision that requires advance notice be given to the Company in circumstances where nomination of persons for election to the Board are made by Shareholders of the Company. The Advance Notice Provisions set a deadline by which Shareholders must submit nominations (a “**Notice**”) for the election of directors to the Company prior to any annual or special meeting of Shareholders. The Advance Notice Provisions also set forth the information that a Shareholder must include in the Notice to the Company, and establish the form in which the Shareholder must submit the Notice for that notice to be in proper written form.

In the case of an annual meeting of Shareholders, a Notice must be provided to the Company not less than 30 days and not more than 65 days prior to the date of the annual meeting.

As of the date of this Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out the names of the persons proposed to be nominated by Management for election as a Director, the province or state and country in which each of them is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each of them has been a Director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected Director and the number of Common Shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular. All eight nominees are currently Directors of the Company.

The nominees for the office of Director and information concerning them as furnished by the individual nominees are as follows:

Name, Province and Country of Ordinary Residence and Positions Held with the Company	Principal Occupation⁽¹⁾	Date First Became a Director	No. of Shares Beneficially Owned or Controlled, Directly or Indirectly⁽¹⁾
Stavros Daskos QC, Canada <i>CEO, President & Director</i>	President of WDH LTD., a Government contractor specializing in infrastructure and national security projects.	May 7, 2015	155,450 ⁽²⁾
Aref Kanafani PQ, Canada <i>Vice President, Acting CFO & Director</i>	Senior Principal Advisor to Al-Wazzan Group of Companies	January 14, 2013	140,000 ⁽³⁾
Hamad M. Al-Wazzan Shuwaikh, Kuwait <i>Director</i>	Chairman and Managing Director of Arabian Motors Group and Al-Wazzan Group of Companies	January 14, 2013	3,157,451
Chief Reginald Bellerose SK, Canada <i>First Nations Special Counsel & Director</i>	Chief of the Muskowekwan First Nation	August 11, 2016	Nil
Joe Varner ON, Canada <i>Director</i>	Doctoral candidate in Strategic Security at Henley-Putnam University; Director of Policy to Canada's Minister of Justice and Attorney General from 2013-2014; Director of Policy to Canada's Minister of National Defence from 2008-2013	August 11, 2016	Nil
Didier Drogba AZ, USA <i>Director</i>	Football player and co-owner of Phoenix Rising FC and UNDP Goodwill Ambassador	May 8, 2017	Nil
Vinay Maloo Mumbai, India <i>Director (Chairman)</i>	Chairman of Enso Group	December 20, 2017	Nil
Zulfiqar Ghadiyali ON, Canada & Mumbai, India <i>Director</i>	Country Head and Business Development for Encanto Potash Corp.	September 19, 2018	Nil

(1) The information as to the province and country of residence, principal occupation and shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors and proposed directors individually as of November 19, 2018 being the date of the Information Circular.

(2) Common Shares which are held by WDH Ltd.

(3) Common Shares which are held by AMK Consulting.

The Company does not currently have an Executive Committee of its Board of Directors.

Joe Varner and Chief Reginald Bellerose are the current members of the Company's Audit Committee. Mr. Rajan resigned from the Board on September 19, 2018 and his replacement on the Audit Committee will be appointed in due course.

CEASE TRADE ORDERS, CORPORATE AND PERSONAL BANKRUPTCIES, PENALTIES AND SANCTIONS

Other than as disclosed below, no proposed director (including any personal holding company of a proposed director):

- (1) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (a) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (collectively an "order"), that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer;
 - (b) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (2) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (3) 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; or
- (4) has been subject to:
 - (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (b) 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.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee Charter and the disclosure required by Form 52-110F2 are attached hereto as Schedule "A". The Audit Committee monitors the integrity of internal controls and monitors the business conduct of the Company. The committee reviews matters on a quarterly basis, relating to the financial position of the Company in order to provide reasonable assurances that the Company is in compliance with applicable laws and regulations, is conducting its affairs ethically and that effective internal controls and information systems are maintained.

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

APPOINTMENT AND REMUNERATION OF AUDITORS

The Board of Directors proposes to appoint MNP SENCRL, srl, of Montreal, Quebec as auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of MNP SENCRL, srl as auditors of the Company to hold office until the close of the next annual general meeting of the Company. It is proposed that the remuneration to be paid to the auditors of the Company be fixed by the Board of Directors of the Company.

Management recommends, and the persons named in the enclosed Proxy intend to vote in favour of, the appointment of MNP SENCRL, srl, of Montreal, Quebec as auditors of the Company, and the remuneration to be paid to the auditors of the Company be fixed by the Board of Directors of the Company.

As required by Section 4.11 of National Instrument 51-102, included with this information circular as Schedule "C" are copies of the following materials which have been filed with securities regulatory authorities in connection with the change of auditors:

1. Notice of Change of Auditors dated March 19, 2018;
2. Letter from BDO Canada LLP, Chartered Professional Accountants dated March 19, 2018; and
3. Letter from MNP SENCRL, srl dated March 19, 2018.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

A. Re-Approval of Stock Option Plan

At last year's annual general meeting, the Company proposed and its Shareholders approved the Company's 10% "rolling" Stock Option Plan. Under the policies of the TSX Venture Exchange, a rolling stock option plan must be re-approved on a yearly basis by shareholders. Shareholders will be asked to pass an ordinary resolution re-approving the Stock Option Plan. The details of the Stock Option Plan are set forth below.

- (a) the Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, a maximum number of Common Shares of the Company equal to up to a maximum of 10% of the issued Common Shares of the Company at the time of any stock option grant;
- (b) an optionee must either be an Eligible Charitable Organization or a Director, Employee or Consultant of the Company at the time the option is granted in order to be eligible for the grant of a stock option to the optionee;
- (c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12 month period must not exceed 5% of the issued Common Shares of the Company calculated on the date an option is granted to the Person (unless the Company has obtained the requisite Disinterested Shareholder Approval);
- (d) the aggregate number of options granted to any one Consultant in a 12 month period must not exceed 2% of the issued Common Shares of the Company, calculated at the date an option is granted to the Consultant;
- (e) the aggregate number of options granted to all Persons retained to provide Investor Relations Activities must not exceed 2% of the issued Common Shares of the Company in any 12 month period, calculated at the date an option is granted to any such Person;
- (f) options issued to Persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3 month period;
- (g) the minimum exercise price per Common Share of a stock option must not be less than the Market Price of the Common Shares of the Company, subject to a minimum exercise price of \$0.05;
- (h) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a "blackout period" (see (o) below));
- (i) stock options (other than options held by a Person involved in investor relations activities) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the board of directors of the Company. Stock options granted to Persons involved in Investor Relations Activities will cease to be exercisable 30 days after

the optionee ceases to serve in such capacity otherwise than by death, or for a “reasonable period” after the optionee ceases to serve in such capacity, as determined by the board of directors of the Company;

- (j) all options are non-assignable and non-transferable;
- (k) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option if the optionee is an Insider of the Company at the time of the proposed amendment;
- (l) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares;
- (m) upon the occurrence of an Accelerated Vesting Event (as defined in the Stock Option Plan), the Board will have the power, at its sole discretion and without being required to obtain the approval of Shareholders or the holder of any stock option, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of Common Shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the Stock Option Plan be final, conclusive and binding;
- (n) in connection with the exercise of an option, as a condition to such exercise the Company shall require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option; and
- (o) an option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Company prohibits optionees from exercising their options, subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Company pursuant to its internal trading policies; and (ii) must expire upon the general disclosure of undisclosed Material Information; and (b) the automatic extension of an optionee's option will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under Securities Laws) in respect of the Company's securities.

“Consultant”, “Director”, “Disinterested Shareholder Approval”, “Eligible Charitable Organization”, “Employee”, “Investor Relations Activities”, “Management Company Employee”, “Market Price”, “Material Information”, “Person” and “Securities Laws” all have the same definition.

Management recommends, and the persons named in the enclosed form of proxy intend to vote in favour of, the adoption and approval of the Stock Option Plan.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting in person or by proxy must be voted in favour of the resolution.

“RESOLVED THAT the Company's Stock Option Plan dated October 21, 2013 be and is hereby confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable.”

B. Approval of Creation of New Control Persons

Background

The Company is considering a proposed private placement or private placements (the “Private Placements”) of convertible debentures in which Hamad M. Al-Wazzan, Horgen Holdings Inc., Muskowekwan Resources Ltd., and Victor Dabah may each purchase debentures in amounts to be determined. The exact terms of the proposed Private Placements are also to be determined

but it is expected that the debentures will be secured by a charge over all of the Company's assets and will bear interest at the rate of 5% per annum. The maturity date of the debentures may range from 18 months to 5 years, and may vary for each Private Placement. The conversion price may be fixed (such as an amount similar to \$0.25 per share) or may be tied to market price throughout the term of the debenture, and may vary for each Private Placement. The Private Placements will be subject to approval by the TSX Venture Exchange.

Should the Company complete the Private Placement and any of the four subscribers noted above purchase a material amount of the debentures, any of those subscribers could hold in excess of 20% of securities of the Company on a partially diluted basis.

Creation of a New Control Person

A Control Person is any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Company so as to affect materially the control of the Company, or that holds more than 20% of the outstanding voting shares of the Company, except where there is evidence showing that the holder of those securities does not materially affect the control of the Company. The TSX Venture Exchange's policies require that disinterested shareholder approval be obtained where securities issued pursuant to a private placement result, or could result following conversion of convertible securities, in the creation of a new "Control Person".

- (a) Hamad M. Al-Wazzan, a director of the Company, currently owns and controls 3,157,451 Common Shares of the Company representing 6.90% of the issued and outstanding Common Shares of the Company and holds 282,500 stock options. If Mr. Al-Wazzan purchases a principal amount of debentures with underlying Common Shares in excess of 7,200,000, he could own more than 20% of the Common Shares of the Company if he were to exercise all of his convertible securities of the Company and as such would become a new Control Person of the Company.
- (b) Horgen Holdings Inc. ("Horgen") currently owns and controls nil Common Shares of the Company representing 0.00% of the issued and outstanding Common Shares of the Company. If Horgen purchases a principal amount of debentures with underlying Common Shares in excess of 11,400,000, Horgen could own more than 20% of the Common Shares of the Company if it were to exercise all of its convertible securities of the Company and as such would become a new Control Person of the Company. Horgen is controlled by Omer Sulyak. Hamad M. Al-Wazzan has a non-controlling interest in Horgen, as does Stavros Daskos (a director and officer of the Company) and Aref Kanafani (a director and officer of the Company).
- (c) Muskowekwan Resources Ltd. ("MRL") currently owns and controls 1,294,000 Common Shares of the Company representing 2.83% of the issued and outstanding Common Shares of the Company and holds 980,000 stock options and a call option to acquire 600,000 Common Shares. If MRL purchases a principal amount of debentures with underlying Common Shares in excess of 8,080,000, MRL could own more than 20% of the Common Shares of the Company if it were to exercise all of its convertible securities of the Company and as such would become a new Control Person of the Company. MRL is owned and controlled by the Muskowekwan First Nation. Chief Reginald Bellerose (a director of Encanto) is an employee of the Muskowekwan First Nation.
- (d) Victor Dabah currently owns and controls nil Common Shares of the Company representing 0.00% of the issued and outstanding Common Shares of the Company. If Mr. Dabah purchases a principal amount of debentures with underlying Common Shares in excess of 11,400,000, he could own more than 20% of the Common Shares of the Company if he were to exercise all of his convertible securities of the Company and as such would become a new Control Person of the Company.

Furthermore, the policies of the TSX Venture Exchange deem that due to Mr. Al-Wazzan's non-controlling interest in Horgen, together the holdings of Mr. Al-Wazzan and Horgen could result in the creation of a new Control Person of the Company.

At this Meeting, the Company is seeking disinterested shareholder approval for the proposed issuance of securities to each of Hamad M. Al-Wazzan, Horgen Holdings Inc., Muskowekwan Resources Ltd. and Victor Dabah, to the extent that such issuances could result in the creation of a new Control Person.

Disinterested Shareholder Approval

Disinterested shareholder approval, as required by the policies of the TSX Venture Exchange, means shareholder approval obtained by ordinary resolution; provided that, in connection with the approval of the creation of a new Control Person, the votes attached to the Common Shares held by the new Control Person, and any associates or affiliates thereof, are excluded from the calculation of such approval.

Hamad M. Al-Wazzan

Pursuant to the policies of the TSX Venture Exchange, disinterested shareholders will be asked at the Meeting to approve the following resolution (the "Al-Wazzan Control Person Resolution"):

"BE IT RESOLVED THAT the possibility of Hamad M. Al-Wazzan becoming a new Control Person of the Company (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) as a result of the proposed issuance of securities by the Company to Hamad M. Al-Wazzan as more particularly described in the management information circular of the Company dated November 19, 2018, be and the same is hereby ratified, authorized and approved and, for greater certainty, Hamad M. Al-Wazzan shall hereafter be entitled to exercise convertible securities that will be held by him and to purchase further securities of the Company notwithstanding that such exercise or purchase would, or could possibly, increase his ownership of Common Shares to 20% or more of the then issued and outstanding Common Shares."

In order to be passed, a majority of the votes cast by disinterested shareholders at the Meeting in person or by Proxy must be voted in favour of the Al-Wazzan Control Person Resolution.

If disinterested shareholder approval is not obtained at the Meeting, Mr. Al-Wazzan (together with any associates or affiliates) will be precluded from exercising an amount of proposed convertible securities and/or previously held convertible securities at any time when such exercise would increase his control of Common Shares to 20% or more of the then issued and outstanding Common Shares.

Horgen Holdings Inc.

Pursuant to the policies of the TSX Venture Exchange, disinterested shareholders will be asked at the Meeting to approve the following resolution (the "Horgen Control Person Resolution"):

"BE IT RESOLVED THAT the possibility of Horgen Holdings Inc. (controlled by Omer Sulyak) becoming a new Control Person of the Company (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) as a result of the proposed issuance of securities by the Company to Horgen Holdings Inc. as more particularly described in the management information circular of the Company dated November 19, 2018, be and the same is hereby ratified, authorized and approved and, for greater certainty, Horgen Holdings Inc. shall hereafter be entitled to exercise convertible securities that will be held by Horgen and to purchase further securities of the Company notwithstanding that such exercise or purchase would, or could possibly, increase his ownership of Common Shares to 20% or more of the then issued and outstanding Common Shares."

In order to be passed, a majority of the votes cast by disinterested shareholders at the Meeting in person or by Proxy must be voted in favour of the Horgen Control Person Resolution.

If disinterested shareholder approval is not obtained at the Meeting, Horgen (together with its associates and affiliates) will be precluded from exercising an amount of proposed convertible securities at any time when such exercise would increase its control of Common Shares to 20% or more of the then issued and outstanding Common Shares.

Muskowekwan Resources Ltd.

Pursuant to the policies of the TSX Venture Exchange, disinterested shareholders will be asked at the Meeting to approve the following resolution (the "MRL Control Person Resolution"):

"BE IT RESOLVED THAT the possibility of Muskowekwan Resources Ltd. (controlled by the Muskowekwan First Nation) becoming a new Control Person of the Company (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) as a result of the proposed issuance of securities by the Company to Muskowekwan Resources Ltd. as more particularly described in the management information circular of the Company dated November 19, 2018, be and the same is hereby ratified, authorized and approved and, for greater certainty, Muskowekwan Resources Ltd. shall hereafter be entitled to exercise convertible securities that will be held by MRL and to purchase

further securities of the Company notwithstanding that such exercise or purchase would, or could possibly, increase its ownership of Common Shares to 20% or more of the then issued and outstanding Common Shares."

In order to be passed, a majority of the votes cast by disinterested shareholders at the Meeting in person or by Proxy must be voted in favour of the MRL Control Person Resolution.

If disinterested shareholder approval is not obtained at the Meeting, MRL (together with any associates or affiliates) will be precluded from exercising an amount of proposed convertible securities and/or previously held convertible securities at any time when such exercise would increase its control of Common Shares to 20% or more of the then issued and outstanding Common Shares.

Victor Dabah

Pursuant to the policies of the TSX Venture Exchange, disinterested shareholders will be asked at the Meeting to approve the following resolution (the "Dabah Control Person Resolution"):

"BE IT RESOLVED THAT the possibility of Victor Dabah becoming a new Control Person of the Company (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) as a result of the proposed issuance of securities by the Company to Victor Dabah as more particularly described in the management information circular of the Company dated November 19, 2018, be and the same is hereby ratified, authorized and approved and, for greater certainty, Victor Dabah shall hereafter be entitled to exercise convertible securities that will be held by him and to purchase further securities of the Company notwithstanding that such exercise or purchase would, or could possibly, increase his ownership of Common Shares to 20% or more of the then issued and outstanding Common Shares."

In order to be passed, a majority of the votes cast by disinterested shareholders at the Meeting in person or by Proxy must be voted in favour of the Dabah Control Person Resolution.

If disinterested shareholder approval is not obtained at the Meeting, Mr. Dabah (together with any associates or affiliates) will be precluded from exercising an amount of proposed convertible securities and/or previously held convertible securities at any time when such exercise would increase his control of Common Shares to 20% or more of the then issued and outstanding Common Shares.

Directors' Approval and Recommendation

By way of directors' consent resolutions in writing dated November 19, 2018, the Board approved of the Notice of Meeting and Information Circular including the submission of the Al-Wazzan Control Person Resolution, the Horgen Control Person Resolution, the MRL Control Person Resolution, and the Dabah Control Person Resolution to the shareholders for approval. The Board concludes that the proposed sale of convertible debentures to Mr. Al-Wazzan, Horgen, MRL, and Mr. Dabah, in accordance with terms of the Private Placements to be decided by and approved by the Board, is in the best interests of the Company and the shareholders, and recommends to shareholders that they vote in favour of approval of the Resolutions.

Completion of Private Placements

Upon obtaining disinterested shareholder approval, the Company will determine the terms of the Private Placements and confirm with each proposed subscriber the amount of principal each would like to purchase. The Company will then make best efforts to close the Private Placements as soon as possible. Should shareholder approval not be obtained for any or all of the Control Person Resolutions, the Company may not complete the Private Placements in part or in entirety.

OTHER MATTERS

As of the date of this information circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company, at Suite 3123 – 595 Burrard Street, P.O. Box 49139, Vancouver, BC, V7X 1J1 Tel: (604) 609-6110 and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

DIRECTOR APPROVAL

The contents of this Information Circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, British Columbia, this 19th day of November, 2018.

“Stavros Daskos”

Stavros Daskos
Chief Executive Officer, President and a Director

SCHEDULE “A”
ENCANTO POTASH CORP.
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: THE AUDIT COMMITTEE'S CHARTER

Mandate

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors (“Board”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditor; and
- provide an open avenue of communication among the Company’s auditor, financial and senior management and the Board.

Composition

The Committee shall be comprised of at least three directors as determined by the Board, a majority of whom shall be “independent” directors except as permitted by applicable securities regulatory guidelines (including applicable exemptions while the Company is a “venture issuer” within the meaning of applicable securities legislation). A quorum of the Committee shall be a majority of the members. Each member of the Committee will be a member of the Board. In the event of an equality of votes, the Chair of the Committee shall not have a second casting vote.

The members of the Committee shall be appointed by the Board at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports
 - (a) review and update, if applicable or necessary, this Audit Committee Charter annually;
 - (b) review with management and the independent auditor the Company’s annual and interim financial statements, management’s discussion and analysis, any annual and interim earnings press releases and any reports or other financial information to be submitted to any governmental and/or regulatory body, or the public, including any certification, report, opinion, or review rendered by the external auditor for the purpose of recommending their approval to the Board prior to their filing, issue or publication. The Chair of the Committee may represent the entire Committee for purposes of this review in circumstances where time does not allow the full Committee to be available;
 - (c) review analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - (d) review the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Company;

- (e) review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures related to executive travel and entertainment, and review the results of the procedures performed in these areas by the external auditor, based on the terms of reference agreed upon by the external auditor and the Committee; and
- (f) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, as well as review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess the adequacy of those procedures.

2. External Auditor

- (a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of the external auditor setting forth all relationships between the external auditor and the Company;
- (c) review and discuss with the external auditor any disclosed relationships or services that may have an impact on the objectivity and independence of the external auditor;
- (d) take, or recommend that the Board take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Board the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;
- (f) recommend to the Board the compensation to be paid to the external auditor;
- (g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (i) review with management and the external auditor the audit plan for the year-end financial statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The authority to pre-approve non-audit services may be delegated by the Committee to one or more independent members of the Committee, provided that such pre-approval must be presented to the Committee's first scheduled meeting following such pre-approval. Pre-approval of non-audit services is satisfied if:
 - (i) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company and subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
 - (ii) the Company or a subsidiary did not recognize the services as non-audit services at the time of the engagement; and
 - (iii) the services are promptly brought to the attention of the Committee and approved, prior to completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

3. Financial Reporting Processes

- (a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
- (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

- (a) review any material related party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

During the year ended December 31, 2017, the members of the Audit Committee were R.G. Rajan, Chief Reginald Bellerose and Joe Varner. All of the members were considered to be independent and financially literate. Mr. Rajan resigned from the Board on September 19, 2018 and his replacement on the Audit Committee will be appointed in due course.

"Independent" and "financially literate" have the meaning used in National Instrument 52-110 ("NI 52-110") of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

The Instrument provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Joseph Varner is a Doctoral student in Strategic Security at Henley-Putnam University and has a Master of Arts in Political Science from Acadia University. Previously, he served as Director of Policy for both the Minister of National Defence and the Minister of Justice and Attorney General of Canada, an advisor to companies in the defence sector, and serves as Governor and Audit Committee member of the Priory of Canada for the Most Venerable Order of the Hospital of St. John of Jerusalem.

Chief Reginald Bellerose is currently serving his sixth consecutive term as Chief of the Muskowekwan First Nation. He sits on various Boards throughout Saskatchewan including First Nation Power Authority, Saskatchewan Indian Institute of Technologies and is Chair of the Saskatchewan Indian Gaming Authority Board. His experience on these Boards has given him the required experience to understand and assess the general application of the accounting principles used by the Company and to understand internal controls and procedures for financial reporting. Chief Bellerose holds a Masters in Project Management from the University of Saskatchewan and a Bachelor of Arts in History in Political Science from Concordia University.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	<u>FYE 2016</u>	<u>FYE 2017</u>
Audit fees for the year ended	\$58,372 ⁽¹⁾	\$55,724 ⁽¹⁾
Audit related fees	Nil	Nil ⁽²⁾
Tax fees	\$5,513 ⁽³⁾	\$5,462 ⁽³⁾
All other fees (non-tax)	Nil	Nil
Total Fees:	\$63,885	\$61,186

(1) *These fees are for audits of year-end financial statements.*

(2) *These fees are for reviews of quarterly financial statements.*

(3) *Tax fees for preparation of tax returns and flow-through returns and tax guidance.*

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

SCHEDULE “B”
ENCANTO POTASH CORP.
CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

Hamad M. Al-Wazzan, a director of the Company, is “independent” in that he is free from any direct or indirect material relationship with the Company.

Chief Reginald Bellerose, a director of the Company, is “independent” in that he is free from any direct or indirect material relationship with the Company.

Joe Varner, a director of the Company, is “independent” in that he is free from any direct or indirect material relationship with the Company.

Didier Drogba, a director of the Company, is “independent” in that he is free from any direct or indirect material relationship with the Company.

Zulfiquar Ghadiyali, a director of the Company, is “independent” in that he is free from any direct or indirect material relationship with the Company.

Vinay Maloo, a director of the Company and non-executive Chairman, is “independent” in that he is free from any direct or indirect material relationship with the Company.

Stavros Daskos is the Chief Executive Officer and President of the Company and is therefore not independent.

Aref Kanafani is the Vice-President and acting Chief Financial Officer of the Company and is therefore not independent.

A material relationship is a relationship which could, in the view of the Company's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

ITEM 2. DIRECTORSHIPS

The directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer
Stavros Daskos	None
Aref Kanafani	None
Hamad M. Al-Wazzan	None
Chief Reginald Bellerose	None
Joe Varner	None
Didier Drogba	None
Vinay Maloo	None
Zulfiquar Ghadiyali	None

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Company briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

ITEM 4. ETHICAL BUSINESS CONDUCT

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5. NOMINATION OF DIRECTORS

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

ITEM 6. COMPENSATION

The Compensation Committee conducts reviews with regard to directors' and officers' compensation once a year and then makes recommendations to the Board of Directors in respect of compensation. In determining executive compensation, the Compensation Committee and the Board of Directors relies solely on the experience and knowledge of its members.

ITEM 7. OTHER BOARD COMMITTEES

In addition to the Audit Committee, the Board has a Compensation Committee and a Corporate Governance Committee.

The Company's Compensation Committee currently consists of Vinay Maloo, Joe Varner and Chief Reginald Bellerose. The Company's Corporate Governance Committee currently consists of Vinay Maloo, Joe Varner and Chief Reginald Bellerose.

ITEM 8. ASSESSMENTS

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

SCHEDULE "C"
ENCANTO POTASH CORP.
CHANGE OF AUDITOR PACKAGE

NOTICE OF CHANGE OF AUDITOR
National Instrument 51-102

ENCANTO POTASH CORP.
(the "**Company**")

TO: BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION
FINANCIAL AND CONSUMER AFFAIRS AUTHORITY OF SASKATCHEWAN
ONTARIO SECURITIES COMMISSION
TSX VENTURE EXCHANGE

Effective March 19, 2018, BDO Canada LLP (the "**Former Auditor**") resigned as auditors of the Company at the request of the Company. MNP SENCRL, srl (the "**Successor Auditor**") has been appointed as the Company's successor auditors. The proposal to change auditors has been considered and approved by the Audit Committee of the Company's Board of Directors and by the Company's Board of Directors.

There have been no modified opinions contained in any auditor's reports on the Company's annual financial statements for the preceding two fiscal years, and there have been no reportable events, being "disagreements", "consultations" or "unresolved issues" as defined in NI 51-102, between the Company and its Former Auditors.

DATED at Vancouver, British Columbia, this 19th day of March, 2018.

ENCANTO POTASH CORP.
BY ORDER OF THE BOARD

"Stavros Daskos"

Stavros Daskos
Chief Executive Officer, President and Director



Tel: 604 688 5421
Fax: 604 688 5132
www.bdo.ca

BDO Canada LLP
600 Cathedral Place
925 West Georgia Street
Vancouver BC V6C 3L2 Canada

March 19, 2018

British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, Ontario M5H 3S8

Alberta Securities Commission
Suite 600, 250-5th St. SW
Calgary, Alberta, T2P 0R4

TSX Venture Exchange
P.O. Box 11633
#2700, 650 West Georgia St.
Vancouver, BC V6B 4N9

Financial and Consumer Affairs
Authority of Saskatchewan
1919 Saskatchewan D
Regina, SK S4P 4H2

Dear Sirs:

Re: Encanto Potash Corp. (the "Company")

We have read the statements made by the Company in the Change of Auditor Notice dated March 19, 2018, which we understand will be filed pursuant to Section 4.11 of the National Instrument 51-102. We agree with the statements in the Change of Auditor Notice March 19, 2018.

Throughout the period that BDO Canada LLP ("BDO") was the Company's auditor, there have been no reservations in our reports or any "reportable events" as that term is defined in Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations*. The resignation of BDO has not occurred because of any reportable disagreement or unresolved issue involving the Company, or any consultation with the successor auditor MNP SENCRL, srl.

Yours very truly,

(signed) "BDO CANADA LLP"

Chartered Professional Accountants

March 19, 2018

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Ontario Securities Commission
TSX Venture Exchange

Dear Sirs/Mesdames:

**RE: ENCANTO POTASH CORP.
Notice of Change of Auditor**

We have read the statements made by Encanto Potash Corp. in the attached copy of Change of Auditor Notice dated March 19, 2018, which we understand will be filed pursuant to Section 4.11 of the National Instrument 51-102.

Based on the information available to us, we agree with the statements set out in the Notice.

Sincerely,

MNP SENCRL, srl ¹

MNP SENCRL, srl / LLP

¹ CPA auditor, CA permit No. A126822