

**NOTICE OF SPECIAL GENERAL MEETING
OF SHAREHOLDERS OF**



**AND
MANAGEMENT INFORMATION CIRCULAR**

**Meeting to be held on
MARCH 31, 2021**

BEMETALS CORP.

SUITE 3123 – 595 BURRARD STREET
VANCOUVER, BC V7X 1J1
TEL: (604) 609-6141

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that a special general meeting (the "**Meeting**") of the shareholders of BeMetals Corp. ("**BeMetals**" or the "**Corporation**"), will be held as a physical and virtual hybrid meeting at the offices of the Corporation, located at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, and virtually by webinar at <https://6ix.com/event/special-general-meeting-of-shareholders-of-bemetals-corp/>, on Wednesday, March 31, 2021 at 11:00 a.m. (Pacific Time) or the following purposes:

1. To consider, and if deemed advisable, to pass an ordinary resolution of disinterested shareholders (the "**Transaction Resolution**") to approve the acquisition of all of the outstanding common shares of Kronk Resources Inc., as more particularly described in the accompanying management information circular (the "**Circular**"). The full text of the Transaction Resolution is set forth in Schedule "A" to the Circular.
2. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

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

In light of the ongoing public health concerns related to COVID-19 and in order to comply with physical distancing measures imposed by the federal, provincial and municipal governments and to mitigate risk to the health and safety of our communities, shareholders and employees, the Corporation requests that shareholders not attend the Meeting in person. The Corporation encourages shareholders to instead vote their shares in advance of the Meeting via mail, facsimile or online. **If any shareholder does wish to attend the Meeting in person, please contact the Corporation's Chief Financial Officer at (604) 609-6118 or info@bemetalscorp.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic.** The Meeting can accommodate no more than ten shareholders in person. Attendance will be on a first come, first served basis. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person. The Corporation may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

Registered shareholders of the Corporation and duly appointed proxyholders can attend the Meeting online by registering using the following link: <https://6ix.com/event/special-general-meeting-of-shareholders-of-bemetals-corp/> where they can participate, vote or submit questions during the live webinar of the Meeting. Please refer to the instructions in the accompanying information circular for instructions on how to pre-register to attend the meeting online. **Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to vote online at the Meeting but will be able to attend as guests.** Such Beneficial Shareholders (those who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) should follow the instructions on the voting instruction form or other form of proxy provided by their intermediaries with respect to the procedures to be followed for voting and/or duly appointing themselves or a third party as proxyholder. **Any shareholder intending to vote online at the Meeting is recommended to register using the link: <https://6ix.com/event/special-general-meeting-of-shareholders-of-bemetals-corp/> several days in advance of the Meeting to ensure eligibility for voting.**

The Corporation strongly encourages all shareholders to vote in advance of the Meeting regardless if they plan to attend the Meeting (in person or online) or not. A shareholder who will not be attending the Meeting in person or online 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 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 24th day of February, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"John Wilton"

John Wilton
Chief Executive Officer, President and Director

BEMETALS CORP.

SUITE 3123 – 595 BURRARD STREET
VANCOUVER, BC V7X 1J1
TEL: (604) 609-6141

INFORMATION CIRCULAR

(containing information as at February 24, 2021 unless indicated otherwise)

**For the Special General Meeting
to be held on Wednesday, March 31, 2021**

SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation of proxies by the management of BeMetals Corp. ("**BeMetals**" or the "**Corporation**") for use at the special general meeting (the "**Meeting**"), of the shareholders (the "**Shareholders**") of the Corporation, to be held on Wednesday, March 31, 2021 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 the management of the Corporation. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Corporation. The cost of solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Corporation. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM OR HER ON HIS OR HER BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS OR HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE CORPORATION'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY TOLL FREE FAX 1.866.249.7775 NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The Proxy must be signed and dated by the Shareholder or by his or her attorney in writing, or, if the Shareholder is a company, 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 or her 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 with the Corporation'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 Meeting, or any adjournment of it, at which the Proxy is to be used, or to the Chairman 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 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 proxyholder 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 enclosed Proxy, 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 Corporation 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 voted on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority greater than one-half of the votes cast will be required 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 held by shareholders of the Corporation 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.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

General

The authorized capital of the Corporation consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. There were 125,135,390 common shares of the Corporation issued and outstanding as of the close of business on February 24, 2021, each share carrying the right to one vote. There were no preferred shares issued and outstanding as of the close of business on February 24, 2021.

Only Shareholders of record as at the close of business on February 24, 2021 (the "**Record Date**") who either personally attend the Meeting physically (see "*COVID-19 Precautions*" below) or by attending via an online webinar upon registering with this link: <https://6ix.com/event/special-general-meeting-of-shareholders-of-bemetals-corp/>, or who have completed and delivered a form of Proxy in the manner and subject to the provisions described under the heading "*Appointment and Revocation of Proxies*" shall be entitled to vote, or have their common shares voted, at the Meeting, or any adjournment thereof. On any poll, each Shareholder of record holding common shares of the Corporation on the Record Date is entitled to one vote for each common share registered in his or her name on the list of shareholders as at the Record Date.

Advice to Beneficial Holders of Common Shares

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 Corporation 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 Corporation. Such common shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such 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 from Beneficial Shareholders 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 (see "*COVID-19 Precautions*" below). 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 Corporation is not relying on the "notice-and-access" delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

Attending and Voting Procedures

- A. Registered Shareholders (those who have common shares registered in their own names and have received a form of proxy from Computershare) can attend the Meeting and vote by one of the following methods:
1. ***Voting by proxy in advance of the Meeting.*** Please send your completed proxy by fax or mail to the Corporation's transfer agent, Computershare at 9th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, or by fax at 1-866-249-7775. Alternatively, you may also vote on the internet or by phone by following the instructions set out in the form of proxy. Computershare must receive your proxy by 11:00am (Vancouver time) on March 29, 2021 or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting is reconvened. Late proxies may be accepted by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
 2. ***Attending and Voting in person at the Meeting.*** Please follow the procedures in "*COVID-19 Precautions*" below. If you wish to appoint another person to attend on your behalf, please follow the procedures in "*Appointment and Revocation of Proxies*" above.
 3. ***Attending and Voting online at the Meeting.*** Please register in advance of the Meeting using the following link: <https://6ix.com/event/special-general-meeting-of-shareholders-of-bemetals-corp/>. The Corporation recommends registering several days in advance to ensure eligibility. On the Meeting date, at least 10 minutes prior to the Meeting, log in with the individual link sent to you by email following online registration. During the Meeting, a poll will be conducted to record your vote. **It is your responsibility to ensure that you remain connected to the internet for the duration of the Meeting.** If you wish to appoint another person to attend on your behalf, please follow the procedures in "*Appointment and Revocation of Proxies*" above.

Registered Shareholders should note that if they participate and vote on any matter at the Meeting (either in person or online) they will revoke any previously submitted votes by proxy.

- B. Beneficial Shareholders (those who hold their common shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary and have received a voting instruction form or other form of proxy from your intermediary or Broadridge) can attend the Meeting and vote by one of the following methods:
1. ***Voting by proxy in advance of the Meeting.*** Please follow the instructions on the voting instruction form or other form of proxy provided by the intermediary with respect to the procedures to be followed for voting. Voting in advance can typically be done by mail, internet or phone. The intermediary will need to submit your vote to Computershare by 11:00am (Vancouver time) on March 29, 2021 or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting is reconvened. The intermediary typically requires your response 24 hours before that time.

2. ***Attending and Voting in person at the Meeting.*** Arrangements must be made well in advance of the Meeting. You must first arrange to have yourself (or someone on your behalf) appointed as a proxyholder. This is typically done by entering your name (or someone on your behalf) in the blank space on the voting instruction form or form of proxy provided and returning such form to the intermediary as instructed on the form. Please contact your broker or intermediary for further information or to ensure proper procedure is followed. Please then follow the procedures in "*COVID-19 Precautions*" below in order to attend the Meeting in person.
3. ***Attending and Voting online at the Meeting.*** Arrangements must be made well in advance of the Meeting. You must first arrange to have yourself (or someone on your behalf) appointed as a proxyholder. This is typically done by entering your name (or someone on your behalf) in the blank space on the voting instruction form or form of proxy provided and returning such form to the intermediary as instructed on the form. Please contact your broker or intermediary for further information or to ensure proper procedure is followed. Please then register in advance of the Meeting using the following link: <https://6ix.com/event/special-general-meeting-of-shareholders-of-bemetals-corp/>. The Corporation recommends registering several days in advance to ensure eligibility. On the Meeting date, at least 10 minutes prior to the Meeting, log in with the individual link sent to you by email following online registration. During the Meeting, a poll will be conducted to record your vote. **It is your responsibility to ensure that you remain connected to the internet for the duration of the Meeting.**

Beneficial Shareholders should note that if they participate and vote on any matter at the Meeting (either in person or online) they will revoke any previously submitted votes by proxy.

Principal Holders of Voting Shares

To the knowledge of the directors and senior officers of the Corporation, as of February 24, 2021, there are no persons or corporations that beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Corporation.

COVID-19 PRECAUTIONS

In light of the ongoing public health concerns related to COVID-19 and in order to comply with physical distancing measures imposed by the federal, provincial and municipal governments and to mitigate risk to the health and safety of our communities, shareholders and employees, the Corporation requests that shareholders not attend the Meeting in person. The Corporation encourages shareholders to instead vote their shares in advance of the Meeting via mail, telephone or online.

If any shareholder does wish to attend the Meeting in person, please contact the Corporation's Chief Financial Officer at (604) 609-6118 or info@bemetalscorp.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. The Meeting can accommodate no more than ten shareholders in person. Attendance will be on a first come, first served basis. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person. The Corporation may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of Transaction Resolution and Background to the Transaction

At the Meeting, Shareholders will be asked to approve the Transaction Resolution substantially in the form set out in Schedule "A" to this Circular. **At least 50% +1 of the votes cast in person, online or by proxy on the Transaction Resolution at the Meeting by the disinterested holders of the common shares of the Corporation must be voted FOR the Transaction Resolution in order for it to be approved.**

Clive Johnson, Roger Richer and Tom Garagan are each a director and shareholder of the Corporation, a director or officer and shareholder of Kronk (as defined below), and an officer and shareholder of B2Gold Corp., as set forth below under the heading “*Interests of Directors and Executive Officers in the Transaction*”. Accordingly as determined under the *Business Corporations Act (British Columbia)* these directors have a conflict of interest in the Transaction which has been disclosed. The conflicts of interest were disclosed to the Corporation’s board of directors, and the Amalgamation Agreement was approved by an Independent Committee of the Corporation’s directors. In addition, Messrs. Johnson, Richer and Garagan are considered Non-Arm’s Length Parties (as defined in the Policies of the TSX Venture Exchange) and therefore Messrs. Johnson, Richer and Garagan and their respective Associates and Affiliates (collectively, the “Non-Arm’s Length Parties”) will not be entitled to vote their shares on the Transaction Resolution at the Meeting and the Transaction Resolution will require the approval of at least 50% +1 vote of the votes cast by disinterested BeMetals shareholders at the Shareholders Meeting.

By way of background, on February 17, 2021, the Corporation signed a share purchase agreement (the “**Share Purchase Agreement**”) with Certain Individuals (as hereinafter defined) and an amalgamation agreement with Kronk (the “**Amalgamation Agreement**”) to acquire privately owned Kronk Resources Inc. (“**Kronk**”) and its wholly owned subsidiary Kazan Resources K.K (“**Kazan**”), which holds the rights to a highly prospective portfolio of advanced and early stage gold exploration projects in Japan.

Under the terms of the Amalgamation Agreement, BeMetals has agreed to acquire all of the issued and outstanding common shares of Kronk (the “**Kronk Shares**”), excluding the Kronk Shares held by Certain Individuals, on the basis of 0.5169 shares of BeMetals per share of Kronk held (“**Primary Exchange Ratio**”), by way of a three cornered amalgamation pursuant to which Kronk will amalgamate with a newly formed subsidiary (“**Subco**”) of BeMetals (the “**Amalgamation**”).

Under the terms of the Share Purchase Agreement, BeMetals has agreed to acquire an aggregate of 11,850,000 Kronk Shares from Certain Individuals (the “**Share Purchase**), who will receive a lower exchange of 0.2585 shares of BeMetals per share of Kronk held (the “**Secondary Exchange Ratio**”, and together with the Primary Exchange Ratio, the “**Exchange Ratios**”). The Primary Exchange Ratio represents a total consideration of approximately \$0.20 per Kronk Share and the Secondary Exchange Ratio represents a total consideration of approximately \$0.10 per Kronk Share. The Exchange Ratios are based upon BeMetals’ volume weighted average price (“**VWAP**”) in Canada of \$0.3869 per share for the 20-trading-day period ending January 26, 2021. The Secondary Exchange Ratio is less favourable to certain shareholders of Kronk that are also shareholders or directors of BeMetals as well as directors or officers of B2Gold Corp. (the “**Certain Individuals**”). These Certain Individuals have agreed to receive a reduced consideration equal to the most recent equity financing price of Kronk, without any appreciation based upon the advancement of Kronk’s assets since such financing. The transactions contemplated by the Amalgamation Agreement and the Share Purchase Agreement are herein referred to together as the “**Transaction**”.

Concurrently with the Transaction, the Corporation intends to complete a non-brokered private placement to raise gross proceeds of \$7.5 million (the “**Financing**”) through the issuance of 17,045,455 million shares of BeMetals at \$0.44 per share to senior gold producer and new strategic investor, B2Gold Corp. (TSX: BTO, NYSE American: BTG, NSX: B2G) (“**B2Gold**”). B2Gold is an existing shareholder of Kronk, owning 15.4 million Kronk Shares (representing approximately 29% of outstanding Kronk Shares) and will own 31.4 million Kronk Shares following conversion of outstanding debt to occur immediately before closing of the Transaction. Following the Transaction and Financing, B2Gold will hold approximately 19% of BeMetals’ outstanding shares.

BeMetals will issue approximately 32,629,956 shares in connection with the Transaction, not including any shares to be issued pursuant to the Financing.

On January 22, 2021, the Corporation’s board of directors appointed a special committee of independent directors, comprised of John Wilton, Kristen Reinertson and Mark Connelly (the “**Independent Committee**”) to review the proposed terms of the Transaction. The mandate of the Independent Committee was to consider, investigate, analyze, review, negotiate and approve the Transaction.

The Independent Committee completed its due diligence review of Kronk and its assets, and negotiated the terms of the Transaction and the forms of the Amalgamation Agreement and the Share Purchase Agreement. In addition, Raymond James Ltd. has provided a fairness opinion to the Independent Committee that, as of the date thereof, and

based upon and subject to the assumptions, limitations and qualifications stated therein, the consideration to be offered by BeMetals under the Transaction is fair, from a financial point of view, to BeMetals. Based on the foregoing, the Independent Committee gave final approval to the Transaction and authorized the execution of the Amalgamation Agreement and the Share Purchase Agreement on February 16, 2021.

The Transaction has also been approved by the board of directors of Kronk. Haywood Securities Inc. provided a fairness opinion to the board of directors of Kronk that, as of the date thereof, and based upon and subject to the assumptions, limitations and qualifications stated therein, the consideration to be received by the shareholders of Kronk, other than Certain Individuals, under the Transaction is fair, from a financial point of view, to the shareholders of Kronk.

The Amalgamation Agreement includes customary provisions, including non-solicitation, as well as certain representations, covenants and conditions that are customary for a transaction of this nature. Closing of the Transaction is subject to the receipt of applicable regulatory approvals and the satisfaction of certain other closing conditions customary in transactions of this nature, including the approval of the TSX Venture Exchange, approval by the disinterested shareholders of the Corporation, and approval by the shareholders of Kronk of the Amalgamation.

It is proposed that if the Transaction Resolution is approved by the Shareholders as required, the Transaction will have an anticipated Effective Date as soon as practicable after completion of all necessary conditions precedent discussed below including completion of the Financing.

INFORMATION REGARDING KRONK

Kronk is a privately owned gold exploration and development company based in Toronto, Canada. Kronk was incorporated under the laws of the Province of Ontario and, as at the date hereof, there are 53,050,100 Kronk Shares issued and outstanding. Through its wholly owned subsidiary, Kazan, Kronk holds the rights to five highly prospective gold properties on the islands of Hokkaido and Kyushu in Japan. Please refer to the Corporation's news release dated February 17, 2021 for additional information on Kronk's properties.

During the past decade, the Japanese mining industry has seen an emergence of investments from a select few foreign mining companies. The Mining Amendment Act of 2012 allows for foreign investment and development into the mining sector following years of limited exploration. Application of modern exploration technologies combined with classical field sampling and mapping is expected to lead to new discoveries and extensions to known high-grade gold deposits.

The Kato Gold Project, Hokkaido

The **Kato Gold Project** ("**Kato**" or the "**Property**") is Kronk's most advanced exploration project and covers close to 2,000 hectares in Hokkaido. See Figure 1 for project location. The Property was drilled by the Japanese government's Metal Mining Agency of Japan ("**MMAJ**") in the 1990s. Little work was conducted on the Property since the 1990s until the Japanese Ministry of Economy Trade and Industry ("**METI**") granted the prospecting rights to Kronk in December 2017.

Figure 1: Project Locations Map



Tashiro, Hokusatsu, Todoroki, and Konomai Projects

The **Tashiro Project** (“Tashiro”) is located in northeastern Kyushu. See Figure 1 above for project location. This property covers approximately 4,415 hectares and its prospecting rights were granted to Kronk in December 2017. In the 1990s, MMAJ conducted drilling on the property as part of a search for the next Hishikari Gold Mine, which is one of the highest-grade gold mining operations in the world. Mapping, soil sampling, and some geophysics were also undertaken, and the drilling program identified a vein swarm at what is known as the Noya zone where numerous highly anomalous gold intervals were intersected. Further fieldwork will be completed and it is likely a number of priority drill targets will be quickly generated.

The **Hokusatsu Project** is located in southwestern Kyushu and the property package is 2,792 hectares. See Figure 1 above for project location. The prospecting rights for this property were granted in July 2020 and no significant exploration work has been completed to date. This property is of interest due to its close proximity to two important gold occurrences on the property near the former Fuke⁽²⁾ (historical production of 125,000 ounces at 10.5 g/t Au) and Ohkuchi⁽²⁾ (783,000 ounces at 13.1 g/t Au) Mines. In addition, the high-grade Hishikari Gold Mine is located approximately 16 kilometres to the southeast of the Hokusatsu property.

The **Todoroki Project**, in southwestern Hokkaido, covers 5,181 hectares and its prospecting rights were granted in November 2018. See Figure 1 above for project location. Mapping and sampling of the existing mine workings within the property were completed and confirmed the prospectivity of the area. Further fieldwork will be undertaken to locate possible structures that could host gold bearing veins at depth. The Todoroki veins lie along a deeply incised canyon but other veins may exist where the level of erosion is shallower and failed to expose them.

The **Konomai Project** encompasses a property that spans some 7,165 hectares in northeastern Hokkaido and its prospecting rights were granted in December 2019. See Figure 1 above for project location. The land package is located in the northern part of a prolific zone of gold mining operations active in pre-World War II times. Most of the gold mines were shut down during the war years and were never reopened aside from Sumitomo Metal Mining's Konomai Mine, the largest in Hokkaido, which produced 3.1 million ounces of gold⁽¹⁾.

References:

1. Sumitomo Metal Mining Co Ltd. website <https://www.smm.co.jp/E/>
2. Watanabe, (2005), *Late Cenozoic evolution of epithermal gold metallogenic provinces in Kyushu, Japan. Mineralium Deposita* 40: 307-323

BENEFITS OF THE TRANSACTION

Benefits to BeMetals Shareholders

- The Transaction establishes BeMetals in the gold sector with an expertly selected portfolio of gold properties in Japan, including the advanced exploration-stage Kato Project in Hokkaido. This delivers on the goal of identifying quality entry level gold projects;
- Through the Financing, B2Gold will become a new strategic investor and a major shareholder of BeMetals, holding approximately 19% of the Corporation's outstanding shares post-closing of the Transaction and the Financing. This provides a strong technical cornerstone investor in the Corporation. In addition, BeMetals will have access to B2Gold's experienced exploration team to assist in evaluating additional precious metals projects;
- Japan possesses extensive geological settings prospective for gold mineralization which have attracted several international gold producers including B2Gold; and
- The Financing also provides BeMetals with appropriate capital to advance the Corporation's gold exploration in Japan, its existing quality exploration and development projects, as well as fund further evaluations for additional precious metals opportunities.

Benefits to Kronk Resources Shareholders

- The Transaction provides Kronk investors with exposure to BeMetals' high-grade polymetallic South Mountain Project in Idaho, U.S.A., now entering the Preliminary Economic Assessment stage, and its tier-one targeted, Pangeni Copper Exploration Project in Zambia;
- This Transaction unlocks value for Kronk's investors with a significant return upon its last private fundraising round, and by providing the benefits of a public listing;
- Additionally, Kronk's investors will be well positioned to benefit from both the upside of the gold properties in Japan with further B2Gold investment, and BeMetals' other quality exploration and development assets combined with the strategic growth plans of the Corporation.

Benefits to B2Gold

- The Transaction allows B2Gold to maintain a strategic investment in precious metals projects that might not otherwise meet B2Gold's investment criteria at the outset. B2Gold may also act as a pipeline for other such precious metals projects for BeMetals to evaluate;
- The Transaction positions B2Gold as a strategic investor in an emerging base and precious metals exploration and development resource company with a focused management team, access to capital, internationally recognized advisors, and a highly experienced board of directors; and
- The Transaction will provide for the aggressive and focused exploration of these properties in Japan, a country that is attracting increased attention in the gold exploration space.

DESCRIPTION OF THE TRANSACTION:

Pursuant and subject to the detailed steps contained in the Amalgamation Agreement and subject to the satisfaction of the terms and conditions of the Amalgamation Agreement, it is anticipated that the following steps will occur in the sequence set out below:

- (a) The Share Purchase will be completed, pursuant to which the Corporation will issue an aggregate of 3,063,225 common shares in the capital of the corporation (the "**BeMetals Shares**") to Certain Individuals in exchange for 11,850,000 Kronk Shares acquired by the Corporation (the "**SPA Kronk Shares**"), on the basis of 0.2585 of a common share of the Corporation for each SPA Kronk Share acquired.
- (b) Kronk and Subco will amalgamate under section 174 of the *Business Corporations Act* (Ontario) to form a new, amalgamated corporation ("**Amalco**"), which will be a wholly-owned subsidiary of the Corporation, and:
 - (i) the registered office of Amalco shall be located at Suite 2010, 255 Queens Avenue, London, Ontario N6A 5R8;
 - (ii) Amalco shall have a year-end of December 31;
 - (iii) the authorized share capital of Amalco shall consist of an unlimited number of common shares;
 - (iv) other than as required by applicable securities laws, there shall be no restriction upon the right of transfer of any shares of Amalco;
 - (v) there shall be no restriction on the business which Amalco may carry on;
 - (vi) the minimum number of directors of Amalco shall be one (1) and the maximum number of directors of Amalco shall be ten (10);
 - (vii) the number of first directors of Amalco shall be three (3). The first directors of Amalco shall be John Wilton, Derek Iwanaka and Kristen Reinertson;
 - (viii) the sole officer of Amalco shall be John Wilton, President & CEO; and
 - (ix) the appointment of an auditor of Amalco shall be waived.
- (c) The Kronk Shares will be cancelled and Shareholders of Kronk (other than dissenting shareholders and the Corporation) will receive 0.5169 of a BeMetals Share in exchange for each Kronk Shares held, and all such Kronk Shares shall be cancelled without any repayment of capital in respect thereof;
- (d) Each common share of Subco (a "**Subco Share**") held by BeMetals will be converted into one share of Amalco and all Subco Shares will be cancelled without any repayment of capital in respect thereof; and

- (e) Each SPA Kronk Share held by the Corporation will be converted into one Amalco share and thereafter the SPA Kronk Shares will be cancelled without any repayment of capital in respect thereof.
- (f) In consideration for the issuance of the BeMetals Shares under paragraph (c) above, the Corporation will receive one share of Amalco for each such share so issued.
- (g) No fractional BeMetals Shares shall be issued to holders of Kronk Shares or Subco Shares, and in lieu of any fractional entitlement, the number of BeMetals Shares so issued shall be rounded up to the next higher whole number of BeMetals Shares if the fractional entitlement is greater than 0.5 and shall, without any additional compensation, be rounded down to the next lesser whole number of BeMetals Shares if the fractional entitlement is equal to or less than 0.5.
- (h) Amalco will become a wholly-owned subsidiary of the Corporation.

Following the completion of the Transaction and the Financing, and based on the issued and outstanding common shares of the Corporation as of the close of business on Record Date:

- (a) the Corporation, through Amalco, will own the outstanding shares of Kazan;
- (b) the Corporation will have 174,810,801 common shares outstanding;
- (c) existing Shareholders of the Corporation will hold 125,145,390 BeMetals Shares, representing approximately 71.58% of the outstanding BeMetals Shares;
- (d) former Kronk shareholders (excluding B2Gold) will hold 16,399,296 BeMetals Shares, representing approximately 9.38% of the outstanding BeMetals Shares; and
- (e) B2 Gold will hold 33,276,115 BeMetals Shares, representing approximately 19.04% of the BeMetals Shares.

EFFECTIVE DATE AND CONDITIONS OF THE TRANSACTION

If the Transaction Resolution is passed, the Kronk Shareholder Approval is obtained, every other requirement of the TSXV relating to the Transaction is complied with and all other conditions disclosed below under “*Conditions to the Amalgamation Becoming Effective*” are satisfied or waived, the Amalgamation will become effective under the *Business Corporations Act* (Ontario), at the time when the appropriate forms are filed with the Registrar. This is proposed to be as soon as possible following satisfaction of all conditions.

Conditions to the Amalgamation Becoming Effective

The terms of the Amalgamation Agreement provide that the obligations of the Corporation, Kronk and Subco to complete the Amalgamation are subject to the fulfillment or waiver (where permitted) of various conditions, including the following (reference should be made to the full text of the Amalgamation Agreement, a copy of which is available under the Corporation’s profile on SEDAR at www.sedar.com or by contacting the Corporation’s Chief Financial Officer at (604) 609-6118 or info@bemetalscorp.com, and all capitalized terms that are not otherwise defined in this circular shall have the meaning ascribed thereto in the Amalgamation Agreement):

Mutual Conditions

- (a) the Kronk Amalgamation Resolution shall have been approved and adopted by the Kronk Shareholders at the Kronk Meeting on or before the Meeting Deadline;
- (b) the Subco Amalgamation Resolution shall have been approved and adopted by BeMetals, as sole shareholder of Subco;

- (c) the BeMetals Resolution shall have been approved by the BeMetals Shareholders at the BeMetals Meeting on or before the Meeting Deadline;
- (d) the Articles of Amalgamation to be filed with the Director shall be in form and substance satisfactory to each of the Parties, acting reasonably;
- (e) the TSXV Approval shall have been received;
- (f) no Governmental Entity shall have enacted, issued, promulgated, enforced or entered any Law which is then in effect and has the effect of making the Amalgamation illegal or otherwise preventing or prohibiting consummation of the Amalgamation;
- (g) all Regulatory Approvals shall have been obtained on terms and conditions satisfactory to each of Kronk and BeMetals, acting reasonably;
- (h) either: (i) the Financing shall have been completed; or (ii) all conditions to completion of the Financing shall have been satisfied or waived other than a condition to the Financing requiring completion of the Amalgamation;
- (i) the transactions contemplated in the Share Purchase Agreement shall have completed; and
- (j) there shall not be pending or threatened in writing any suit, action or proceeding by any Governmental Entity or any other Person that is reasonably likely to result in a:
 - (i) prohibition or restriction on the consummation of Amalgamation or a Person obtaining from Kronk, Subco or BeMetals, any material damages directly or indirectly in connection with the Amalgamation; or
 - (ii) prohibition or material limit on the ownership by BeMetals of Kronk or any material portion of its business.

Conditions in favour of the Corporation

- (a) all covenants of Kronk under the Amalgamation Agreement to be performed on or before the Effective Time which have not been waived by BeMetals shall have been duly performed by Kronk in all material respects and BeMetals shall have received a certificate of Kronk addressed to BeMetals and dated the Effective Date, signed on behalf of Kronk by two senior executive officers of Kronk (on Kronk's behalf and without personal liability), confirming the same as at the Effective Time;
- (b) the representations and warranties of Kronk set forth in this Agreement shall be true and correct in all respects, without regard to any materiality or Kronk Material Adverse Effect qualifications contained in them as of the Effective Time, as though made on and as of the Effective Time (except for representations and warranties made as of a specified date, the accuracy of which shall be determined as of that specified date), except where the failure or failures of all such representations and warranties to be so true and correct in all respects would not reasonably be expected to have a Kronk Material Adverse Effect, and BeMetals shall have received a certificate of Kronk addressed to BeMetals and dated the Effective Date, signed on behalf of Kronk by two senior executive officers of Kronk (on Kronk's behalf and without personal liability), confirming the same as at the Effective Date;
- (c) there shall not have occurred a Kronk Material Adverse Change that has not been disclosed to BeMetals in writing prior to the date hereof, and since the date of this Agreement, there shall not have occurred a Kronk Material Adverse Change, and BeMetals shall have received a certificate signed on behalf of Kronk by the chief executive officer and the chief financial officer of Kronk (on Kronk's behalf and without personal liability) to such effect;
- (d) other than as disclosed in writing to BeMetals, there being no legal proceeding or regulatory actions or proceedings against Kronk at the Closing Date which may have a material adverse effect on such party or completion of the Transaction; and

- (e) holders of no more than 7.5% of the Kronk Shares shall have exercised Dissent Rights.

Conditions in favour of Kronk

- (a) all covenants of BeMetals under this Agreement to be performed on or before the Effective Time which have not been waived by Kronk shall have been duly performed by BeMetals in all material respects and Kronk shall have received a certificate of BeMetals, addressed to Kronk and dated the Effective Date, signed on behalf of BeMetals by two senior executive officers of BeMetals (on BeMetals' behalf and without personal liability), confirming the same as of the Effective Time;
- (b) the representations and warranties of BeMetals set forth in this Agreement shall be true and correct in all respects, without regard to any materiality or BeMetals Material Adverse Effect qualifications contained in them as of the Effective Time, as though made on and as of the Effective Time (except for representations and warranties made as of a specified date, the accuracy of which shall be determined as of that specified date), except where the failure or failures of all such representations and warranties to be so true and correct in all respects would not reasonably be expected to have a Material Adverse Effect, and Kronk shall have received a certificate of BeMetals addressed to Kronk and dated the Effective Date, signed on behalf of BeMetals by two senior executive officers of BeMetals (on BeMetals' behalf and without personal liability), confirming the same as at the Effective Time;
- (c) there shall not have occurred a BeMetals Material Adverse Change that has not been publicly disclosed by BeMetals prior to the date hereof or disclosed to Kronk in writing prior to the date hereof, and since the date of this Agreement, there shall not have occurred a BeMetals Material Adverse Change and Kronk shall have received a certificate signed on behalf of BeMetals by the chief executive officer and chief financial officer of BeMetals (on BeMetals' behalf and without personal liability) to such effect;
- (d) BeMetals being a reporting issuer not in default of any requirements of applicable securities laws, and no cease trade or similar order shall have been issued by any applicable securities regulatory authority with respect to BeMetals or its board, management or securities, or the Transaction;
- (e) the BeMetals Shares are listed on the TSXV, and the trading of BeMetals Shares shall not have been suspended or halted (other than as is customary for transactions similar to the Transaction) or delisted;
- (f) there being no legal proceeding or regulatory actions or proceedings against either BeMetals at the Closing Date which may have a material adverse effect on such party or completion of the Transaction.

Amendment of the Amalgamation Agreement

The Amalgamation Agreement may not be amended except by written agreement signed by all parties.

The full particulars of the Transaction are contained in the Amalgamation Agreement, a copy of which is available under the Corporation's profile on SEDAR at www.sedar.com or by contacting the Corporation's Chief Financial Officer at (604) 609-6118 or info@bemetalscorp.com.

Recommendation of the Board

The Transaction has been unanimously approved by the Independent Committee. After careful consideration including the advice of the Independent Committee, the Board has determined that the Transaction is fair from a financial point of view to the Corporation. Accordingly, the Board of the Corporation recommends that Shareholders vote FOR the Transaction Resolution.

In the course of its evaluation of the Transaction, the Independent Committee considered a number of factors including, among others, the following:

- *Fairness to the Corporation.* The Independent Committee determined that the consideration to be offered by the Corporation under the Transaction is fair from a financial point of view to the Corporation.
- *The Likelihood of the Transaction Closing.* The Board determined that the Transaction should be consummated in the absence of significant closing conditions, other than conditions standard for this type of

transaction, including the approval by disinterested Shareholders of the Transaction at the Meeting and other customary closing conditions.

- *Required Approvals.* The Independent Committee and the Board considered the following required approvals to be protective of the rights of the Corporation:
 - *Shareholder Approval.* The Transaction Resolution must be approved by not less than 50% +1 of the votes cast at the Meeting by disinterested Shareholders.
 - *TSXV Approval.* The Transaction and the Financing must receive the approval of the TSX Venture Exchange

The foregoing summary of the information and factors considered by the Independent Committee and the Board and is not intended to be exhaustive. In view of the variety of factors and the amount of information considered in connection with its evaluation of the Transaction, the Board did not feel it practical to, and did not, quantify or otherwise attempt to assign any relative weight to each specific factor considered in reaching its conclusion and recommendation. The Board's recommendation was made after considering all of the above-noted factors and in light of the Board's knowledge of the business, financial condition and prospects of the Corporation, the purpose of the Corporation and the needs of the Shareholders.

INTERESTS OF DIRECTORS AND EXECUTIVE OFFICERS IN THE TRANSACTION

The security holdings of the directors and officers of the Corporation and their Associates and Affiliates in each of the Corporation and Kronk, as at the date of this Circular and upon completion of the Transaction and Financing, are as set forth below.

The Corporation reiterates that the directors that have interest in the Transaction have agreed to a lower exchange ratio for their share exchange because of their relationship to both the Corporation and Kronk, as further described under the heading "*Approval of Transaction Resolution and Background to the Transaction*" above. This equates to these directors receiving a value of approximately \$0.10 per Kronk Share compared to \$0.20 for other Kronk shareholders under the Amalgamation. ⁽²⁾

Name of Director or Officer Of the Corporation	Number of Shares of the Corporation beneficially held and percentage of outstanding shares prior to completion of the Transaction ⁽¹⁾	Number of Kronk Shares beneficially held ⁽¹⁾	Applicable Exchange Ratio	Number of Shares of the Corporation beneficially held and percentage of outstanding shares after completion of the Transaction and Financing
Clive Johnson <i>Director</i>	9,772,000 (7.81%); and	2,500,000	0.2585 ⁽²⁾	10,418,250 (5.96%)
	670,000 held by Associates/Affiliates (0.54%)	2,000,000	0.5169	1,703,800 (0.97%)
Roger Richer <i>Director</i>	3,950,000 (3.16%); and	1,800,000	0.2585 ⁽²⁾	4,415,300 (2.53%)
	NIL held by Associates/Affiliates (0%)	1,000,000	0.5169	516,900 (0.30%)

Name of Director or Officer Of the Corporation	Number of Shares of the Corporation beneficially held and percentage of outstanding shares prior to completion of the Transaction ⁽¹⁾	Number of Kronk Shares beneficially held ⁽¹⁾	Applicable Exchange Ratio	Number of Shares of the Corporation beneficially held and percentage of outstanding shares after completion of the Transaction and Financing
Tom Garagan	4,195,000 (3.35%)	3,000,000	0.2585 ⁽²⁾	4,970,500 (2.84%)
<i>Director</i>	NIL held by Associates/Affiliates (0%)	NIL	N/A	N/A
John Wilton	450,500 (0.36%)	NIL	N/A	450,500 (0.26%)
<i>Director, CEO, President</i>				
Kristen Reinertson	95,000 (0.08%)	NIL	N/A	95,000 (0.05%)
<i>Director, CFO</i>				
Mark Connelly	2,200,000 (1.76%)	NIL	N/A	2,200,000 (1.26%)
<i>Director, Non-Executive Chairman</i>				
Derek Iwanaka	1,242,200 (0.99%)	NIL	N/A	1,242,200 (0.71%)
<i>VP of IR and Corporate Development</i>				

Notes:

- (1) *The information as to the common shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective director or officer individually as of February 24, 2021, being the Record Date of this information circular.*
- (2) *Represents consideration of approximately \$0.10 per Kronk Share based upon BeMetals' volume weighted average price ("VWAP") in Canada of \$0.3869 per share for the 20-trading-day period ending January 26, 2021, instead of the consideration of approximately \$0.20 per Kronk Share under the Amalgamation.*

By virtue of being directors of the Corporation, each of Messrs. Johnson, Richer and Garagan (the "**Related Parties**") is a related party to the Corporation and the proposed issuance of common shares of the Corporation to each pursuant to the Transaction is considered to be a "related party transaction", all as defined in Multilateral Instrument 61-101 – Protection of Minority Security holders in Special Transactions ("**MI 61-101**"). The issuance of the Common Shares of the Corporation to the Related Parties pursuant to the Transaction will be exempt from the formal valuation requirement of MI 61-101 on the basis that as the fair market value of the Common Shares to be issued to the Related Parties does not exceed 25% of the Corporations market capitalization, as calculated in accordance with MI 61-101. Notwithstanding that the Corporation is seeking disinterested shareholder approval for the Transaction as required by the policies of the TSX Venture Exchange, the issuance of the Common Shares to the Related Parties pursuant to the Transaction will be exempt from the minority approval requirement of MI 61-101 as the fair market value of the Common Shares to be issued to the Related Parties does not exceed 25% of the Corporations market capitalization, as calculated in accordance with MI 61-101.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Certain directors of the corporation are also shareholders of Kronk Resources Inc., and as such will be receiving Common Shares of the Corporation on closing of the Transaction in exchange for their shares of Kronk Resources Inc. See the detailed disclosure under “*Interest of Directors and Officers in the Transaction*” above.

AUDITOR OF THE CORPORATION

PricewaterhouseCoopers LLP, Chartered Professional Accountants, of Vancouver, British Columbia are the auditors for the Corporation. PricewaterhouseCoopers LLP, Chartered Professional Accountants have been auditor of the Corporation since February 23, 2017.

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 Corporation is under the Corporation’s profile on SEDAR at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation’s comparative financial statements and related Management’s Discussion and Analysis for the financial year ended December 31, 2019. Shareholders may contact the Corporation to request copies of financial statements and related Management’s Discussion and Analysis at its head office, Suite 3123, 595 Burrard Street, PO Box 49139, Bentall Three, Vancouver, British Columbia, V7X 1J1.

APPROVAL OF THE DIRECTORS

The directors of the Corporation have approved the content and the sending of this Information Circular.

DATED at Vancouver, British Columbia, this 24th day of February, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"John Wilton"

John Wilton
Chief Executive Officer, President and Director

SCHEDULE "A" – TRANSACTION RESOLUTION

IT IS RESOLVED THAT:

1. The Transaction (as defined in the Information Circular), be and is hereby approved.
2. The participation of the Non-Arm's Length Parties (as defined in the Information Circular) to the Corporation in the Transaction, and the issuance to such parties of common shares of the Corporation, and the acquisition by the Corporation from such parties of common shares of Kronk, all as described in the Information Circular, be and is hereby approved.
3. The actions of the directors of the Corporation in connection with the Transaction are hereby ratified and approved.
4. Any one or more officers and directors of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute and deliver, whether under corporate seal or not, all such other certificates, instruments, agreements, documents and notices, and to take all such further actions that such person may determine to be necessary or appropriate to carry out the purposes and intent of the foregoing resolutions, such determination to be conclusively evidence by the execution and delivery of such certificate, instrument, agreement, document or notice and taking of such action.
5. The directors of the Corporation are hereby authorized to revoke this resolution at any time prior to the Transaction becoming effective without further approval of the shareholders of the Corporation and to determine not to proceed with the Transaction.