

# **ROKMASTER RESOURCES CORP.**

(the "Company" or "Rokmaster")

Suite 900 – 580 Hornby Street  
Vancouver, British Columbia, V6C 3B6  
Canada

## **INFORMATION CIRCULAR**

(Containing information as at March 5, 2018 unless indicated otherwise)

### **SOLICITATION OF PROXIES**

**THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF THE CORPORATION FOR USE AT THE SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION (AND ANY ADJOURNMENT THEREOF) (THE "MEETING") TO BE HELD ON MONDAY, APRIL 9, 2018 AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING.** While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

**THE CONTENTS AND THE SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE DIRECTORS OF THE CORPORATION.**

### **APPOINTMENT OF PROXYHOLDER**

The individuals named in the accompanying form of proxy are John Mirko, the President, Chief Executive Officer and a director of the Company and Dennis Cojuco, Chief Financial Officer and Corporate Secretary of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc., Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775, (the "Transfer Agent") not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.

### **REVOCAION OF PROXIES**

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the head office of the Company, at Suite 900 – 580 Hornby Street, Vancouver, British Columbia, V6C 3B6, at any time up to and including the last business day preceding the day of the Meeting or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **INFORMATION FOR BENEFICIAL SHAREHOLDERS**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares of the Company (the "Common Shares") they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as "Beneficial Shareholders") should note that only registered shareholders may vote 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 such 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 of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the Proxy supplied to a Beneficial Shareholder by its broker is identical to the Proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company has not adopted the notice and access procedure described in NI 54-101 and National Instrument 51-102 – Continuous Disclosure Obligations to distribute its proxy-related materials to the registered shareholders and Beneficial Shareholders.

Management of the Company does not intend to pay for intermediaries to forward to OBOs (who have not otherwise waived their right to receive proxy-related materials) under NI 54-101 the proxy-related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary. Accordingly, an OBO will not receive the materials unless the OBO's intermediary assumes the costs of delivery.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form ("**VIF**") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. The Transfer Agent will tabulate the results of the VIFs received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs they receive.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the 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 enter their own names in the blank space on the VIF provided to them and return the same to their broker (or the broker's agent) or Broadridge in accordance with the instructions provided by such broker or Broadridge.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

### **VOTING OF PROXIES**

Common Shares represented by properly executed proxies in favour of persons designated in the enclosed form of proxy **WILL BE VOTED FOR ALL MATTERS TO BE VOTED ON AT THE MEETING AS SET OUT IN THIS INFORMATION CIRCULAR OR WITHHELD FROM VOTING IF SO INDICATED ON THE FORM OF PROXY.**

The shares represented by proxies will, on any poll where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made.

**SUCH SHARES WILL ON A POLL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

Authorized Capital:	An unlimited number of Common Shares without par value
Issued and Outstanding:	104,873,306 <sup>(1)</sup> Common Shares without par value

(1) As at March 5, 2018.

Only shareholders of record at the close of business on March 5, 2018 (the "**Record Date**") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting. Shareholders represented by proxy holders are not entitled to vote on a show of hands.

To the knowledge of the directors and executive officers of the Company, the following person beneficially owns, directly or indirectly or exercise control or direction over Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date:

<u>Name</u>	<u>No. of Common Shares</u>	<u>Percentage</u>
John Mirko	24,943,951 <sup>(1)</sup>	23.78%
(1) These Common Shares are held by John Mirko and Canam Mining Corp., a private company wholly-owned by Mr. Mirko.		

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, none of the directors or executive officers of the Company, any shareholder beneficially owning shares carrying more than 10% of the voting rights attached to the shares of the Company nor an associate or affiliate of any of the foregoing persons has since the commencement of the Company's most recently completed financial year had any material interest, direct or indirect, in any transaction which materially affected the Company or any of its subsidiaries or in any proposed transaction which has or would materially affect the Company or any of its subsidiaries.

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

No director or executive officer of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon, except that if the Consolidation is approved and completed, the Common Shares held by such persons will be subject to the Consolidation. Such persons will not receive any extra or special benefit or advantage not shared on a proportionate basis by all shareholders of the Company.

### **MANAGEMENT CONTRACTS**

During the most recently completed financial year, no management functions of the Company were, to any substantial degree, performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

### **PARTICULAR MATTERS TO BE ACTED UPON**

#### ***APPROVAL OF SHARE CONSOLIDATION***

The board of directors of Rokmaster (the "**Board**") has determined that it would be in the best interests of Rokmaster and its shareholders to effect a consolidation (the "**Consolidation**") of all of the issued and outstanding Common Shares on the basis one (1) new Common Share (a "**Post-Consolidation Share**") for every ten (10) existing Common Shares (the "**Pre-Consolidation Shares**"), subject to approval from the TSX Venture Exchange (the "**TSXV**"). As at the Record Date, the authorized share capital of Rokmaster consists of an unlimited number of Common Shares of which 104,873,306 are outstanding. If the Consolidation is approved and implemented, the number of issued and outstanding Common Shares will decrease to approximately 10,487,331.

The shareholders will be requested at the Meeting or any adjournment thereof, to consider and, if thought fit, pass, with or without amendment, a special resolution approving the Consolidation. In addition, notwithstanding the approval of the proposed Consolidation, by shareholders, the Board, in its sole discretion, may revoke the special resolution, and abandon the Consolidation without further approval or action by, or prior notice to, the shareholders. Subject to the exercise of such discretion by the Board, the Consolidation will occur on such a date and time as any director or officer of Rokmaster may determine.

#### **Background and Reasons for the Share Consolidation**

The Board is seeking authority to implement the Consolidation for the following reasons.

*Potential for Increased and More Attractive Share Price* - The Company believes that it is desirable for its Common Shares to trade at a higher price per share. An increase in trading price of the Common Shares

that may result from a share consolidation could heighten the interest of the financial community in the Company and potentially broaden the pool of investors that may consider investing or may be able to invest in the Company, potentially increasing the trading volume and liquidity of the Common Shares. The Consolidation could also help to attract institutional investors, investment funds and others who have internal policies that prohibit them from purchasing stocks below a certain minimum price and, in respect of institutional investors, tend to discourage individual brokers from recommending such stocks to their customers.

*Improved Trading Liquidity* - The increased interest from institutional investors, investment funds and others could ultimately improve the trading liquidity of the Common Shares.

### **Certain Risk Factors Associated with the Consolidation**

*No Guarantee of an Increased Share Price* - Reducing the number of Common Shares through the Consolidation is intended, absent other factors, to increase the per share market price of the Common Shares; however, the market price of the Common Shares will also be based on the Company's financial and operational results, its available capital and liquidity resources, the state of the market for the shares at the time, general economic, geopolitical, market and industry conditions, the market perception of the Company's business and other factors and contingencies, which are unrelated to the number of shares outstanding. As a result, there can be no assurance that the market price of the Common Shares will in fact increase following the Consolidation or will not decrease in the future.

*No Guarantee of Improved Trading Liquidity* - While the Board believes that a higher share price could help to attract institutional investors, investment funds and others who have internal policies that prohibit them from purchasing stocks below a certain minimum price and, in respect of institutional investors, tend to discourage individual brokers from recommending such stocks to their customers, the Consolidation may not result in a per share market price that will attract institutional investors, investment funds or others and such share price may not satisfy the investing guidelines of institutional investors, investment funds or others. As a result, the trading liquidity of the shares may not improve.

The Consolidation will not materially affect any of Rokmaster's shareholder's percentage ownership in the Company, even though such ownership will be represented by a smaller number of shares. No fractional Post-Consolidation Shares will be issued as a result of the Consolidation. Any fractional Post-Consolidation Shares of the Company that result upon the effectiveness of the Consolidation shall be converted into whole Post-Consolidation Shares such that each fractional common share remaining after the Consolidation that is less than 1/2 of a Post-Consolidation Share be cancelled and each fractional common share that is at least 1/2 of a Post-Consolidation Share shall be changed to one whole Post-Consolidation Share, in accordance with section 83 of the *Business Corporations Act* (British Columbia).

### **Share Certificates**

The Letter of Transmittal sent to shareholders with this Information Circular sets out the procedure to be followed by shareholders for use in transmitting their share certificates to the Transfer Agent in exchange for new certificates representing the number of Post-Consolidation Shares to which such shareholder is entitled as a result of the Consolidation. If the Consolidation becomes effective, in order to receive the Post-Consolidation Shares in exchange for the Pre-Consolidation Shares, a shareholder must deliver or send the Letter of Transmittal, properly completed and duly executed, together with certificate(s) representing its Pre-Consolidation Shares and all other required documents to Computershare at the address set forth in the Letter of Transmittal. It is each shareholder's responsibility to ensure that the Letter of Transmittal is received by the Transfer Agent. If the Consolidation becomes effective, and upon return of a properly completed Letter of Transmittal, together with certificates evidencing the Pre-Consolidation Shares, certificates for the appropriate number of Post-Consolidated Shares will be issued at no charge. No certificates for fractional consolidated Post-Consolidation Shares will be issued. Non-registered shareholders should consult with their intermediaries for information on exchanging their Pre-Consolidation Shares pursuant to the Consolidation.

### **Adjustment to Reserved Shares**

Upon the Consolidation becoming effective, the number of shares reserved for issuance by the Company, including those shares reserved for stock options and warrants will be adjusted to give effect to the

Consolidation, such that the number of Post-Consolidation Shares issuable will equal the number obtained when the number of Post-Consolidation Shares issuable is divided by the conversion number and the exercise prices of outstanding stock options and warrants to purchase Post-Consolidation Shares will equal the price obtained by multiplying the existing exercise price by the conversion number.

### **Form of Special Resolution**

Shareholders will be asked to pass the following special resolution:

“**RESOLVED**, as a special resolution, that:

1. Upon receipt of TSXV approval, the authorized share structure of the Company be altered by consolidating all of the issued and fully paid Pre-Consolidation Shares on the basis of every ten (10) Pre-Consolidation Shares being consolidated into one (1) Post-Consolidation Share, on such date and time as any director or officer of the Company may determine.
2. Any fractional Post-Consolidation Shares of the Company upon effectiveness of the Consolidation shall be converted into whole Post-Consolidation Shares such that each fractional common share remaining after the Consolidation that is less than 1/2 of a Post-Consolidation Share be cancelled and each fractional common share that is at least 1/2 of a Post-Consolidation Share shall be changed to one whole Post-Consolidation Share, in accordance with section 83 of the *Business Corporations Act* (British Columbia).
3. Share certificates representing Pre-Consolidation Shares immediately prior to the Consolidation will not be exchanged for certificates representing the Post-consolidation Shares resulting from the Consolidation, with all certificates representing Pre-consolidation Shares being deemed, effective immediately upon the consummation of the Consolidation, to represent the Post-Consolidation Shares which result from the Consolidation.
4. The board of directors of the Company is hereby authorized at any time in its absolute discretion, to determine whether or not to proceed with the foregoing without further approval, ratification or confirmation by the shareholders of the Company.
5. Any one Authorized Signatory be and is hereby authorized and directed to execute and deliver and file all such notices, documents and instruments, and to do such further acts, as he or she in his or her discretion may deem necessary to effect the Consolidation, including applying for prior consent of the TSXV.
6. Any one Authorized Signatory, signing alone, is authorized to execute and deliver all such documents and instruments and to do such further acts, as may be necessary to give full effect to these resolutions, or as may be required to carry out the full intent and meaning thereof.

The Board unanimously recommends that the shareholders vote in favour of the Consolidation. If named as proxy, the management designees of Rokmaster intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the Consolidation, unless otherwise directed in the accompanying form of proxy.

In order to be effected, the Consolidation must be approved by two-thirds of the votes cast by the shareholders present in person or represented by proxy at the Meeting.

### **Change of Name**

The Company's management proposes to change the name of the Company from “Rokmaster Resources Corp.” to another name as the Board may determine (the “**Name Change**”). The new name must be acceptable to the TSXV, the Registrar of Companies for British Columbia (the “**Registrar**”), and any other relevant regulatory authority. In addition, the TSXV may require the Company to adopt a new trading symbol.

Accordingly, the shareholders of the Company will be asked to pass the following special resolution:

**“RESOLVED**, as a special resolution, that:

1. Upon receipt of TSXV approval, the name of the Company be changed to such name as the board of directors of the Company may deem appropriate and the TSXV may permit and the Notice of Articles of the Company be amended accordingly.
2. The board of directors of the Company is hereby authorized at any time in its absolute discretion, to determine whether or not to proceed with the Name Change without further approval, ratification or confirmation by the shareholders of the Company.
3. Any one director or officer (an **“Authorized Signatory”**) of the Company be authorized and directed, on behalf of the Company, to approve and adopt a new form of share certificate reflecting the new name of the Company, and the signatures or the facsimile signatures of any two Authorized Signatories are hereby authorized to be affixed to the said form of share certificate as evidence of the Company’s approval thereof.
4. Any one Authorized Signatory be and is hereby authorized to execute and deliver and file all such notices, documents and instruments, including the filing of the Notice of Alteration to the Notice of Articles of the Company with the Registrar.
5. Any one authorized signatory, signing alone, is authorized to execute and deliver all such documents and instruments and to do such further acts, as may be necessary to give full effect to these resolutions, or as may be required to carry out the full intent and meaning thereof.”

The Board unanimously recommends that the shareholders vote in favour of the Name Change. If named as proxy, the management designees of Rokmaster intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the Name Change, unless otherwise directed in the accompanying form of proxy.

In order to be effected, the Name Change is to be approved by a majority of two-thirds of the votes cast by the shareholders present in person or represented by proxy at the Meeting.

### **AUDITORS**

DeVisser Gray LLP, Chartered Accountants, are the auditors of the Company and were re-appointed on December 8, 2017.

### **OTHER MATTERS**

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at Suite 900 – 580 Hornby Street, Vancouver, BC, V6C 3B6 or by telephone at (604) 632-9602. Financial information is provided in the Company’s comparative annual financial statements and MD&A for its most recently completed financial year.