

**Notice of Annual and
Special Meeting of
Shareholders to be Held
on June 12, 2019**

- and -

**Management Information Circular
as at May 1, 2019**



Victory Nickel Inc.
To be held at 4:00 p.m.
Wednesday June 12, 2019
Weir Foulds LLP,
66 Wellington St. W.,
Suite 4100, TD Bank Tower,
Toronto, ON M5K 1B7

VICTORY NICKEL INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders (the “**Meeting**”) of Victory Nickel Inc. (the “**Corporation**”) will be held on Wednesday June 12, 2019, at 4:00 p.m. (Toronto time), at the offices of Weir Foulds LLP, 66 Wellington St. W., Suite 4100, TD Bank Tower, Toronto, ON M5K 1B7, for the following purposes:

- (1) to receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2018, together with the report of the auditors thereon;
- (2) to appoint Flabbi & Associates LLP, Chartered Accountants, Licensed Public Accountants as the auditor of the Corporation and to authorize the directors to fix the auditor’s remuneration;
- (3) to elect directors; and,
- (4) to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Reference is made to the Management Information Circular which sets forth a description of the matters referred to in items (2) and (3) above.

Only holders of common shares of the Corporation of record on May 3, 2019 are entitled to notice of, and to vote at, the Meeting.

NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery (“**Notice-and-Access**”) of Meeting Materials (as defined below) for the Meeting. Notice-and-Access allows the Corporation to deliver the Meeting Materials over the internet in accordance with the Notice-and-Access rules adopted by the Ontario Securities Commission under National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the Notice-and-Access system, Shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Corporation’s meeting. However, instead of a paper copy of the Management Information Circular, the annual financial statements and related management’s discussion and analysis and other information (the “**Meeting Materials**”), Shareholders receive this notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to Shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Materials can be viewed online under the Corporation’s profile at www.sedar.com or on the Corporation’s website at <http://www.victorynickel.ca/investor/financials/>. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access provisions. Stratification occurs when a reporting issuer using Notice-and-Access provides a paper copy of the Management Information Circular to some shareholders with this notice package.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or beneficial owners may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation’s website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1-833-363-8527.

Requests should be received by May 31, 2019 in order to receive the Meeting Materials in advance of the meeting date.

As a substantial representation of the Corporation’s shareholders is desired, shareholders who are unable to attend the Meeting in person, are requested to date, sign and return the form of proxy in accordance with the instructions provided therein and in the Management Information Circular.

A proxy will not be valid unless it is deposited at the offices of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, Canada, M5J 2Y1, facsimile within North America 1-866-249-7775 and outside North America (416) 263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. If you are able to attend the Meeting or any adjournment thereof, sending your proxy will not prevent you from voting in person.

DATED at Toronto, Ontario this 1st day of May, 2019.

By Order of the Board of Directors

(Signed) "*Cynthia Thomas*"

Cynthia Thomas

Executive Chair



VICTORY NICKEL INC.

80 Richmond St. W., Suite 1802, Toronto, Ontario, Canada M5H 2A4
telephone: (416) 363-8527 fax: (416) 626-0890
MANAGEMENT INFORMATION CIRCULAR
AS AT MAY 1, 2019

SOLICITATION OF PROXIES

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Victory Nickel Inc. (“Victory Nickel” or the “Corporation”) for use at the annual and special meeting of shareholders of the Corporation to be held at 4:00 pm (Toronto time) on Wednesday June 12, 2019 (the “Meeting”), and any adjournment thereof, to be held at the time and place and for the purposes set forth in the attached notice of annual and special meeting (the “Notice”). It is anticipated that the solicitation will be by mail primarily, but proxies may also be solicited personally by directors, officers and regular employees of the Corporation. The cost of such solicitation will be borne by the Corporation.

This Management Information Circular is dated May 1, 2019, and the information contained herein is current as of May 1, 2019, unless a different date is otherwise indicated.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation and will represent management of the Corporation at the Meeting. **A shareholder desiring to appoint some other person, who need not be a shareholder, to represent him, her or it at the Meeting, may do so by striking out the names of the persons indicated in the form of proxy and inserting such person’s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the office of the Corporation’s transfer agent indicated on the enclosed envelope not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment thereof at which the proxy is to be used or delivering the completed proxy to the Chair of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting. A form of proxy should be executed by a shareholder or his or her attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.**

A shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business then the space opposite the item is to be left blank. The common shares of the Corporation (the “**Common Shares**”) represented by the form of proxy submitted by a shareholder will be voted in accordance with the directions, if any, given in the form of proxy. A shareholder who has given a form of proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such form of proxy and may do so either:

1. by delivering another properly executed form of proxy bearing a later date and depositing it as described above;
2. by depositing an instrument in writing revoking the form of proxy executed by him, her or it with, or by transmitting by telephonic or electronic means, a revocation bearing a reliable electronic signature to:

(a) the Corporation at Suite 1802, 80 Richmond Street West, Toronto, Ontario, M5H 2A4, at any time prior to the close of business on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the form of proxy is to be used; or

(b) the Chair of the Meeting on the day of the Meeting or any adjournment thereof, prior to the commencement of the Meeting or any adjournment thereof, as applicable; or

3. in any other manner permitted by law.

Only a registered holder of Common Shares (a “**Registered Shareholder**”) has the right to revoke a form of proxy. A Non-Registered Shareholder (as defined below) who wishes to change his, her or its vote must arrange for the Intermediary (as defined below) to revoke the form of proxy on his, her or its behalf in accordance with the instructions of such Intermediary set out in the voting instructions form.

A revocation of a form of proxy does not affect any matter on which a vote has been taken prior to the revocation.

A shareholder attending the Meeting has the right to vote in person and, if such shareholder does so, such shareholder’s proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if a shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Common Shares represented by the proxy shall be voted accordingly. **WHERE NO CHOICE IS SPECIFIED, THE PROXY WILL CONFER DISCRETIONARY AUTHORITY AND THE COMMON SHARES REPRESENTED THEREBY WILL BE VOTED FOR: (I) THE ELECTION OF DIRECTORS; AND (II) THE RE-APPOINTMENT OF THE AUDITOR AND AUTHORIZATION OF THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITOR. THE ENCLOSED FORM OF PROXY ALSO CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE WITH RESPECT TO ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING IN SUCH MANNER AS SUCH NOMINEE IN HIS OR HER JUDGMENT MAY DETERMINE.** At the time of printing of this Management Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO HOLDERS OF SECURITIES

Registered Shareholders

A registered holder of Common Shares (a “**Registered Shareholder**”) is a holder of Common Shares who holds Common Shares in his, her or its own name (that is, not in the name of, or through, an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals with in respect of their Common Shares, such as a bank, a trust company, a stockbroker, or a trustee or manager of a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), registered education savings plan (“**RESP**”), or other similar self-administered plan). A Registered Shareholder may attend the Meeting and cast one vote for each Common Share registered in the name of such Registered Shareholder on any and all resolutions put before the Meeting. If such Registered Shareholder does not wish to vote for any matter proposed at the Meeting, he, she or it may withhold their vote from, or vote their Common Shares against, as applicable, any resolution at the Meeting. A Registered Shareholder who is unable to attend the Meeting, or does not wish to personally cast his, her or its votes, may authorize another person at the Meeting to vote on his, her or its behalf.

Non-Registered Shareholders

Only Registered Shareholders or the persons they name as proxy holders are authorized to vote at the Meeting. However, in many cases, the Common Shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either: (i) in the name of an Intermediary; or (ii) in the name of a clearing agency of which the Intermediary is a member.

In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has delivered copies of the Notice, together with the Management Information Circular and the form of proxy enclosed herewith (collectively, the “**Documents related to the**

Meeting”), to the clearing agencies and Intermediaries so that they may forward them to the Non-Registered Shareholders. Intermediaries are required to forward to Non-Registered Shareholders the Documents related to the Meeting. Intermediaries typically use companies (such as Broadridge Financial Solutions (Canada) Inc., formerly known as “ADP Canada”) to deliver the documents to Non-Registered Shareholders. Non-Registered Shareholders will:

- (a) usually be provided by the Intermediary with an unsigned computerized form (often named “**voting instruction form**”) which, once it has been duly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or to the corporation used by the Intermediary for the delivery of the Documents related to the Meeting, will constitute the voting instructions which the Intermediary must follow. The Non-Registered Shareholder generally receives an instruction page containing an adhesive label on which a bar code and other information appear. To be considered as a valid voting instruction form, the Non-Registered Shareholder must remove the label from the voting instruction page and apply it on the computerized form which must be duly signed and completed before being returned to the Intermediary or its delivery corporation, in accordance with the instructions provided by the Intermediary or delivery corporation. In certain cases, a Non-Registered Shareholder may give the Intermediary or its delivery corporation such voting instructions via the Internet or by calling a toll free phone number; or
- (b) as is less often the case, receive a proxy form already signed by the Intermediary (typically, the form is sent by fax with the Intermediary’s signature, either handwritten or stamped), relating strictly to the number of shares beneficially owned by the Non-Registered Shareholder and otherwise left in blank. In such a case, the Non-Registered Shareholder who wishes to submit a proxy form should properly complete such form before filing it with Computershare Investor Services Inc. (Attention: Proxy Department), by mail to 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 or by fax to 1-866-249-7775 or (416) 263-9524.

In each case, the purpose of these procedures is to enable Non-Registered Shareholders to give instructions in relation to the voting rights attached to the Common Shares they beneficially own.

Should a Non-Registered Shareholder who receives a voting instruction form wish to vote in person at the Meeting, or to have another person attend and vote on his behalf, such Non-Registered Shareholder should print his own name or the name of such other person on the voting instruction form and return it to the Intermediary or its service corporation. Should a Non-Registered Shareholder who receives a proxy form wish to attend and vote in person at the Meeting, or to have another person attend and vote on his behalf, such Non-Registered Shareholder should strike out the names of the persons indicated in the proxy form and add his own name or the name of such other person in the space provided for that purpose on the form and return it to Computershare Investor Services Inc. at the above mentioned address.

In either case, Non-Registered Shareholders should carefully read the directions given by their Intermediaries, including as to when, where and how the voting instruction form or proxy form should be delivered. A Non-Registered Shareholder may revoke voting instructions given to an Intermediary by following the procedures set out in the voting instruction form (or similar document) provided by the Intermediary.

Adoption of Notice and Access System

In accordance with the notice-and-access rules adopted by the Ontario Securities Commission under NI 54-101, the Corporation has sent its proxy-related materials directly to registered holders and non-objecting beneficial owners using notice-and-access. Therefore, although Shareholders still receive a proxy or Voting Instruction Form (as applicable) in paper copy, this Information Circular, annual consolidated financial statements and related MD&A are not physically delivered. Instead, Shareholders may access these materials on the Corporation’s website at <http://www.victorynickel.ca/investor/financials/> or under the Corporation’s profile page on SEDAR at www.sedar.com.

Registered holders or beneficial owners may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the Corporation’s website. In order to receive a paper copy of the Meeting materials or if you have questions concerning Notice-and-Access, please call 1-833-363-8527. **Requests for paper materials should be received by May 31, 2019 in order to receive the Meeting materials in advance of the Meeting.**

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As at the date hereof, 97,903,867 Common Shares are issued and outstanding. Each Common Share entitles the holder thereof to one vote in respect of each matter to be voted upon at a meeting of shareholders.

The Corporation has fixed May 3, 2019 as the record date (the “**Record Date**”) for the purpose of determining shareholders entitled to receive the Notice. In accordance with the provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”), the Corporation prepared a list of holders of Common Shares at the close of business on the Record Date. Holders of Common Shares named in the list will be entitled to vote the Common Shares shown opposite their name on the list at the Meeting.

As at the date hereof, to the knowledge of the directors and executive officers of the Corporation, no person or corporation beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

BUSINESS TO BE CONDUCTED AT THE MEETING

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018 and the auditor’s report thereon will be placed before the shareholders at the Meeting.

RE-APPOINTMENT OF AUDITOR

Flabbi & Associates LLP, Chartered Accountants, Licensed Public Accountants, Toronto, Ontario, are auditors of the Corporation.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF FLABBI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS LICENSED PUBLIC ACCOUNTANTS, AS AUDITOR OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX ITS REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

ELECTION OF DIRECTORS

The articles of the Corporation provide for a minimum of three and a maximum of 15 directors. At the present time, the board of directors of the Corporation (the “**Board**” or the “**Board of Directors**”) consists of five directors. The shareholders will be asked to elect five directors for the ensuing year. Each director elected will hold office until the close of business of the first annual meeting of shareholders following his or her election unless his or her office is earlier vacated in accordance with the by-laws of the Corporation.

The names of all of the nominees; their position with the Corporation; their principal occupation or employment; the dates upon which they became directors of the Corporation; and, the number of Common Shares beneficially owned, or controlled, or directed, directly or indirectly, by them as of the date hereof, are as follows:

Name and Residence	Position with the Corporation	Principal Occupation	Date Elected	Shares Held or Controlled or Directed⁽⁵⁾
Cynthia Thomas ^{(1)*(2)(4)(6)} Nevada, U.S.A.	Executive Chair and Director	Principal of Conseil Advisory Services Inc. (financial advisory to the natural resource industry).	Feb. 1, 2007	445,000
René R. Galipeau ^{(4)*} Ontario, Canada	Vice-Chair and Director	Vice-Chair and Director of the Corporation (mineral exploration).	Feb. 1, 2007	1,010,235

Name and Residence	Position with the Corporation	Principal Occupation	Date Elected	Shares Held or Controlled or Directed⁽⁵⁾
Michael Anderson ^{(1)(2)*(3)(4)} Ontario, Canada	Director	Retired. Formerly a partner with the law firm of Gowling WLG (Canada) LLP (formerly Gowlings Lafleur Henderson LLP) and its predecessor, Smith Lyons, from 1985 until March 2011.	Jun. 29, 2011	0
Peter R. Jones ^{(2)(3)*(4)} Ontario, Canada	Director	Chair of Advisory Committee since April 2018 with Century Global Commodities Corporation, formerly Chairman and Interim Chief Executive Officer of Augyva Mining Resources Inc. from 2011 to 2014. Current Director of Mandalay Resources Corp., Rubicon Minerals Corp. and Century Metals Inc.	Jun. 29, 2011	157,000
Paul W. Fisher ⁽¹⁾⁽³⁾⁽⁴⁾ Alberta, Canada	Director	Retired. 29 years of oil and gas industry experience with executive positions including positions with Enbridge Inc., Oneok Gas Marketing, Engage Energy and Union Gas.	Jun. 22, 2017	0

Footnotes:

- (1) Member of the Audit Committee.
- (2) Member of the Corporate Governance & Nominating and Compensation Committee.
- (3) Health, Safety & Environment Committee
- (4) All members of the Board are members of the Strategy Committee.
- (5) The information in the foregoing table as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by each respective nominee.
- (6) Ms. Thomas was appointed Executive Chair of the Corporation upon the retirement of Mr. Galipeau as Chief Executive Officer in October, 2018.
* denotes Committee Chair

Corporate Cease Trade Orders

Other than as disclosed herein, no proposed director of the Corporation is, or within the ten years prior to the date hereof has been, a director, Chief Executive Officer or Chief Financial Officer of any corporation (including the Corporation) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the relevant corporation access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer, in the corporation being the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days.

Mr. Michael Anderson was a director of San Gold Corporation ("**San Gold**"). On December 23, 2014, trading of the common shares and the subordinate unsecured convertible debentures of San Gold was suspended by the Investment Industry Regulatory Organization of Canada and the TSX. On March 24, 2015 the common shares and subordinated unsecured convertible debentures of San Gold were listed on the TSXV and resumed trading.

On May 5, 2016, the Ontario Securities Commission issued a cease trade order ("**CTO**") for failure by Nuinsco Resources Limited ("**Nuinsco**") to file its audited financial statements for the year ended December 31, 2015; management's discussion and analysis relating to the audited financial statements for the year ended December 31, 2015; and, certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*. On August 5, 2016, Nuinsco announced that it had filed on

SEDAR its audited financial statements for the year ended December 31, 2015 and management's discussion and analysis relating to the audited financial statements for the year ended December 31, 2015, its unaudited interim financial statements relating to the first quarter of 2016 ended March 31, 2016 and management's discussion and analysis relating to the first quarter of 2016 ended March 31, 2016, and certification of these filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*. As a result of completing these filings the CTO was revoked. Mr. René Galipeau was Chair and a director of Nuinsco at the time the CTO was issued.

Corporate Bankruptcies

No proposed director is, or within ten years prior to the date hereof has been, a director or executive officer of any corporation that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except for the following:

Mr. René Galipeau, Vice-Chair and a director of the Corporation ceased to be a director of Campbell Resources Inc. ("Campbell") in November 2008. In early 2009, Campbell announced that it had re-entered protection under the Companies' Creditors Arrangement Act.

Mr. Peter Jones was Chair and CEO of Adanac Molybdenum Corporation ("Adanac") from August 2008 to March 2009. Adanac entered voluntary Companies' Creditors Arrangement Act protection in December 2008 and emerged from creditor protection in February 2011 following the successful implementation of its plan of compromise and arrangement.

Mr. Michael Anderson was a director of San Gold. On December 22, 2014, San Gold filed a notice of intention to make a proposal under Part III, Division I of the Bankruptcy and Insolvency Act of Canada (the "BAI"). San Gold became bankrupt on June 22, 2015, on which date all of its officers and directors resigned.

Personal Bankruptcies

No proposed director of the Corporation has, during the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Penalties or Sanctions

No proposed director of the Corporation has been subject to:

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

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF ANY NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES AND MAY BE VOTED FOR ANY SUBSTITUTE NOMINEE(S) PROPOSED BY MANAGEMENT.

INDICATION OF DIRECTORS AND EXECUTIVE OFFICERS

All of the directors and executive officers of the Corporation have indicated that they intend to vote their Common Shares in favour of each of the above resolutions on which they are entitled to vote. **In addition, unless authority to do so is indicated otherwise, the persons named in the enclosed form of proxy intend to vote the Common Shares represented by such proxies in favour of each of the above resolutions.**

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation's senior officers, being the identified named executive officers (the "NEOs") in 2018. During 2018, the Corporation had the following NEOs: Mr. René R. Galipeau, Vice-Chair and Director, and Chief Executive Officer prior to his retirement in October 2018, Ms. Margaret Lai, Chief Financial Officer, Mr. Sean Stokes, Interim Chief Executive Officer and Acting Chief Financial Officer, and Mr. Ken Murdock, CEO of subsidiary Victory Silica Inc. ("Victory Silica").

Corporate Governance & Nominating and Compensation Committee

Given the relatively small size of the Board, in order to assist the Board in fulfilling its oversight responsibilities with respect to human resources matters the Board has combined the Corporate Governance & Nominating and the Compensation Committees, and established the Corporate Governance & Nominating and Compensation Committee. During the most recently completed fiscal year, the Corporate Governance & Nominating and Compensation Committee was comprised of three directors, namely Michael Anderson (Chair), Cynthia Thomas and Peter R. Jones, all of whom are independent within the meaning of section 1.4 of National Instrument 52-110 – *Audit Committees* ("NI 52-110").

The Corporate Governance & Nominating and Compensation Committee's purpose is to: (i) establish the philosophy and objectives that will govern the Corporation's compensation program; (ii) oversee and approve the compensation and benefits paid to the senior officers; (iii) recommend to the Board for approval executive and other compensation and benefits plans and arrangements; (iv) oversee the Corporation's stock option plan and the Share Incentive Plan; and (v) promote the clear and complete disclosure to shareholders of material information regarding executive compensation. In performing its duties, the Corporate Governance & Nominating and Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

Principles and Objectives of the Compensation Program

The primary goal of the Corporate Governance & Nominating and Compensation Committee and the Corporation's compensation program is to ensure that the compensation provided to the Corporation's senior officers is determined with regard to the Corporation's business strategies and objectives, such that the financial interest of the senior officers is matched with the financial interest of the shareholders. The Corporate Governance & Nominating and Compensation Committee and Board of Directors strive to ensure that the Corporation's senior officers are compensated fairly and commensurably with their contributions to furthering the Corporation's strategic direction and objectives and that the compensation program is structured to attract, motivate and retain top quality employees

and officers.

Generally, the Corporation places emphasis on annual cash compensation (i.e. salary) in order to attract, retain and motivate senior officers, as opposed to options, stock appreciation rights plans, securities purchase programs and other incentive type compensation. However, in order to ensure the alignment of officers with the Corporation's long-term interests, the Corporation maintains the Stock Option Plan (as defined below) and the Share Incentive Plan.

Compensation Process

The Corporate Governance & Nominating and Compensation Committee relies on the knowledge and experience of the members of the Corporate Governance & Nominating and Compensation Committee. As a whole, the Corporate Governance & Nominating and Compensation Committee is comprised of directors who have direct experience and skills relevant to their responsibilities in executive compensation, including with respect to making informed decisions on the suitability of the Corporation's compensation policies and practices. Set out below is a brief summary of each director's relevant skills and experience:

- Cynthia Thomas was Chair of the Audit Committee from the Corporation's inception in 2007 until June, 2011, and became Chair again in 2017. She has been Chair of the Board since 2007 and is a member of the Corporate Governance & Nominating and Compensation Committee and prior to that was a member of the Compensation Committee. Ms. Thomas holds BCom and MBA degrees, has approximately 30 years of experience in banking and mine finance experience and is principal of Conseil Advisory Services Inc., an independent financial advisory firm specializing in the natural resource industry which she founded in 2000. She also currently and previously has served as a director of several public and private companies.
- Peter R. Jones has been a member of the Corporate Governance & Nominating and Compensation Committee since his election to the Board in 2011. Mr. Jones is a mining executive and Professional Engineer with 40 years of experience in senior operational and project positions at coal, gold, base metal and potash mines. He has also consulted in many countries and is currently Chair, Advisory Committee, Century Global Commodities Corporation. Previously, he was CEO of Hudbay Minerals Inc. and Chair and CEO of Adanac Molybdenum Corporation. In these positions he has gained considerable experience in managing compensation matters.
- Michael Anderson has had a wide-ranging career that includes positions with law firms and corporations in the mining, food and beverage and consumer products industries. Mr. Anderson spent four years as General Counsel and Secretary with Denison Mines Limited, a uranium mining company with potash mining, coal mining and oil & gas operations. He was also a partner with Gowling WLG (Canada) LLP (formerly Gowlings Lafleur Henderson LLP), in-house counsel with John Labatt Limited for nine years, General Counsel for Swift Canadian and served in general practice with a small legal firm in London, Ont.

Neither the Corporation nor the Corporate Governance & Nominating and Compensation Committee currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer or director compensation.

When determining senior officer compensation, the Corporate Governance & Nominating and Compensation Committee evaluates the officer's performance, including reviewing the Corporation's performance against its business plans and the officer's achievements during the fiscal year. The Corporate Governance & Nominating and Compensation Committee uses all data available to it to ensure that the Corporation is maintaining a level of compensation that is both commensurate with the size of the Corporation and sufficient to retain personnel it considers essential to the success of the Corporation. In reviewing comparative data, the Corporate Governance & Nominating and Compensation Committee does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined level and does not compare its compensation to a specific peer group of companies.

The Corporate Governance & Nominating and Compensation Committee reviews the various elements of the NEOs' compensation in the context of the total compensation package (including salary, bonuses and prior awards under the stock option plan) and recommends the NEOs' compensation packages. The Corporate Governance & Nominating and Compensation Committee's recommendations regarding NEO compensation are presented to the Board for their consideration and approval. Although the Corporation does not have a formal policy relating to the management of compensation-related risk, the Board and, as applicable, the Corporate Governance & Nominating

and Compensation Committee, consider and assess, as necessary, risks relating to compensation prior to entering into or amending employment contracts with NEOs and when setting the compensation of directors. The Board and the Corporate Governance & Nominating and Compensation Committee believe that the Corporation's compensation policies and practices are appropriate for its industry and stage of business and that such policies and practices do not have associated with them any risks that are reasonably likely to have a material adverse effect on the Corporation or which would encourage a NEO to take any inappropriate or excessive risks. The Corporate Governance & Nominating and Compensation Committee will continue to review the Corporation's compensation policies, including its compensation-related risk profile, as necessary, to ensure its compensation policies and practices are not reasonably likely to have a material adverse effect on the Corporation or encourage a NEO to take any inappropriate or excessive risks.

The Board of Directors, on the recommendation of the Corporate Governance & Nominating and Compensation Committee, periodically grants/issues to employees, directors and other eligible participants stock options under the stock option plan and Common Shares under the Share Bonus Plan. In determining whether and how many new options will be granted, the Corporation does not use any formal objectives, criteria or analyses in reaching such determinations; however consideration is given to the amount and terms of outstanding options.

The Corporation's Insider Trading and Blackout Policy does not allow NEOs, directors and other insiders from speculating in the Corporation's securities. The Insider Trading and Blackout Policy defines "speculating" as the purchase or sale of securities with the intention of reselling or buying back in a relatively short period of time in the expectation of a rise or fall in the market price of such securities. Speculating in such securities for a short-term profit is distinguished from purchasing and selling securities as part of a long-term investment program. Insiders are prohibited at any time from selling securities of the Corporation short or buying or selling a call or put option other than call or put options distributed by the Corporation in respect of securities of the Corporation or any of its affiliates.

The Corporate Governance & Nominating and Compensation Committee has not specifically identified any significant changes to its compensation policies and practices for the next financial year, however part of the Corporate Governance & Nominating and Compensation Committee's mandate is to review and assess the design and competitiveness of the Corporation's compensation and benefit programs generally, and it intends to do this going forward.

Compensation Elements and 2018 Compensation Decisions

Base Salaries and Bonuses. The Corporate Governance & Nominating and Compensation Committee recommends base salaries and bonuses on an individual basis, taking into consideration the individual's performance and contributions to the Corporation's success, tenure in the job, general industry practices, and internal equities among positions.

Long-term Incentives – Stock Option Plan. The Corporate Governance & Nominating and Compensation Committee believes that stock options encourage the Corporation's directors, senior officers, employees and consultants to own and hold shares in the Corporation and tie their long-term interests directly to those of the shareholders. Under the terms of the Corporation's Stock Option Plan, the Board of Directors, acting on the recommendations of the Corporate Governance & Nominating and Compensation Committee, may designate employees, including directors and senior officers, and consultants eligible to receive options to acquire such numbers of Common Shares as the Board of Directors determines. When awarding options, consideration is given to the exercise price of the aggregate options that would be held by an individual after the award under consideration is made. In determining the individual grants, the Corporate Governance & Nominating and Compensation Committee considers the following factors: the individual's performance and contribution to the Corporation's success; relative position; years of service; and, past equity grants. See "Securities Authorized for Issuance under Equity Compensation Plans" for a detailed description of the Stock Option Plan. In the cases of the NEOs other than the Chief Executive Officer, the Corporate Governance & Nominating and Compensation Committee receives recommendations from the Chief Executive Officer regarding option awards.

Long-term Incentives - Share Incentive Plan. The Corporation also maintains the Share Incentive Plan. The purpose of the Share Incentive Plan is to encourage ownership of the Common Shares by directors, senior officers and employees of the Corporation and its designated affiliates and consultants who are primarily responsible for the management and profitable growth of its business, and to advance the interests of the Corporation by providing additional incentive for superior performance by such persons and to enable the Corporation and its designated affiliates to attract and retain valued directors, officers, employees and consultants. The Share Incentive Plan is comprised of both the Share Bonus Plan and the Share Purchase Plan. When awarding Common Shares under the

Share Incentive Plan, consideration is given to the number of options under the Stock Option Plan and the number of Common Shares that would be held by an individual after the award under consideration is made. In determining the individual awards, consideration is given to the following factors: the individual's performance and contribution to the Corporation's success, relative position, years of service and past equity grants.

The Share Bonus Plan permits Common Shares to be issued as a discretionary bonus to eligible directors, senior officers and employees of the Corporation and its designated affiliates, and consultants designated from time to time. The Corporation granted no Common Shares pursuant to the Share Bonus Plan during 2017. Under the Share Purchase Plan, eligible directors, senior officers and employees of the Corporation and its designated affiliates and consultants can contribute up to 10% of their annual basic salary before deductions to purchase Common Shares. The Corporation matches each participant's contribution. As at the date hereof, no Common Shares have been issued pursuant to the Share Purchase Plan.

Summary

In general, the Corporate Governance & Nominating and Compensation Committee considers the above compensation philosophies and policies in order to meet the Corporation's objectives. Given the challenging financial circumstances encountered during 2018, no changes were made to cash compensation compared with the prior year and no Stock Option or Share Incentive Plan grants were made in 2018.

The Corporate Governance & Nominating and Compensation Committee will continue to evaluate the Corporation's executive compensation programs on an ongoing basis to ensure that the Corporation's compensation practices and philosophies are consistent with the objective of enhancing shareholder value over the long term.

Executive Compensation Tables

Summary Compensation Table

The following table sets out each NEO's annual and long-term compensation for the financial years of the Corporation ended December 31, 2018, and December 31, 2017. During the year 2018 and 2017, a portion of salaries were deferred. Cash payments made during the year 2018 and 2017 are noted in the table below.

Name and Principal Position	Year	Salary		Share-based Awards	Option-based Awards (3)	Non-equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
						Annual Incentive Plans (3)	Long-term Incentive Plans			
Rene R. Galipeau Vice-Chair, CEO and Director	2018	\$ 125,000	(1)	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 243,333
	2017	\$ 140,000		\$ nil	\$ 118,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ 140,000
Sean Stokes CEO and CFO	2018	\$ 52,600	(1)	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 40,000
Margaret Lai CFO	2018	\$ 16,100	(2)	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 16,100
	2017	\$ 33,950		\$ nil	\$ 23,600	\$ nil	\$ nil	\$ nil	\$ nil	\$ 33,950
Ken Murdock CEO Victory Silica	2018	\$ 105,000		\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 240,000
	2017	\$ 100,000		\$ nil	\$ 70,800	\$ nil	\$ nil	\$ nil	\$ nil	\$ 100,000

Footnotes:

- (1) Sean Stokes was appointed Interim CEO and Acting CFO on October 29, 2018 and April 19, 2018, respectively. Mr Galipeau retired as CEO effective October 29, 2018.
(2) Margaret Lai was appointed CFO on May 23, 2017 and ceased to be CFO on April 19, 2018.
(3) The grant date fair value for share-based awards is determined using the market value on the date shares were issued; the grant date fair value for option-based awards is calculated using the Black-Scholes option-pricing model, with the following assumptions:

	2017
Dividend yield	-
Expected volatility	169.5% - 169.7%
Risk free interest rate	0.88% to 1.1%
Expected option term - years	5
Fair value per share of options granted	\$ 0.050

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the share-based awards and option-based awards held by each NEO as at December 31, 2018.

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-based awards that have not Vested (\$)	Market or Payout Value of Vested Share-Based Awards not Paid Out or Distributed (\$)
René R. Galipeau Vice-Chair, CEO, and Director	2,500,000	0.05	February 23, 2022	nil	nil	nil	nil
	10,000	0.70	July 21, 2019	nil	nil	nil	nil
Margaret Lai CFO	500,000	0.05	June 22, 2022	nil	nil	nil	nil
Sean Stokes Interim CEO and Acting CFO	1,400,000	0.05	February 23, 2022	nil	nil	nil	nil
Ken Murdock CEO, Victory Silica	1,500,000	0.05	February 23, 2022	nil	nil	nil	nil
	50,000	0.70	July 21, 2019	nil	nil	nil	nil

Footnote:

- (1) Based on the closing price of the Common Shares on the CSE on December 31, 2018 of \$0.03.

Incentive Plan Awards – Value vested or earned during the year

The following table sets forth, for each NEO, the value of all incentive plan awards vested or earned during the year ended December 31, 2018.

Name	Option-Based Awards	Share-Based Awards	Non-equity Incentive Plan Compensation - Value Earned During The Year
	Value Vested During the Year ⁽¹⁾ (S)	Value Vested During the Year (S)	(S)
René R. Galipeau, Vice-Chairman, CEO, and Director	nil	nil	nil
Sean Stokes, Interim CEO and Acting CFO	nil	nil	nil
Margaret Lai, CFO	nil	nil	nil
Ken Murdock, CEO Victory Silica	nil	nil	nil

Footnote:

(1) Calculated based on the difference between the market value of the Common Shares on the applicable date of vesting and the applicable exercise price of the options which vested.

For details of the Stock Option Plan and Share Incentive Plan, please see “Securities Authorized for Issuance under Equity Compensation Plans”.

Pension Plan Benefits

The Corporation does not maintain any defined benefit or defined contribution plans or any other retirement plans.

Deferred Compensation Plans

The Corporation does not maintain any deferred compensation plans.

Termination and Change of Control Benefits

No NEO has an employment contract.

Director Compensation

In addition to annual retainers and attendance fees, directors may also receive options to purchase Common Shares as recommended by the Corporate Governance & Nominating and Compensation Committee and determined by the Board. The exercise price of such options is determined by the Board, but shall in no event be cannot be less than the closing price of the shares on the day immediately preceding the day upon which the option is granted. Please see “Securities Authorized for Issuance under Equity Compensation Plans” below for a detailed description of the Stock Option Plan.

Director Compensation Table

The following compensation table sets out the compensation payable to each of the Corporation’s directors in the year ended December 31, 2018. A portion of cash payments were made during the year ended December 31, 2018. The Directors have unanimously agreed to defer receipt of almost all compensation until the Company’s financial situation improves. The Company’s practice is to defer such fees as long-term obligations with the support of the Company’s secured lender.

Name	Fees Earned	Share-based Awards	Option-based Awards	Non-equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
Cynthia P. Thomas	\$ 59,000	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 59,000
Paul Fisher	\$ 13,500	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 13,500
Michael J. Anderson	\$ 13,200	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 13,200
Peter R. Jones	\$ 13,200	\$ nil	\$ nil	\$ nil	\$ nil	\$ nil	\$ 13,200

Incentive Plan Awards for Directors

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the share-based awards and option-based awards held by each director as at December 31, 2018.

Outstanding Share-based Awards and Option-based Awards							
Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)	Market or Payout Value of Vested Share-Based Awards not Paid Out or Distributed (\$)
Michael J. Anderson	1,000,000	0.05	February 23, 2022	nil	nil	nil	nil
Paul Fisher	1,000,000	0.05	June 22, 2022	nil	nil	nil	nil
Peter R. Jones	1,000,000	0.05	February 23, 2022	nil	nil	nil	nil
Cynthia P. Thomas	1,000,000	0.05	February 23, 2022	nil	nil	nil	nil

Footnote:

- (1) Based on the closing price of the Common Shares on the CSE on December 30, 2018 of \$0.03.

Incentive Plan Awards – Value vested or earned during the year

Incentive Plan Awards Value Vested or Earned During the Year			
Name	Option-Based Awards Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards Value Vested During the Year (\$)	Non-equity Incentive Plan Compensation - Value Earned During The Year (\$)
Cynthia P. Thomas	nil	nil	nil
Paul Fisher	nil	nil	nil
Michael J. Anderson	nil	nil	nil
Peter R. Jones	nil	nil	nil

Footnotes:

- (1) Calculated based on the difference between the market value of the Common Shares on the applicable date of vesting and the applicable exercise price of the options which vested.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of December 31, 2018 with respect to Common Shares authorized for issuance under the Corporation's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	12,258,000	\$0.08	2,427,580 ⁽¹⁾
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	12,258,000	\$0.08	2,427,580 ⁽²⁾

Footnotes:

- (1) The Stock Option Plan provides for the issuance of options to purchase up to an aggregate of 15% of the issued and outstanding Common Shares. The amount includes securities remaining available for future issuance under the Stock Option Plan. The maximum number of Common Shares issuable under the Share Purchase Plan is the lesser of: (i) that number of Common Shares that can be purchased with a dollar amount equal to 20% of the annual gross annual salary of the participants; and (ii) 1% of the aggregate number of issued and outstanding Common Shares (calculated on a non-diluted basis) from time to time. As at the date hereof, no Common Shares have been issued pursuant to the Share Purchase Plan.
- (2) See also "Long-Term Incentives – Share Incentive Plan" below.

Stock Option Plan

The Corporation maintains a stock option plan (the “**Stock Option Plan**”) pursuant to which options may be granted to Eligible Persons. The term “**Eligible Person**” includes, subject to all applicable laws, employees, senior officers, directors or consultants of the Corporation, any subsidiary of the Corporation or any personal holding corporation controlled by an officer or director of the Corporation or any subsidiary.

The Stock Option Plan mandates that there be a “rolling maximum” number of Common Shares issuable that shall not exceed 15% of Common Shares issued and outstanding (calculated on a non-diluted basis) from time to time. As at the date hereof 12,155,000 options to acquire Common Shares were outstanding, representing 12.42% of the Corporation’s issued and outstanding Common Shares as of the date hereof, leaving an additional 2,530,580 Common Shares, representing 2.58% of the Corporation’s issued and outstanding Common Shares as at the date hereof, available for issuance pursuant to grants of options under the Stock Option Plan. The maximum number of Common Shares which may be reserved for issuance to any one person under the Stock Option Plan is 5% of the Common Shares outstanding at the time of the grant (calculated on a non-diluted basis) less the number of shares reserved for issuance to such person under any other option to purchase Common Shares from treasury granted as a compensation or incentive mechanism. Any shares subject to an option granted under the Stock Option Plan, which for any reason is surrendered, cancelled or terminated prior to exercise, will be available for a subsequent grant under the Stock Option Plan. The option price of any Common Shares will be determined by the Board but cannot be less than the closing price of the shares on the day immediately preceding the day upon which the option is granted. Options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee’s employment, upon the optionee ceasing to be an employee, senior officer, director or consultant of the Corporation or any of its subsidiaries, as applicable, or upon the optionee retiring, becoming permanently disabled or upon death. Any options granted will terminate on the earlier of the following dates (i) the date of expiration specified in the option agreements, (ii) 90 days after such optionee ceases to be an Eligible Person (other than by reason of death), and (iii) 180 days after the optionee’s death during which time the option may be exercised by the optionee’s legal representative or person to whom the deceased optionee’s rights under the options have passed by will or other applicable law. In the resolution allocating any option, the Board of Directors may determine that the date or dates of the vesting of any options issued under the Stock Option Plan shall be a future date or dates determined in the manner specified in such resolution. The options are non-transferable.

The Stock Option Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a reorganization, a merger or other relevant changes in the Corporation’s capitalization. The Board has the power and authority to approve amendments relating to the Stock Option Plan or to options, without further approval of the shareholders, to the extent that such amendments relate to: (a) complying with the requirements of any applicable regulatory authority; (b) complying with the rules, policies and notices of any stock exchange on which the Corporation’s securities are listed; (c) altering, extending or accelerating the terms and conditions of vesting of any options; (d) extending the term of options held by a person other than a person who, at the time of the extension, is an insider of the Corporation; (e) determining, subject to all applicable regulatory requirements, that the provisions of the Stock Option Plan concerning the effect of termination of an optionee’s status as an Eligible Person shall not apply to an optionee for any reason acceptable to the Board; (f) accelerating the expiry date of any options; (g) amending the definitions contained within the Stock Option Plan; (h) amending the categories of persons who are Eligible Persons and entitled to be granted options pursuant to the Stock Option Plan; (i) allowing the grant of financial assistance to optionees for the purpose of exercising options granted under the Stock Option Plan, subject to compliance with all applicable regulatory requirements; (j) authorizing the addition or modification of a cashless exercise feature, payable in cash or Common Shares; (k) amending or modifying the mechanics of exercise of options; and (l) amendments of a “housekeeping” nature, including, without limitation, amending the wording of any provisions of the Stock Option Plan for the purpose of clarifying the meaning of existing provisions or to correct or supplement any inconsistency.

The Stock Option Plan provides that the Corporation may provide financial assistance in respect of options granted under the Stock Option Plan by means of loans to optionees. Under the terms of the Stock Option Plan, the Corporation may, but is not obligated to, loan an optionee the funds required to exercise any particular option. The Stock Option Plan provides that any such loan will be for a term not exceeding ten years and will be non-interest bearing. Any such loan will be repayable at maturity or upon earlier termination of the option, including the death or retirement of the optionee. Any loans made under the Stock Option Plan are to be secured by a pledge of the

shares acquired upon the exercise of the option exercised being lodged with a trustee for such purposes.

In the event that any loan amount is not fully repaid when due, the trustee holding the pledged shares is entitled to realize on the shares being held by it as security for the loan.

Loans made under the Stock Option Plan are “non-recourse loans” and, as a result, the sole remedy of the Corporation in the event of a default is to realize on the shares being held as security as described above. Thus, in the event there is a shortfall between the loan amount and any such proceeds of realization, the optionee will not be liable for any such shortfall. The Stock Option Plan provides that any shares issued pursuant to loans made under the Stock Option Plan may be sold by the optionee from time to time provided that an amount equal to the aggregate option exercise price or the balance of the loan is applied in repayment of the loan. Any financial assistance so provided under the Stock Option Plan will be subject to and made in accordance with all applicable laws and regulatory policies at the time of making the loan. At present, no loans are outstanding under these provisions.

Share Incentive Plan – Share Purchase Plan and Share Bonus Plan

The Corporation also maintains the Share Incentive Plan, which is comprised of both the Share Purchase Plan and the Share Bonus Plan.

Under the Share Purchase Plan, eligible directors, senior officers and employees of the Corporation and its designated affiliates and consultants can contribute up to 10% of their annual basic salary before deductions to purchase Common Shares. The Corporation matches each participant’s contribution. The purchase price per Common Share is the volume weighted-average of the trading prices of the Common Shares for the calendar quarter in respect of which the Common Shares are issued, which could be lower than the market price of the Common Shares on a given date. Common Shares issued are held in safekeeping and delivered to employees as soon as practicable following March 31, June 30, September 30 and December 31 in each calendar year. The maximum number of Common Shares issuable under the Share Purchase Plan is the lesser of: (i) that number of Common Shares that can be purchased with a dollar amount equal to 20% of the annual gross salary of the participants; and (ii) 1% of the aggregate number of issued and outstanding Common Shares (calculated on a non-diluted basis) from time to time. As at the date hereof, no Common Shares have been issued pursuant to the Share Purchase Plan.

Participation in the Share Purchase Plan is subject to earlier termination upon the termination of the participant’s employment, upon the participant ceasing to be an employee, senior officer or consultant of the Corporation or any death. The right to participate in the Share Incentive Plan is non-assignable and non-transferable, other than pursuant to a will or by the laws of descent and distribution.

The Share Bonus Plan permits the Corporation to issue Common Shares as a discretionary bonus to eligible directors, senior officers and employees of the Corporation and its designated affiliates, and consultants designated from time to time. During the year ended December 31, 2018, the Corporation issued no Common Shares under the Share Bonus Plan.

The Share Incentive Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a reorganization, a merger or other relevant changes in the Corporation’s capitalization. The Share Incentive Plan may be amended without further approval of the shareholders to the extent that such amendments relate to: (a) complying with the requirements of any applicable regulatory authority; (b) complying with the rules, policies and notices of any stock exchange having jurisdiction over the securities of the Corporation; (c) determining, subject to all applicable regulatory requirements, that the provisions of the Share Incentive Plan concerning the effect of termination of a participant’s employment on such participant’s status under the Share Purchase Plan shall not apply to such participant; (d) amending the definitions contained within the Share Incentive Plan; (e) amending the categories of persons who are participants pursuant to the Share Incentive Plan; (f) amending or modifying the contribution mechanics of the Share Purchase Plan; and (g) amendments of a “housekeeping” nature, including, without limitation, amending the wording of any provisions of the Share Incentive Plan for the purpose of clarifying the meaning of existing provisions or to correct or supplement any provision of the Share Incentive Plan that is inconsistent with any other provision of the Share Incentive Plan, provided that any amendment, modification or change to the provisions of the Share Incentive Plan which would: (a) materially increase the benefits under the Share Incentive Plan; (b) increase the number of Common Shares, other than by virtue of the operation of the Share Incentive Plan, which may be issued; or (c) materially modify the requirements as to eligibility for participation in the Share Incentive Plan; shall only be effective upon such amendment, modification or change being approved by the shareholders of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the Corporation's most recently completed financial year there is no, and there has not been any, outstanding indebtedness owing to the Corporation or any subsidiary of the Corporation or any other entity where such indebtedness has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries in connection with a purchase of securities or otherwise by: (i) any director, executive officer or employee of the Corporation or any of its subsidiaries; (ii) any former director, executive officer or employee of the Corporation or any of its subsidiaries; (iii) any proposed nominee for election as a director of the Corporation; (iv) any associate of any individual who is, or at any time during the Corporation's most recently completed financial year was, a director or executive officer of the Corporation; or (v) any associate of any proposed nominee for election as a director of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed director of the Corporation, or any of the associates or affiliates of those persons, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has, in either case, materially affected or would materially affect the Corporation or any of its subsidiaries.

"Informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year, no proposed nominee for election as a director and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as disclosed in this Management Information Circular.

MANAGEMENT CONTRACTS

Except as disclosed below, there are no management functions of the Corporation or its subsidiaries which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation or its subsidiaries.

CORPORATE GOVERNANCE PRACTICES

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENTS	COMMENTS
1. Board of Directors	
a. Disclose the identity of directors who are independent.	Pursuant to National Instrument 58-101 ("NI 58-101"), a director is independent if the director has no direct or indirect material relationship with a company 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. The Board of Directors is currently comprised of five members, four of whom the Board has determined are "independent" directors within the meaning of NI 58-101: Cynthia Thomas, Paul Fisher, Michael Anderson and Peter R. Jones. Assuming all of the directors nominated for election at the upcoming annual meeting of shareholders are elected, the board will be comprised of five current directors, four of whom are independent directors. René Galipeau, Vice-Chair and director, was also Chief Executive
b. Disclose the identity of directors who are not independent, and describe the basis for that determination.	
c. Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board does to facilitate its exercise of independent judgment in carrying out its responsibilities.	

	Officer of the Corporation until his retirement in October 2018, and therefore is not considered to be independent.
d. If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction, identify both the director and the other issuer.	René Galipeau: Nuinsco Resources Limited; Peter R. Jones: Mandalay Resources Corp., Rubicon Minerals Corporation; and, Century Metals Inc.
e. Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.	The business and affairs of the Corporation are managed by the Board. The Board holds regular meetings to review the business and affairs of the Corporation and to make any decisions relating thereto. The Board believes that it functions independently of management. When conflicts do arise, interested parties are precluded from voting on matters in which they may have an interest. As may be deemed necessary by the Chair of the Board and/or the independent directors, the independent directors of the Board convene meetings of the independent directors, at which non-independent directors and members of management are not in attendance. To enhance its ability to act independently of management, the Board may meet in the absence of members of management and the non-independent director(s) or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The Board held no meetings of the independent directors in the absence of members of management and the non-independent directors from January 1, 2018 to the date hereof, however when deemed appropriate during Board meetings, members of management were excused to facilitate discussion by Board members and/or committees of the Board independent of management. The Corporate Governance & Nominating and Compensation Committee has recommended, and the Board has adopted, a policy whereby a standard agenda item providing for the independent directors to meet in the absence of non-independent directors and members of management will be included in respect of Board meetings going forward. This practice has been in place for the Audit Committee since 2009.
f. Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.	Ms. Thomas served as Chair of the Board until she was named Executive Chair in October, 2018 upon the retirement of Mr. Galipeau, and is independent within the meaning of NI 58-101. The primary functions of the Chair of the Board of Directors are to facilitate the operations and deliberations of the Board and the fulfilment of the Board's role and responsibilities under its mandate. The Chair is accountable to the Board and acts as a direct liaison between the Board and management of the Corporation through the Chief Executive Officer.
g. Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.	Cynthia Thomas : 10/10 Michael Anderson: 8/10 Peter R. Jones: 8/10 René Galipeau : 10/10 Paul Fisher: 10/10
2. Board Mandate – Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role	The Board has a mandate to set the strategic direction of the Corporation and to oversee its implementation by management of the Corporation. The charter of the Board is as follows: a) to the extent feasible, the Board must satisfy itself as to the integrity of the Chief Executive Officer and other executive

<p>and responsibilities</p>	<p>officers of the Corporation and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization as articulated in the Corporation’s Code of Business Conduct and Ethics (the “Code”);</p> <ul style="list-style-type: none"> b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business; c) identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks; d) succession planning including the appointment, training and monitoring of senior management; e) adoption of a disclosure policy which policy will be in compliance with National Policy 51-201 – <i>Disclosure Standards</i>, and updated to remain in compliance as a result of any amendments thereto; f) the periodic review and approval of internal control and management information systems; g) participation in the development of the Corporation's approach to corporate governance, including the development of, and ongoing monitoring of, a set of corporate governance principles and guidelines in compliance with NI 58-101 and any amendments thereto; h) ensuring that measures for receiving feedback from stakeholders are in place; and i) ensuring that the responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials, are fully understood and that individual directors are able to make the requisite time commitment and have the requisite skills and experience to attend to their duties and responsibilities as members of the Board of Directors. <p>The items listed above serve as the framework for the mandate of the Board of Directors and will be amended to reflect any amendments made to applicable law and other rules that govern the Corporation’s operations.</p> <p>At a minimum, the Board of Directors meets once in each fiscal quarter. In addition, the Board of Directors meets at other times when matters requiring its approval are raised and the timing is such that it is not prudent or possible to wait for a regularly scheduled quarterly meeting.</p>
<p>3. Position Descriptions</p> <ul style="list-style-type: none"> a. Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position. b. Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not 	<p>The Corporation has not developed written position descriptions for the CEO, Chair and the Chair of each Board committee. The Board has enlisted the CEO to manage the day-to-day strategic and operational affairs of the Company. The roles and responsibilities of the Chair of the Board are as described above. The Board delineates the roles of the Chair of each of the Board’s committees under the auspices of the respective committee charters. Members of all Board committees are approved by the Board and the Chairs of those committees are approved by the individual committees.</p> <p>The CEO reports to the Board, and the Board responds to and, if it considers appropriate, approves, with such revisions as it may require, corporate objectives and recommended courses of action, which have been brought forward by the CEO and management. The Board and the CEO review, on a regular basis, the scope and limits of management’s responsibilities and powers. In addition to those matters which must be approved by the Board by law,</p>

<p>developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.</p>	<p>significant business activities and actions proposed to be taken by the Corporation are subject to Board approval.</p> <p>Annual capital and operating budgets and significant changes thereto, long range plans, major changes in the organizational structure of the Corporation, annual financial statements, major acquisition and disposal transactions, major financing transactions involving the issuance of shares, debt securities and the like, major banking transactions, long term contracts with significant cumulative financial commitments, appointment of senior executive officers, benefit plans, stock option plans, issuance of stock options and share-based awards and succession plans are all subject to Board approval or, where appropriate, a duly authorized committee of the directors.</p> <p>In addition, the Board of Directors is responsible for overseeing the strategic direction of the Corporation, monitoring the performance of the Corporation's assets and assessing opportunities for and risks affecting the Corporation's business and assessing means to effectively deal with the same.</p>
<p>4. Orientation and Continuing Education</p>	
<p>a. Briefly describe what measures the Board takes to orient new directors regarding:</p> <p>I. the role of the Board, its committees and its directors, and;</p> <p>II. the nature and operation of the issuer's business.</p> <p>b. Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</p>	<p>Orientation and continuing education of directors is the responsibility of the Corporate Governance & Nominating and Compensation Committee. The Corporate Governance & Nominating and Compensation Committee is responsible for developing and recommending to the Board an orientation program for new directors which shall include assisting new directors to understand the role of the Board and its committees, the contribution that individual directors are expected to make, and the nature and operation of the Corporation's business. The Corporation currently has an informal orientation and education program for new Board members in order to ensure that new directors are familiarized with the Corporation's business and the procedures of the Board of Directors. In addition, a corporate policies manual and all available information about the Corporation's projects is available to Board members, who are also encouraged to visit the Corporation's project sites as appropriate. The Corporate Governance & Nominating and Compensation Committee has implemented a process of periodic review of the corporate policies manual to ensure it is updated to reflect modifications of corporate policies and procedures and other documents that assist individuals in performing their role as directors. In light of the Corporation's size and the high level of experience of the Board members, the Board believes this approach is practical and effective.</p>
<p>5. Ethical Business Conduct</p>	
<p>a. Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code, disclose how a person or company may obtain a copy of the code and describe how the board monitors compliance with the code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code. Provide a cross-reference to any material</p>	<p>The Board has adopted the Code for directors, officers and employees. A copy of the Code can be found at www.victorynickel.ca and www.sedar.com. The Board does not formally monitor compliance with the Code. Management is expected to report any breaches of the Code to the Board. Additionally, the Code provides a process by which actual or potential violations of its provisions are to be reported to the President or Chief Financial Officer and confirms that there will not be any reprisals against an individual who does so in good faith. There has been no material change reports filed pertaining to conduct of a director or executive officer that constitute a departure from the Code.</p>

<p>change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</p>	
<p>b. Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p> <p>c. Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.</p>	<p>Each director and executive officer is required to fully disclose his interest in respect of any transaction or agreement to be entered into by the Corporation. Once such interest has been disclosed, the Board as a whole determines the appropriate level of involvement that the director or executive officer should have in respect of the transaction or agreement. In addition, management of the Corporation, with the support of the Board, has put structures in place to ensure effective communication between the Corporation and its shareholders and the public. The Corporation provides disclosure as required by law, and the Board and legal counsel review press releases and reports to shareholders as required.</p>
<p>6. Nomination of Directors</p>	
<p>a. Describe the process by which the Board identifies new candidates for Board nomination.</p> <p>b. Disclose whether or not the Board has a nominating committee comprised entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.</p> <p>c. If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p>	<p>The Corporate Governance & Nominating and Compensation Committee, which consists of Mr. Anderson (Chair), Ms. Thomas and Mr. Jones (each of whom is considered under NI 58-101 to be an independent director), identifies and recommends new potential directors to the Board. In respect of the nomination of directors, the Corporate Governance & Nominating and Compensation Committee is responsible for: (i) establishing competencies and skills that the Board should possess; (ii) assessing competencies and skills of each of the existing directors as well as of the Board as a whole, recognizing the personality and other qualities of each director; (iii) considering the appropriate size of the Board with a view to facilitating effective decision-making; (iv) establishing procedures for identifying possible nominees who are likely to bring the competencies and skills the Corporation needs as a whole; (v) establishing an appropriate review selection process for new nominees for election as directors; (vi) analyzing the needs of the Corporation when vacancies arise and identifying and recommending nominees who meet the needs of the Corporation for election as directors at annual meetings of shareholders; and (vii) establishing procedures for filling in vacancies among the directors.</p>
<p>7. Compensation</p>	
<p>a. Describe the process by which the Board determines the compensation for the issuer's directors and officers.</p> <p>b. Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.</p> <p>c. If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>The Corporate Governance & Nominating and Compensation Committee is composed entirely of independent directors. See "Executive Compensation" above for a discussion of senior officer and director compensation and details regarding the Corporate Governance & Nominating and Compensation Committee's oversight of compensation matters and role in compensation determinations.</p>
<p>8. Other Board Committees – If the</p>	
	<p>In addition to the Audit Committee and Corporate Governance &</p>

<p>Board has standing committees other than the audit, compensation and nominating committees identify the committees and describe their function.</p>	<p>Nominating and Compensation Committee, the Board has a Strategy Committee and a Safety, Health and Environment (“SHE”) Committee. These committees meet on an as-needed basis to discuss specific issues with respect to technical and overall strategic issues. The SHE provides oversight and guidance specifically with respect to frac sand operations at the Corporation’s Seven Persons Frac Sand Plant. The SHE Committee generally meets at least quarterly.</p>
<p>9. Assessments – Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.</p>	<p>The Board of Directors reviews, on an ongoing basis, the effectiveness of the Board as a whole and each of the Board committees, and the contribution and effectiveness of individual directors. The Chair of the Board provides leadership and direction in the workings and effective performance of the Board of Directors. With input from the other directors, the Chair is responsible for reviewing the performance of the Board of Directors for the prior year and setting objectives for the current year. The Corporate Governance & Nominating and Compensation Committee had determined in 2013 an appropriate format for the formal assessment and evaluation of the effectiveness of the Board, its committees and individual directors, which assessment and evaluation was completed for 2015 and 2017. Given the small size of the Board such assessment and evaluation was not considered necessary in 2018.</p>
<p>10. Director Term Limits and Other Mechanisms of Board Renewal</p>	<p>The Board does not consider it appropriate or necessary to limit the number of terms a director may serve due to the time and effort necessary for each director to become familiar with the business of the Company. As an alternative to term limits, in addition to reviewing director performance on an annual basis as a part of assessing the composition of the Board, the Corporate Governance & Nominating and Compensation Committee considers, among other things, the tenure of the existing directors and board succession planning.</p>

Audit Committee

The Audit Committee consists of Ms. Thomas (Chair), Mr. Anderson and Mr. Fisher, each of whom is considered by the Board to be an independent director and financially literate. The Audit Committee operates under guidelines established by NI 52-110. In addition to carrying out its statutory legal responsibilities (including review of the Corporation’s annual financial statements), the Audit Committee reviews accounting policies and issues and all financial reporting, including interim financial statements and management’s discussion and analysis in the Corporation’s annual report. The Committee meets with the Corporation’s external auditor as appropriate (with and without management) and with members of management at least four times per year to assist it in the effective discharge of its duties. The Audit Committee also recommends to the Board the firm to be appointed as the Corporation’s auditor and the terms of its remuneration.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Except as otherwise indicated, information contained herein is given as of May 1, 2019. Management of the Corporation knows of no matters to come before the Meeting other than the matters referred to in the Notice. **HOWEVER, IF ANY OTHER MATTERS WHICH ARE NOT NOW KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSON VOTING SUCH PROXY.**

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the Corporation’s profile on SEDAR at www.sedar.com and on the Corporation’s website. Financial information relating to the Corporation is provided in the Corporation’s comparative consolidated financial statements and related management’s discussion and analysis

(“**MD&A**”) for the year ended December 31, 2018. To request copies of the Corporation’s consolidated financial statements and related MD&A, please contact the Corporation at:

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APPROVAL

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

DATED May 1, 2019
By Order of the Board of Directors
(Signed) “Cynthia Thomas”
Cynthia Thomas
Executive Chair

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