

SKYCHAIN TECHNOLOGIES INC.
(Formerly Green Valley Mine Incorporated)
Suite 415 – 1112 West Pender Street
Vancouver, British Columbia, V6E 2S1

**NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD ON OCTOBER 15, 2019**

TO: The Shareholders of Skychain Technologies Inc.

NOTICE IS HEREBY GIVEN that the annual general and special meeting of the Shareholders (the “**Meeting**”) of Skychain Technologies Inc. (“**Skychain**”) will be held in Vancouver, British Columbia, at Suite 415, 1112 West Pender Street, Vancouver, British Columbia V6E 2S1, on Tuesday, the 15th day of October, 2019, at 10:30 a.m., for the following purposes:

1. To receive the comparative financial statements of Skychain for the years ended March 31, 2018 and March 31, 2019, together with the report of the auditors thereon;
2. To determine the number of directors to be elected to the board;
3. To elect directors for the ensuing year or until their successors have been duly elected or appointed;
4. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. To ratify, confirm and approve Skychain’s Stock Option Plan; and
6. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is a Management Information Circular, a Form of Proxy and a Request for Financial Information Form.

Shareholders who are unable to attend the Meeting or any adjournment of the Meeting are requested to complete, date, sign and return the Form of Proxy for use at the Meeting or any adjournment thereof. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Investor Services, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment thereof.

Shareholders whose shares are held by a broker or a nominee may also be able to use the internet or the telephone to transmit voting instructions on or before the date and time noted above. For information regarding voting by internet or by telephone, please refer to the Form of Proxy or Voting Instruction Form accompanying these materials and/or the section entitled “Beneficial Holders of Common Shares” in the accompanying Management Information Circular.

DATED at Vancouver, British Columbia, this 10th day of September 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Ningtao (Bill) Zhang”

Ningtao (Bill) Zhang
President and Chief Executive Officer

SKYCHAIN TECHNOLOGIES INC.

MANAGEMENT INFORMATION CIRCULAR

As at and dated September 10, 2019 (unless otherwise indicated)

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (the “**Circular**”) accompanies the notice of an annual general and special meeting of shareholders (the “**Notice**”) and is furnished to shareholders holding common shares (the “**Shares**”) in the capital of Skychain Technologies Inc. (“**Skychain**” or the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting of shareholders (the “**Meeting**”) to be held on **Tuesday, October 15, 2019, at 10:30 a.m.** (Pacific) at 1112 West Pender Street, Suite 415, Vancouver, British Columbia, or at any adjournment or postponement thereof.

Under Skychain’s Articles, a quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

PROXIES

Management Solicitation

The solicitation of proxies by Skychain will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. Skychain does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals’ authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and Skychain will reimburse such brokers and nominees for their related out of pocket expenses. The cost of this solicitation will be borne by Skychain. No solicitation will be made by specifically engaged employees or soliciting agents.

No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by Skychain. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each Share that such shareholder holds on the record date of September 10, 2019 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and officers of Skychain.

A shareholder has the right to appoint a person or company (who need not be a shareholder) to attend and act for or on behalf of that shareholder at the Meeting or any adjournment or postponement thereof, other than the Designated Persons named in the enclosed form of proxy. To exercise the right, the shareholder may do so by inserting the name of such other person in the space provided in the form of proxy. Such person should bring photo identification to the Meeting.

In order to be voted, a proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**"), at their offices located at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 no later than 10:30 a.m. (Vancouver time) on October 15, 2019. Alternatively, the proxy may be delivered to the Chairman of the Meeting prior to the start of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Skychain at 1112 West Pender Street, Suite 415, Vancouver, British Columbia V6E 2S1, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. **The Shares represented by a proxy 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 the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. It is intended that the Designated Persons will vote the Shares represented by the proxy in favour of each matter identified in the proxy.

The enclosed form of proxy confers discretionary authority upon the persons named therein in respect of amendments or variations to matters identified in the Notice or other matters that may properly come before the Meeting or any adjournment or postponement thereof. At the date of this Circular, management of Skychain is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

NOTICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Circular as “Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records of Skychain as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in the shareholder’s name on the records of Skychain. Such Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by Skychain. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) on 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**”) in the United States and Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

Management of Skychain does not intend to pay for intermediaries to forward to those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) under National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators the Meeting materials, and that in the case of an OBO, the OBO will not receive the Meeting materials unless the OBO’s intermediary assumes the cost of delivery.

All references to shareholders in this Circular are to registered shareholders, unless specifically stated otherwise.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Skychain is authorized to issue an unlimited number of Shares without par value. As of the record date, determined by Skychain’s board of directors (the “**Board**”) to be the close of business on **September 10, 2019**, a total of 11,371,015 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the best of the knowledge of the directors or executive officers of Skychain, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name	No. of Shares Owned	Percentage of Class ⁽¹⁾
1151152 BC Ltd.	1,675,726 ²⁾	26.22%

- (1) The percentage is determined based on the number of outstanding shares as at the Record Date.
 (2) Ningtao (Bill) Zhang, CEO and Director of the Company, and (Xi) (Walson) Wang, a director of the Company, combined have direct control of 947,020 common shares held by 1151152 BC Ltd.

PARTICULARS OF MATTERS TO BE ACTED UPON

RECEIPT OF THE FINANCIAL STATEMENTS AND AUDITORS' REPORT

At the Meeting, Shareholders will receive and consider the financial statements of the Company for the years ended March 31, 2018 and March 31, 2019 and the auditors' report thereon. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

FIXING NUMBER OF DIRECTORS

It is proposed that the number of directors to be elected at the Meeting to hold office until the next annual meeting or until their successors are elected or appointed, subject to the Articles and Notice of Articles of Skychain be fixed at four. **Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form of proxy in favour of setting the number of directors to be elected at the Meeting at four (4).**

ELECTION OF DIRECTORS

Management of Skychain proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Residence and Present Position with Skychain	Principal Occupation for the Past Five Years	Director Since	No. of Shares Beneficially Owned Directly or Indirectly as of the Date Hereof ⁽¹⁾
Ningtao (Bill) Zhang ⁽²⁾ Burnaby, BC <i>President, CEO & Director</i>	President/CEO at Vling E-Business Ltd. since 2015; IT Manager at SCS Steel Containers System Inc. from 2009 – to 2014	February 7, 2018	3,422,959 ⁽³⁾

Name, Residence and Present Position with Skychain	Principal Occupation for the Past Five Years	Director Since	No. of Shares Beneficially Owned Directly or Indirectly as of the Date Hereof ⁽¹⁾
Tang ^{(2) (4)} Vancouver, BC <i>Director</i>	Office Manager at Canwa Financial and Insurance Services Inc. She has over eight years of experience in the field of marketing and the financial industry, and obtained her bachelor's degree from Peter B. Gustavson School of Business, University of Victoria	August 7, 2019	Nil
Chris Chen ^{(2) (5)} Vancouver, BC <i>Director</i>	Independent business operator with over 20 years of experience working as an investment banker and fund manager at a top investment fund from Asia and served as director and senior executives at public companies listed on senior exchanges in Europe and North America.	May 26, 2019	Nil
Walson (Xi) Wang Los Angeles <i>Director</i>	President of It Asset Partners Inc. ("ITAP") since 2013. Based in CA USA works with top computing technology OEMs, data-centers and data solution providers to optimize and repurpose computing assets.	March 15, 2018	5,246,921 ⁽⁶⁾

- (1) The information as to shares beneficially owned or over which control or direction is exercised, not being within our knowledge, has been furnished by the respective individual, has been extracted from the register of shareholdings maintained by our transfer agent or has been obtained from insider reports filed by the individuals and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (SEDI).
- (2) Member of the Audit and Finance Committee.
- (3) Mr. Zhang has direct control of 410,033 common shares held by 1151152 BC Ltd. Mr. Zhang was appointed as President and CEO of Skychain on March 15, 2018.
- (4) Ms. Tang was appointed as director of the Company on August 7, 2019.
- (5) Mr. Chen was appointed as director of the Company on May 26, 2019.
- (6) Mr. Wang personally holds 364,792 common shares and direct control of 536,986 common shares held by 1151152 BC Ltd. Mr. Wang was appointed as director of the Company on March 15, 2018

Skychain does not have an executive committee of the Board of Directors.

Cease Trade Orders

To the best of management's knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Circular has been, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the best of management's knowledge, no proposed director of Skychain is, or within ten (10) years before the date of this Circular, has been a director or an executive officer of any company (including Skychain) that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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.

To the best of management's knowledge, no proposed director of Skychain has, within ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of Skychain 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 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 securityholder in deciding whether to vote for a proposed director.

Management of Skychain recommends the approval of each of the nominees listed above for election as directors of Skychain for the ensuing year. In the absence of contrary instructions, the Designated Persons intend to vote the Shares represented thereby in favour of the election to the Board of those persons hereinafter designated as nominees for election as directors. The Board does not contemplate that any of such nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the Shareholder has specified in his proxy that his/her/its Shares are to be withheld from voting on the election of directors.

Appointment and Remuneration of Auditors

Shareholders will be asked to vote for the re-appointment of Manning Elliott LLP, Chartered Accountants, ("Manning Elliott"), as the auditors of Skychain to hold office until the next annual meeting of the Shareholders at a remuneration to be fixed by the board of directors. Manning Elliott has served as auditor since 2006.

Ratification of Stock Option Plan

At the annual meeting of shareholders of Skychain held on March 15, 2018, the shareholders ratified, confirmed and approved a stock option plan (the "Option Plan") which reserves for issuance upon the grant of stock options a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant. The purpose of the Option Plan is to encourage ownership of Skychain's Shares by persons ("**Eligible Persons**") who are directors, senior officers and key employees of, as well as consultants and employees of management companies providing services to, Skychain. It is these individuals who are primarily responsible for the management and growth of Skychain's business. Management hopes that the Option Plan will advance the interests of Skychain by providing additional incentive for superior performance by all eligible recipients.

The TSX Venture Exchange (the "TSXV") requires all TSXV-listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis. As at the date of this Circular, Skychain had 6,390,197 shares issued and outstanding so that a maximum of 639,019 common shares would be available for issuance pursuant to the stock options granted under the Plan. Currently there are no stock options outstanding under the Option Plan, leaving

639,019 common shares available for grant of further options. Accordingly, Skychain requests that the shareholders ratify, confirm and approve the Option Plan.

The rules of the TSXV require that the annual shareholder ratification of the Option Plan be approved by the affirmative vote of a majority of the votes cast by shareholders represented in person or by proxy at the Meeting. Accordingly, at the Meeting, the shareholders will be asked to approve the following ordinary resolution (the “**Option Plan Resolution**”):

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS OF SKYCHAIN, THAT:

1. the stock option plan (the “Option Plan”) of Skychain Mine Incorporated (the “Company”) ratified, confirmed and approved by the shareholders of the Company at the Annual General Meeting held on March 15, 2018 is hereby ratified, confirmed and approved;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Option Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date;
3. the board of directors of the Company (the “Board”) or any committee created pursuant to the Option Plan is authorized to administer the Option Plan and to make such amendments to the Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Option Plan, the shareholders; and
4. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Option Plan required by the TSX Venture Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Option Plan.”

The form of the Option Plan Resolution set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Option Plan Resolution.

Management of Skychain recommends that shareholders vote in favour of the Option Plan Resolution at the Meeting. It is the intention of the Designated Persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Option Plan Resolution.

A copy of the Option Plan may be inspected at the offices of the Company during normal business hours until the date of the Meeting. A copy of the Stock Option Plan will also be available for review at the Meeting.

STATEMENT OF EXECUTIVE COMPENSATION

Interpretation

For the purpose of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units

granted or issued by the company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries (if any);

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

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of Skychain, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”) including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of Skychain, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”) including an individual performing functions similar to a CFO;
- (c) in respect of Skychain and its subsidiaries, the most highly compensated executive officer other than the individual identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of Skychain, and was not acting in a similar capacity, at the end of that financial year.

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

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

“**TSX-V**” or “**Exchange**” means the TSX Venture Exchange Inc. on which the Company’s stock trades under the symbol “**GVY**”.

Currencies

All financial amounts are stated in Canadian dollars unless otherwise indicated.

Name Change and Share Consolidation

On September 19, 2018, the Company changed its name to Skychain Technologies Inc. On February 21, 2019, Skychain consolidated its shares on a basis of one (1) post consolidated share for five (5) pre consolidated shares. After share consolidation, the Company had 6,390,197 common shares issued and outstanding. All share numbers are on a post consolidation basis.

Director and NEO Compensation, excluding Compensation Securities

During Skychain’s fiscal years ended March 31, 2018 and March 31, 2019, the Company had five NEO’s as described in National Instrument 51-102 –*Continuous Disclosure* Obligations as follows:

- Charles Boitard, former President and CEO, resigned as President and CEO on March 15, 2018.
- Doreen Boitard, former CFO and Secretary, resigned as CFO and Secretary on March 15, 2018.
- Ningtao (Bill) Zhang, President and CEO – appointed as President and CEO on March 15, 2018.
- Ms. Ke Feng (Andrea) Yuan, former CFO, was appointed as CFO on March 15, 2018 and resigned as CFO on April 16, 2019.
- Summer Xia, interim CFO, was appointed as interim CFO on April 18, 2019 and resigned as interim CFO on July 31, 2019).
- Donald Gordon was appointed as CFO subsequent to the end of the most recently completed year end on August 7, 2019.

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by Skychain or its subsidiaries, to each NEO and director of Skychain, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of Skychain for services provided and for services to be provided, directly or indirectly, to Skychain or its subsidiaries during the two most recently completed financial years.

Table of compensation excluding compensation securities

Name and position	Year Ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Charles Boitard <i>Former President, CEO and former Director</i>	2019	N/A ⁽¹⁾	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	75,000 ⁽¹⁾	Nil	Nil	Nil	Nil	75,000
Doreen Boitard, <i>Former CFO and Former Director</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil ⁽¹⁾	Nil	Nil	Nil	Nil	Nil
	2017	Nil ⁽¹⁾	Nil	Nil	Nil	Nil	Nil
David G. Mark <i>Former Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	9,920	Nil	Nil	Nil	Nil	9,920
	2017	2,400 ⁽²⁾	Nil	Nil	Nil	Nil	2,400
Robert R. Ferguson ⁽³⁾ <i>Former Director</i>	2019	19,750	Nil	Nil	Nil	Nil	19,750
	2018	\$18,900	Nil	Nil	Nil	Nil	18,900
	2017		Nil	Nil	Nil	Nil	\$18,900
Scott A. Young ⁽⁴⁾ <i>Former Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Mohan R. Vulimiri ⁽⁵⁾ <i>Former Director</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Ningtao (Bill) Zhang ⁽⁶⁾ <i>President, CEO and Director</i>	2019	51,000	Nil	Nil	Nil	Nil	51,000
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Chris Chen ⁽⁷⁾ <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Xi (Walson) Wang ⁽⁸⁾ <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A

Joanne Yan ⁽⁹⁾ Former Director	2019 2018	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Peter Scholbert ⁽¹⁰⁾ Former Director	2019 2018	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Ke Feng (Andra) Yuan ⁽¹¹⁾ Former CFO	2019 2018	39,700 N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	39,700 N/A
James Haft ⁽¹²⁾ Former Director	2019 2018	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A

NOTES:

- (1) Charles and Doreen Boitard resigned as directors and officers of Skychain on March 15, 2018.
- (2) Consulting fees for exploration were accrued or paid to Geotronics Consulting Inc., a private company owned by Mr. Mark See “Employment, consulting and management agreements” below. Mr. Mark was appointed as Director of Skychain on December 15, 2003 and resigned as a director of Skychain on April 16, 2018.
- (3) Mr. Ferguson provided his services to Skychain through Freeform Communications, a privately held company controlled by Mr. Ferguson. Mr. Ferguson was appointed as Director of Skychain on December 28, 2016 and resigned as director on November 7, 2018.
- (4) Mr. Young was appointed as Director of Skychain on December 28, 2016 and resigned as director of Skychain on April 18, 2019.
- (5) Mr. Vulimiri was appointed as a director of Skychain on December 28, 2016 and resigned as director of Skychain on February 7, 2018.
- (6) Mr. Zhang was appointed as a director of Skychain on February 7, 2019 and as President and CEO on March 15, 2018.
- (7) Mr. Chen was appointed as a director of Skychain on May 26, 2019.
- (8) Mr. Wang was appointed as a director of Skychain on March 15, 2018.
- (9) Ms. Yan was appointed as a director of Skychain on September 13, 2018 and resigned as a director January 11, 2019.
- (10) Mr. Schober was appointed as a director of Skychain on November 7, 2018 and resigned as a director April 16, 2019.
- (11) Ms. Yuan was appointed as a CFO of Skychain on March 15, 2018 and resigned as a CFO on April 16, 2019.
- (12) Mr. Haft was appointed as a director of Skychain on October 31, 2018 and resigned as a director August 1, 2019

Stock Options and Other Compensation Securities

There were no compensation securities granted or issued to Skychain’s NEOs or directors during the two most recently completed financial years for services provided to Skychain.

Exercise of Compensation Securities by NEOs and Directors

No director or NEO exercised any compensation securities, during the years ended March 31, 2018 and March 31, 2019.

Stock Option Plans or Other Incentive Plans

Skychain’s current Option Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares. The Option Plan is a “rolling” stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. As at the date hereof, there are 1,137,101 options outstanding under the Option Plan.

The TSXV requires all TSXV-listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis.. At the Meeting,

shareholders will be asked to ratify, confirm and approve the Option Plan. See “Particulars of Matters to be Acted Upon – Ratification of Stock Option Plan”.

Terms of the Option Plan

The following summary is a brief description of the Option Plan:

1. The maximum number of shares that may be issued upon the exercise of stock options previously granted and those granted under the Option Plan will be a maximum of 10% of the issued and outstanding Shares at the time of the grant.
2. Stock options can be issued to persons who are directors, senior officers, employees, advisory board members and consultants of, or employees of management companies providing services to, Skychain or its subsidiaries, if any.
3. The option price of any common share in respect of which an option may be granted under the Option Plan shall be fixed by the Board but shall be not less than the minimum price permitted by the Exchange.
4. The number of options granted to any one individual may not exceed 5% of the outstanding listed shares in any 12 month period unless Skychain has obtained disinterested shareholder approval to exceed such limit.
5. The number of options granted to any one consultant may not exceed 2% of Skychain’s outstanding listed shares in any 12 month period.
6. All options granted under the Option Plan may be exercisable for a maximum of ten (10) years from the date they are granted.
7. If the optionee ceases to be (other than by reason of death) an eligible recipient of options, then the option granted shall expire within a reasonable period of time, as determined by the Board, following the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Option Plan.
8. If an optionee ceases to be an eligible recipient of options by reason of death, an optionee’s heirs or administrators shall have until the earlier of:
 - (a) one year from the death of the option holder; and
 - (b) the expiry date of the optionsin which to exercise any portion of options outstanding at the time of death of the optionee.
9. The Option Plan will be administered by Skychain’s Board who will have the full authority and sole discretion to grant options under the Option Plan to any eligible recipient, including themselves.
10. The options are not assignable or transferable by an optionee.
11. Skychain shall have the authority to deduct and withhold, or require the optionee to remit to Skychain, the amount of any taxes or other required source deductions which Skychain is required by law or regulation of any governmental authority whatsoever to remit in connection with any issuance of shares upon the exercise of options.
12. The Board may from time to time, subject to regulatory approval, amend or revise the terms of the Option Plan.

The Option Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

Employment, consulting and management agreements

Mr. Ferguson provided his services to Skychain through Freeform Communications, a privately held company controlled by Mr. Ferguson. Mr. Ferguson resigned as Director of Skychain on November 7, 2018.

Oversight and Description of Director and Named Executive Officer Compensation

Skychain relies solely on Board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis. As Skychain is still in the developmental stage as a junior mining company, Skychain's compensation program will rely heavily on the granting of stock options.

The long-term incentive program is intended to align the interests of the NEOs, directors, consultants and employees with those of Skychain's shareholders over the longer term and to provide a retention incentive for each NEO. This component of the compensation package consists of grants of options to purchase common shares. Numerous factors are taken into consideration by the Board in determining grants of options, including: a review of the previous grants (including value both at the current share prices and potential future prices), the remaining time to expiry, overall corporate performance, share price performance, the business environment and the role and performance of the individual in question.

During the financial years ended March 31, 2018 and March 31, 2019, Mrs. Boitard did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Boitard's compensation as an officer consisted of \$75,000.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Mark's compensation as a director consisted of \$2,400.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Ferguson's compensation as a director consisted of \$18,900 and 19,750 respectively.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Young did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Vulimiri did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Ms. Yan did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Schober did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Ms. Yuan did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Haft did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Zhang did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Chen did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Wang did not have any compensation arrangement with the Company.

During the financial years ended March 31, 2018 and March 31, 2019, Mr. Tang did not have any compensation arrangement with the Company.

Pension Disclosure

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plan in place.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the Skychain’s financial years ended March 31, 2018 and March 31, 2019, all information required with respect to compensation plans under which equity securities of Skychain are authorized for issuance:

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 security holders	639,019	N/A	639,019 ⁽¹⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	639,019	N/A	639,019

- (1) Skychain currently has a rolling stock option plan. The aggregate number of shares reserved for issuance is a maximum of 10% of the issued and outstanding share capital of Skychain at the date of grant. As at March 31, 2019, a total of 639,019 options remained available for issuance.

CORPORATE GOVERNANCE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by Skychain in adopting its corporate governance practices. Skychain’s approach to corporate governance is set out below.

Board of Directors

The Board currently consists of four (4) directors: Ningtao (Bill) Zhang, Tang Tang, Chris Chen and Walson Wang.

The Guidelines suggest that the board of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under section 1.4 of NI 52-110 which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. A “material relationship” is a relationship which could, in the view of Skychain’s Board, be reasonably

expected to interfere with the exercise of a director's independent judgment. Of the Board, the following members are independent: Tang Tang, Chris Chen and Walson Wang; and the following member is not independent: Ningtao (Bill) Zhang as he is the CEO of Skychain.

Directorships

No current directors of Skychain currently serve as directors of other reporting issuers:

Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the Chairman of the Company. The Board monitors but does not formally assess the performance of individual Board members or committee members on their contributions.

Orientation and Continuing Education

Skychain does not provide a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with Skychain, the current directors and members of Management. Skychain also encourages and provides opportunities for new directors to pursue continuing education opportunities relating to their role as directors.

Compensation Committee

The Board has not, to date, constituted a compensation committee. The Board, as a whole, determines compensation; however, a formal process has not been adopted.

Assessments

Skychain has no formalised assessment procedures to satisfy itself that its directors, Board committee members and the Board as a whole are performing effectively

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics applicable to directors, officers, employees and consultants of Skychain to promote integrity and to deter wrongdoing with respect to the following issues:

1. Conflicts of Interest;
2. Protection and Proper Use of Corporate Assets;
3. Confidentiality of Corporate Information;
4. Compliance with laws, rules and regulations; and
5. Reporting of Illegal or Unethical Behaviour.

Any waivers from the code must be granted by the Audit and Finance Committee.

Other Board Committees

Skychain has one other standing committee, the Audit and Finance Committee. For additional information concerning the Audit and Finance Committee, please refer to the "Audit and Finance Committee" section of this Circular.

MANAGEMENT CONTRACTS

Management functions of Skychain are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of Skychain and not, to any substantial degree, by any other person with whom Skychain has contracted.

AUDIT AND FINANCE COMMITTEE

The Audit and Finance Committee Charter

The Audit and Finance Committee charter sets out the responsibilities and duties, qualifications for membership, procedures for Committee member appointment and reporting to the Skychain Board. The Audit and Finance Committee Charter is attached hereto as Schedule “A”.

Composition of the Audit and Finance Committee

As at March 31, 2019, Tang Tang, Chris Chen and Ningtao (Bill) Zhang were members of Skychain’s Audit Committee. Tang Tang and Chris Chen are considered independent applying the guidelines contained in applicable securities legislation. Ningtao (Bill) Zhang is not independent by virtue of his position as the Chief Executive Officer Skychain.

Each member of Skychain’s Audit and Finance Committee is considered to be “financially literate”, as that term is defined in NI 52-110, in that each has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be expected to be raised by Skychain’s financial statements.

Relevant Education and Experience

Tang Tang Office Manager at Canwa Financial and Insurance Services Inc. and major work experience in the financial industry ,and obtained her bachelor’s degree from Peter B. Gustavson School of Business, University of Victoria.

Chris Chen Independent business operator with over 20 years of experience working as an investment banker and fund manager at a top investment fund from Asia and served as director and senior executives at public companies listed on senior exchanges in Europe and North America.

Ningtao (Bill) Zhang, Mr. Zhang completed his bachelor’s degree in Computer Science in Liaoning, China. He is an experienced executive in IT and container manufacturing from his roles as President and CEO of Mass Containers Ltd. and IT Manager of SCS Steel Containers System Inc. From 2015 onwards, Mr. Zhang became the President and CEO of Vling, a company specializing in cloud infrastructure hosting, colocation and virtualization environment hosting. All positions requiring financial literacy.

After the Meeting, the Board will be appointing new members to the Audit Committee. In making these appointments, the Board will consider those individuals who are well-qualified to serve on the Audit Committee, given the expertise they have accrued in their business careers, and who meet the independence and financial literacy requirements of National Instrument 52-110 *Audit Committees*.

Audit and Finance Committee Oversight

At no time since the commencement of Skychain’s most recently completed financial year was a recommendation of the Audit and Finance Committee made to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of Skychain’s most recently completed financial year has Skychain relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (Exemptions).

Pre-Approval Policies and Procedures

The Audit and Finance Committee for Skychain has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

Aggregate audit fees and audit and/or tax related fees billed by Skychain’s external auditors, Manning Elliott, for services rendered with respect to the fiscal years ended March 31, 2018 and 2019 are summarized in the table that follows:

Nature of Services	Fiscal Year ended March 31, 2018	Fiscal Year ended March 31, 2019
Audit Fees ⁽¹⁾	\$19,725	\$48,077
Audit-Related Fees ⁽²⁾	0	0
Tax Fees ⁽³⁾	0	0
All Other Fees ⁽⁴⁾	\$19,725	\$48,077

(1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of Skychain’s consolidated financial statements and fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit fees also include audit or other attest services required by legislation or regulation.

Exemption

Skychain is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Finance and Audit Committee and in respect of its reporting obligations under NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the last completed financial year, no current or former Director, executive officer, proposed nominee for election as a Director or associate of the foregoing has been indebted to Skychain or to any of its subsidiaries, nor have any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or understanding provided by Skychain or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein or in the Financial Statements, no informed person of Skychain, any proposed director of Skychain, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of its most recently completed financial year or in any proposed transaction which has materially affected or would materially affect Skychain. An “informed person” means a director or executive officer of a reporting issuer; a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; any person or company who beneficially owns, directly or indirectly, voting shares of a reporting issuer or who exercises control or direction over shares of a reporting issuer, or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of a reporting

issuer and could include a reporting issuer if the reporting issuer has purchased, redeemed or otherwise acquired any of its own securities, for so long as it hold any of its securities.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed in this Circular, no person who has been a director, executive officer, proposed nominee for election as a director of the Company, or any associate or affiliate thereof has any material interest, direct or indirect, by way of beneficial ownership of shares of Skychain or otherwise in the matters to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, except as generally disclosed in this Circular or otherwise particularly described in the disclosure for a matter to be acted upon.

ADDITIONAL INFORMATION

Additional information concerning Skychain is available on SEDAR at www.sedar.com. Skychain will provide a copy of its financial statements and MD&A free of charge to any security holder of Skychain upon written request. Financial information concerning Skychain is provided in Skychain's comparative financial statements and Management's Discussion and Analysis for the financial years ended March 31, 2018 and March 31, 2019 are also available on SEDAR.

MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING; HOWEVER, SHOULD ANY OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE FORM OF PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Circular have been approved and the delivery of it to each shareholder of Skychain entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, British Columbia this 10th day of September 2019.

BY ORDER OF THE BOARD

"Ningtao (Bill) Zhang"

Ningtao (Bill) Zhang
President and Chief Executive Officer

SCHEDULE "A"

AUDIT AND FINANCE COMMITTEE CHARTER

(Dated for Reference July 1, 2008)

MANDATE

The Audit and Finance Committee (the "**Committee**") will assist the Board of Directors of Skychain (the "**Board**") in fulfilling its financial oversight responsibilities by reviewing the financial reporting process, the system of internal control and the audit process.

COMPOSITION

The Committee shall be comprised of at least three members. Each member must be a director of Skychain. A majority of the members of the Committee shall not be officers or employees of Skychain or of an affiliate of Skychain. At least one member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Skychain's financial statements.

The members of the Committee shall be appointed by the Board at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate and an "independent director" as defined in National Instrument 52-110 Audit Committees.

MEETINGS

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give Committee members 24 hours' advance notice of each meeting and the matters to be discussed at it. Notice may be given personally, by telephone, facsimile or e-mail.

The external auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning Skychain's annual financial statements and, if the Committee feels it is necessary or appropriate, at any other meeting. On request by the external auditor, the Chair shall call a meeting of the Committee to consider any matter that the external auditor believes should be brought to the attention of the Committee, the Board or the shareholders of Skychain.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of Skychain or of an affiliate of Skychain. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A member may participate in a meeting of the Committee by a communications medium other than telephone if all members participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

A resolution of the Committee may be passed without a meeting if each of the directors who are members of the Committee consents to such resolution in writing. A consent in writing is effective the date stated therein and is deemed to be a valid and effective proceeding at a meeting of the Committee and to be as valid and effective as if it had been passed at a Meeting of the Committee and to be as valid and effective as if it had been passed at a meeting of the Committee.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the external auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the external auditor and management annually to review Skychain's financial statements.

The Committee may invite to its meetings any director, any manager of Skychain, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

Financial Accounting and Reporting Process and Internal Controls

The Committee is responsible for reviewing Skychain's financial accounting and reporting process and system of internal control. The Committee shall:

- (a) Review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable generally accepted accounting principles ("GAAP") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements.
- (b) With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors and have meetings with Skychain's auditors without management present, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
- (c) Review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.
- (d) Review and satisfy itself that adequate procedures are in place for the review of Skychain's public disclosure of financial information extracted or derived from Skychain's financial statements, management's discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.
- (e) Review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws, before Skychain publicly discloses this information.
- (f) Meet no less frequently than annually with the external auditors and the Chief Financial Officer to review accounting practices, internal controls and such other matters as the Committee or Chief Financial Officer deem appropriate.
- (g) Inquire of management and the external auditors about significant financial risks or exposures, both internal and external, to which Skychain may be subject, and assess the steps management has taken to minimize such risks.
- (h) Review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
- (i) Establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by Skychain regarding accounting, internal accounting controls or auditing matters; and

- (ii) the confidential, anonymous submission by employees or consultants of Skychain of concerns regarding questionable accounting or auditing matters.

Audit

External Auditor

The Committee has primary responsibility for the selection, appointment, dismissal and compensation and oversight of the external auditors, subject to the overall approval of the Board. In carrying out this duty, the Committee shall:

- (a) Require the external auditor to report directly to the Committee.
- (b) Recommend to the Board the external auditor to be nominated at the annual general meeting for appointment as the external auditor for the ensuing year and the compensation for the external auditors, or, if applicable, the replacement of the external auditor.
- (c) Review, annually, the performance of the external auditor.
- (d) Review and confirm the independence of the external auditor.
- (e) Review and approve Skychain's hiring policies regarding partners, employees and former partners and employees of the external auditor and former independent external auditor of Skychain.
- (f) Pre-approve all non-audit services to be provided to Skychain or its subsidiaries by Skychain's external auditor.

Audit and Review Process and Results

The Committee is directly responsible for overseeing the work by the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit or review services for Skychain. The Committee shall:

- (a) Review the external auditors' audit plan, including the scope, procedures and timing of the audit.
- (b) Review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
- (c) Obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information with GAAP that were discussed with management, their ramifications, and the external auditors' preferred treatment.
- (d) Ensure that all material written communications between Skychain and the external auditors are sent to the Committee.
- (e) Review fees paid by Skychain to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
- (f) Review and approve Skychain's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of Skychain.

Other

- (a) Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.
- (b) Report regularly and on a timely basis to the Board on matters coming before the Committee.
- (c) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

AUTHORITY

The Committee is authorized:

- (a) to seek any information it requires from any employee of Skychain in order to perform its duties;
- (b) to engage, at Skychain's expense, independent legal counsel or other professional advisors on any matter within the scope of the role and duties of the Committee under this Charter;
- (c) to set and pay the compensation for any advisors engaged by the Committee; and
- (d) to communicate directly with the internal and external auditors of Skychain.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.