



Notice of Annual General Meeting of Shareholders

**to be held on
June 27, 2019**

Management Information Circular

dated May 13, 2019

Solaris Copper Inc.

Suite 730, 800 West Pender Street
Vancouver, British Columbia
Canada V6C 2V6

Telephone numbers:
1-833-4653 (North America) or
1-604-558-0560 (International)

www.solariscopper.com

NOTICE OF ANNUAL GENERAL MEETING**WHEN:**

Thursday, June 27, 2019
9:30 a.m. (Vancouver time)

WHERE:

595 Burrard Street, Suite 2600
Vancouver, British Columbia

We will cover the following items of business:

1. Receive our consolidated financial statements for the financial year ended December 31, 2018 and the auditors' report thereon.
2. Elect four directors to hold office until our 2020 annual general meeting of shareholders.
3. Reappoint KPMG LLP as our independent auditors to hold office until our 2020 annual general meeting of shareholders and authorize the directors to set the auditors' pay.
4. Transact any other business that may properly come before the meeting.

Your Vote Is Important.

You are entitled to receive this notice and vote at our 2019 annual general meeting of shareholders (the **Meeting**) if you owned Solaris Copper Inc. (**Solaris** or the **Company**) shares as of the close of business on May 9, 2019 (the record date for the Meeting).

This notice is accompanied by the Circular and either a proxy form or a voting instruction form.

As described in the notice and access notification mailed to shareholders, Solaris is using the notice and access method for delivering this notice and the Circular to shareholders. This notice and the Circular will be available on Solaris' website at <https://solariscopper.com/investors/agm/> and on SEDAR at www.sedar.com under Solaris' profile.

The Circular contains important information about what the Meeting will cover, who can vote and how to vote. Please read it carefully. It is important that you exercise your vote, either in person at the Meeting, by telephone, on the internet or by completing and returning the enclosed proxy form or voting instruction form. Any proxies to be used or acted on at the Meeting must be deposited with Solaris' transfer agent, Computershare Investor Services Inc. (**Computershare**). They must receive your proxy by 9:30 a.m. (Vancouver time) on June 25, 2019, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the time of any adjournment or postponement of the Meeting. The Chair of the Meeting has the discretion to accept or reject late proxy forms.

If a shareholder receives more than one proxy form or voting instruction form because such holder owns shares of Solaris registered in different names or addresses, each proxy form or voting instruction form should be completed and returned.

If you are a non-registered holder of shares of Solaris and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the proxy form or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. Your intermediary is responsible for properly executing your voting instructions. The package should include a voting instruction form for you to complete with your voting instructions.

If you have any questions relating to the Meeting, please contact Solaris at 1-833-379-4653 (North America) or 1-604-558-0560 (International) or by email at info@solariscopper.com.

DATED at Vancouver, British Columbia this 13th day of May, 2019.

By Order of the Board of Directors

(signed) Greg Smith

Chief Executive Officer and Director

About this Information Circular

You have received this management information circular (the **Circular**) for the 2019 annual general meeting of shareholders of Solaris to be held at 9:30 a.m. (Vancouver time) on Thursday, June 27, 2019 (the **Meeting**), because our records indicate that you owned Solaris shares as of the close of business on May 9, 2019 (the **Record Date**). You have the right to attend the Meeting and vote in person or by proxy on the various items of business to be addressed at the Meeting in person or by proxy. You retain these rights if the Meeting is adjourned or postponed.

Both the Board of Directors (the **Board**) and management of Solaris encourage you to vote. Management will be soliciting your vote for this Meeting and any Meeting that is reconvened if it is postponed or adjourned.

Management's solicitation of proxies will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by our directors, officers and employees or by our transfer agent, Computershare Investor Services Inc. (**Computershare**).

This Circular is dated May 13, 2019. Unless otherwise stated, information in this Circular is as of May 13, 2019.

This Circular contains references to lawful currency of the United States (**US\$ or US dollars**) and of Canada (**C\$ or Canadian dollars**). All dollar amounts referenced, unless otherwise indicated, are expressed in US dollars. Unless otherwise stated, any US dollar amounts which have been converted from Canadian dollars have been converted at an exchange rate of US\$1.00 = C\$1.36 and US\$1.00 = C\$1.25, as applicable, representing the daily exchange rate for converting US dollars into Canadian dollars, as quoted by S&P Global Market Intelligence on December 31, 2018 and December 31, 2017. On May 13, 2019, the daily exchange rate for converting US dollars into Canadian dollars, as quoted by S&P Global Market Intelligence was US\$1.00 = C\$1.35.

Receiving Documents

Solaris is using the notice and access process (**Notice and Access**) provided under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer for the delivery of the notice of meeting and Circular for the year ended December 31, 2018 (collectively, the **Meeting Materials**) to registered and beneficial shareholders for the Meeting. Solaris has adopted the Notice and Access delivery process in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a Notice and Access notification containing details of the Meeting date, location and purpose, as well as information on how they can access the Meeting Materials electronically. Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials.

In this Circular, *we, us, our, Solaris and the Company* mean Solaris Copper Inc.

You, your and shareholder mean holders of Solaris shares as of the Record Date.

Your vote is important. This Circular describes what the Meeting will cover and how to vote. Please read it carefully and vote, either by completing the form included with this package or by attending the Meeting in person.

Shareholders may request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date this Circular is filed on SEDAR. Requests may be made through Solaris' website, www.solariscopper.com, or by calling 1-833-379-4653 (North America) or 1-604-558-0560 (International). To receive the Meeting Materials in advance of 9:30 a.m. (Vancouver time) on June 25, 2019 (the **Proxy Deadline**) and Meeting date, Solaris must receive requests for printed copies of the Meeting Materials at least seven business days in advance of the Proxy Deadline.

As a shareholder, you can decide if you want to receive paper copies of our interim and annual financial statements and management's discussion and analysis (**MD&A**). To receive paper copies of these materials, please complete the enclosed card to send us your instructions, complete the request contained on the proxy form provided in connection with the Meeting or register online at www.computershare.com/maillinglist.

If you have any questions about the procedures to be followed to qualify your vote at the Meeting or about obtaining and depositing the required proxy form, you should contact Computershare by telephone at 1-800-564-6253 (North American toll free) or 1-514-982-7555 (the International Direct Dial).

Additional Information

You can find financial information relating to Solaris in our audited consolidated financial statements and MD&A for our most recently completed financial year. These documents are available on our website (www.solariscopper.com) or SEDAR (www.sedar.com).

Our Board has approved the contents of this Circular and have authorized us to send it to you.

By Order of the Board of Directors

(signed) Greg Smith

Chief Executive Officer and Director

Forward-Looking Statements

Certain statements contained in this Circular may constitute “forward-looking statements” or “forward-looking information” (collectively, “forward-looking statements”) and are made pursuant to the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995 and Canadian Securities Laws and are based on expectations, estimates and projections as of the date of this Circular. Forward looking statements contained in this Circular, and include without limitation statements with respect to timing of project development, the timing and amount of expected future production, the costs of future production and expenditures, expected development, development timelines, expected acquisitions, operation and exploration plans, mine life extensions, timing and completion of financings, expected benefits of financings, dividend distribution, use of proceeds, ability to cover debt obligations, overhead and operating costs and ability to obtain lending arrangements.

Forward-looking statements are statements which relate to future events. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “potential”, or “continue” or the negative of these terms or other comparable terminology. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies and those factors identified in the Company’s MD&A for the year-ended December 31, 2018 which are available on SEDAR at www.sedar.com. Readers are cautioned not to place undue reliance on forward-looking statements due to the inherent uncertainty thereof. The Company does not intend to update any forward-looking statements to conform these statements to actual results, except as required by applicable law.

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Solaris was incorporated under the Business Corporations Act of British Columbia on June 18, 2018 and was a wholly-owned subsidiary of Equinox Gold Corp. (**Equinox Gold**). Effective August 3, 2018, Equinox Gold spun out its copper projects into Solaris, being a separate copper-focused company, pursuant to a statutory plan of arrangement. For details of the statutory plan of arrangement, please refer to Equinox Gold's management information circular dated June 20, 2018 on SEDAR at www.sedar.com under Equinox Gold's profile.

Solaris is a reporting issuer but the Solaris Shares are not listed on any stock exchange. Until the Solaris Shares are listed on a stock exchange, Solaris Shareholders may not be able to sell their Solaris Shares. No assurance can be given as to if, or when, the Solaris Shares will be listed or traded on any such stock exchange, including whether such listing will be completed on or before the date for Solaris' first income tax return.

Items of Business

At the Meeting we will cover the following items of business:

1. Receiving our Financial Statements and the Auditors' Report

Our consolidated financial statements for the year ended December 31, 2018, and the auditors' report thereon, will be presented at the Meeting. The audited consolidated financial statements are available on our website (www.solariscopper.com) and on SEDAR (www.sedar.com). Printed copies will be mailed to registered shareholders and non-registered shareholders who requested them.

2. Electing Directors (see page 8)

You will vote to elect four directors to the Board. The nominees for election to the Board are:

Marcel de Groot	Scott Heffernan
Alexander Holmes	Greg Smith

Directors are elected to serve for a one-year term, which will expire at the end of our 2020 annual general meeting of shareholders.

3. Appointing our Independent Auditors and Setting the Auditors' Pay (see page 12)

You will vote on appointing our auditors and authorizing the Board to set the auditors' pay for the ensuing year. Our Board, on the recommendation of our Audit Committee, has recommended that KPMG LLP be reappointed as our independent auditors to serve until the end of our 2020 annual general meeting of shareholders. You will also vote on authorizing the Board to set the auditors' pay for the ensuing year.

4. Other Business

If other items of business are properly brought before the Meeting, you (or your proxyholder, if you are voting by proxy) can vote as you see fit. As of the date of this Circular, we are not aware of any other items of business to be considered at the Meeting.

Our Board unanimously recommends that shareholders vote **FOR** all nominees and resolutions at the Meeting.

Questions about voting?

Contact:

Computershare Investor Services Inc
Attention: Stock Transfer Services
100 University Avenue
8th Floor
Toronto, Ontario M5J 2Y1

Tel: 1-800-564-6253 (toll free)

Quorum and Approval

A quorum of shareholders is required to transact business at the Meeting. According to our articles of incorporation, a quorum for the transaction of business at any meeting of shareholders shall be one shareholder present in person or represented by proxy.

Voting

Who Can Vote

You are entitled to receive notice of and vote at the Meeting to be held on June 27, 2019, if you held shares as of the close of business on May 9, 2019, the Record Date for the Meeting.

The voting process is different depending on whether you are a registered or non-registered shareholder.

You are a **registered** shareholder if your name appears on your share certificate or appears as the registered shareholder with our transfer agent.

You are a **non-registered (beneficial)** shareholder if your Shares are registered in the name of a bank, trust company, securities broker, trustee or other financial institution or nominee on your behalf (your *nominee*).

Please be sure to follow the appropriate voting procedure.

How to Vote

You can vote by proxy or voting instruction form or you can attend the Meeting and vote your shares in person. Each share you own entitles you to one vote on each item of business to be considered at the Meeting.

Voting by Proxy or Voting Instruction Form

Voting by proxy or by voting instruction form is the easiest way to vote. It means you are giving someone else (called your proxyholder) the authority to attend the Meeting and vote your shares for you.

There are different ways to submit your voting instructions, depending on whether you are a registered or non-registered shareholder.

Registered Shareholders

You are a registered shareholder if you hold a share certificate in your name or appear as the registered shareholder in the records of our transfer agent.

Greg Smith, our Director and Chief Executive Officer, or failing him, Susan Toews, our Corporate Secretary, have agreed to act as the Solaris management proxyholders in connection with the Meeting. **You can appoint a person or an entity other than the Solaris management proxyholders to attend the Meeting and vote on your behalf. If you want to appoint someone else as your proxyholder, strike out the names on the enclosed proxy form and print the name of the person you want to appoint as your proxyholder in the space provided. This person does not need to be a Solaris shareholder.**

By completing and returning a proxy, you are authorizing your proxyholder to vote your shares or withhold your vote according to your instructions and if you specify a choice on a matter, your shares will be voted accordingly. If there are other items of business that properly come before the Meeting, or amendments or variations to the items of business, your proxyholder has the discretion to vote your shares as he or she sees fit.

It is important you provide voting instructions with your proxy. If you appoint the Solaris management proxyholders, but do not tell them how to vote, your shares will be voted:

- **FOR** the election of the nominated directors listed on the proxy form and in this Circular; and
- **FOR** the reappointment of KPMG LLP as the independent auditors and authorizing the Board to set the auditors' pay.

This is consistent with the voting recommendations of the Board. If there are other items of business that properly come before the Meeting, or amendments or variations to the items of business, the Solaris management proxyholders will vote according to management's recommendation.

If you appoint someone other than the Solaris management proxyholders to be your proxyholder, that person must attend and vote at the Meeting for your vote to be counted.

A proxy will not be valid unless it is dated and signed by the registered shareholder or by the registered shareholders' attorney with proof that they are authorized to sign, and completed according to the instructions therein. If you represent a registered shareholder who is a corporation or association, your proxy should have the seal of the corporation or association, where applicable, and must be executed by an officer or an attorney who has written authorization. If you execute a proxy as an attorney for a registered shareholder who is an individual, or as an officer or attorney of a registered shareholder who is a corporation or association, you must include the original, or a notarized copy of the written authorization for the officer or attorney, with your proxy form.

If you are voting by proxy, you may vote by phone, by mail or on the internet.

Computershare must receive your proxy by 9:30 a.m. (Vancouver time) on Tuesday, June 25, 2019, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the province of British Columbia) prior to the time set for the Meeting or any adjournment or postponement of the Meeting. The Chair of the Meeting has the discretion to accept or reject any late proxies, and can waive or extend the deadline for receiving proxy voting instructions without notice.

Voting by Telephone

You may vote your shares by telephone by dialing the following toll-free number from a touch-tone telephone: 1-866-732-8683. If you vote by telephone, you will need your control number, which appears at the bottom of the first page of your proxy form. If you vote by telephone, you cannot appoint anyone other than the designated management proxyholders named on your proxy form as your proxyholder.

Voting by Mail

Complete your proxy form, including the section on declaration of residency, sign and date it, and send it to Computershare in the envelope provided.

If you did not receive a return envelope, please send the completed form to:

Computershare Investor Services Inc.
Attention: Proxy Department
100 University Avenue, 8th Floor
Toronto, Ontario Canada M5J 2Y1

Voting on the Internet

Go to www.investorvote.com and follow the instructions on screen. If you vote using the internet, you will need your control number, which appears at the bottom of the first page of your proxy form.

Non-Registered or Beneficial Shareholders

You are a non-registered (or beneficial) shareholder if your shares are registered in the name of:

- your bank, trust company, securities dealer or broker, trustee, administrator, custodian or other intermediary (**Intermediary**) or nominee who holds your shares in a nominee account or in the name of such nominee, or
- a clearing agency, such as Canadian Deposit for Securities Limited (CDS).

OBOs are objecting beneficial shareholders who do not want us to know their identity.

NOBOs are non-objecting beneficial shareholders that do not object to us knowing their identity.

In accordance with applicable securities law requirements, Solaris has distributed copies of the Notice and Access notification, the Meeting Materials and the form of proxy and voting information form to the Intermediaries and clearing agencies for distribution to Non-Registered Shareholders. The Company does not intend to pay for Intermediaries to forward the Meeting Materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary to OBOs under NI 54-101. OBOs will not receive the materials unless the OBO's Intermediary assumes the cost of delivery.

Intermediaries are required to forward the Notice and Access notification to Non-Registered Shareholders unless a Non-Registered Shareholder has otherwise instructed the Intermediary. Intermediaries often use service companies (such as Broadridge Financial Solutions, Inc.) to forward the Notice and Access notification (or printed copies of the Meeting Materials if previously requested) to Non-Registered Shareholders. Each Intermediary has its own procedures which should be carefully followed by Non-Registered Shareholders to ensure that their shares are voted by the Intermediary on their behalf at the Meeting. Generally, Non-Registered Shareholders who have not otherwise instructed the Intermediary will receive the Notice and Access notification together with either:

- more typically, a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. (In some cases, the completion of the voting instruction form by telephone, facsimile or over the internet is permitted.) Typically, the voting instruction form will consist of a one-page pre-printed form; or
- a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of common shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, it is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should carefully follow the instructions of their Intermediary, including those regarding when and where the completed proxy is to be delivered.

In either case, the purpose of these procedures is to enable Non-Registered Shareholders to direct the voting of the shares of Solaris that they beneficially own. If a Non-Registered Shareholder who receives one of the forms described above wishes to vote at the Meeting (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons listed in the form of proxy and insert the name of the Non-Registered Shareholder or such other person's name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered. There may be deadlines for Non-Registered Shareholders that are earlier than the deadlines for proxies from registered shareholders set out above.

A Non-Registered Shareholder who has submitted voting instructions to an Intermediary should contact their Intermediary for information with respect to revoking their voting instructions.

In order to vote using the voting instruction form:

- NOBOs: Fill in the voting instruction form you received with this package and carefully follow the instructions provided. You can send your voting instructions by phone or by mail or through the internet.
- OBOs: Sign and date the voting instruction form your intermediary sends to you, and follow the instructions for returning the form.

Your intermediary is responsible for properly executing your voting instructions.

If you are a non-registered shareholder and would like additional information or assistance in completing your voting instruction form or in obtaining the required information to submit your vote on the matters to be dealt with at the Meeting, you may refer to Solaris at info@solariscopper.com, refer to the Solaris' website, www.solariscopper.com, or call 1-833-379-4653 (North America) or 1-604-558-0560 (International).

Attending the Meeting and Voting in Person

Registered Shareholders

You do not need to complete the enclosed proxy form if you want to attend the Meeting and vote in person. Simply register with a representative from Computershare when you arrive at the Meeting.

Non-Registered Shareholders

Non-registered shareholders cannot use a voting instruction form to vote directly at the Meeting.

- NOBOs: Follow the instructions on the voting instruction form. You must request a legal proxy form granting you the right to attend the Meeting and vote in person and return the proxy form to our transfer agent, Computershare, within the time periods specified.
- OBOs: Follow the instructions on the voting instruction form from your intermediary, and request a proxy form, which grants you the right to attend the Meeting and vote in person and return the proxy form to our transfer agent, Computershare, within the time periods specified.

When you arrive at the Meeting, make sure you register with a representative from Computershare, so your voting instructions can be taken at the Meeting.

Send Your Voting Instructions Immediately

If you are a non-registered shareholder, your vote will only be counted if Computershare receives your voting instruction form or, if you intend to attend the Meeting in person, your proxy form, as applicable, before 9:30 a.m. (Vancouver time) on Tuesday, June 25, 2019.

Make sure your voting instruction form or proxy form, as applicable, is properly completed and that you allow enough time for it to reach Computershare if you are sending it by mail.

If the Meeting is postponed or adjourned, Computershare must receive your voting instructions form or proxy form at least 48 hours before the Meeting is reconvened.

Changing Your Vote***Registered Shareholders***

You can revoke your proxy by sending a new completed proxy form with a later date, or a written notice signed by you or by your attorney if he or she has your written authorization. You can also revoke your proxy in any other manner permitted by law.

If you represent a registered shareholder who is a corporation or association, your written notice must have the seal of the corporation or association, if applicable, and must be executed by an officer or an attorney who has written authorization. The written authorization must accompany the revocation notice.

We must receive the written notice any time up to and including the last business day before the day of the Meeting, or the day the Meeting is reconvened if it was postponed or adjourned.

Send the signed written notice to:

Solaris Copper Inc.
Suite 730, 800 West Pender Street
Vancouver, British Columbia
Canada, V6C 2V6
Attention: Corporate Secretary

If you attend the Meeting in person, you can give your written notice to the Chair of the Meeting on the day of the Meeting. If the Meeting has already started, your new voting instructions can only be executed for items that have not yet been voted on.

If you have sent in your completed proxy form and subsequently decided that you want to attend the Meeting and vote in person, you need to revoke the proxy form before you vote at the Meeting.

Non-Registered Shareholders

Only registered shareholders have the right to revoke a proxy.

Non-registered shareholders can change their vote:

- NOBOs: Contact our agent on the voting instruction form immediately so they have enough time before the Meeting to arrange to change your vote.
- OBOs: Contact your intermediary immediately so they have enough time before the Meeting to arrange to change your vote and, if necessary, revoke the proxy.

Processing the Votes

Our transfer agent, Computershare, or its authorized agents count and tabulate the votes on our behalf. We will announce file the voting results of the Meeting by press release and file them on SEDAR after the Meeting.

Director Nominees

Four directors of the Company will be standing for re-election at the Meeting. These directors have been nominated based on the diversity of skills and experience that the Board believes is necessary to effectively fulfil its duties and responsibilities.

The Board has adopted an Advance Notice Policy for the nomination of directors in certain circumstances. A copy of the Advance Notice Policy is available on Solaris' website at www.solariscopper.com. As of the date of this Circular, the Company has not received notice of any additional director nominations in connection with the Meeting.

Our Policy on Majority Voting

We have adopted a majority voting policy. Under our majority voting policy, any nominee proposed for election as a director must submit his or her resignation if they receive more WITHHELD votes than FOR votes. The policy only applies to uncontested elections of directors – where the number of nominees is the same as the number of directors to be elected.

Within 90 days of the relevant shareholders' meeting, the Board will determine whether to accept the resignation and issue a press release either announcing the resignation of the director or explaining its reasons for not accepting the resignation. The Board will accept the resignation unless there are exceptional circumstances. The resignation will be effective when accepted by the Board. A director who tenders a resignation under this policy will not participate in any Board or committee meeting at which the resignation is considered.

Nominees for Election as Directors

The term of office of each of the present directors expires at the close of the Meeting. Persons named below will be presented for election at the Meeting as management's nominees. Unless otherwise instructed, the accompanying proxy form will be voted FOR management's nominees.

We do not contemplate that any of these nominees will be unable to serve as a director. If that should occur before the Meeting, the persons named in the proxy reserve the right to vote for another nominee, unless you specify that shares are to be withheld from voting on the election of directors.

Each director elected at the Meeting will hold office until the close of our next annual general meeting of shareholders or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with our articles or with the provisions of the Business Corporations Act (British Columbia).



Marcel de Groot, 45
 Vancouver, B.C. Canada
 Director since July 26, 2018

 Director (Non-Independent)

 Principal Occupation
 Chartered Accountant

Marcel de Groot is Chairman of Solaris' Audit Committee. Mr. de Groot is a Chartered Accountant and is co-founder and President of Pathway Capital, a Vancouver based venture capital company that has played a significant role in the organization and development of a number of mining companies. Mr. de Groot currently serves on the board of Asanko Gold Inc. and Equinox Gold.



Scott Heffernan, 44
 West Vancouver, B.C. Canada
 Director since June 18, 2018

 Director (Non-Independent)

 Principal Occupation
 Executive Vice President
 Exploration of Equinox Gold

Mr. Heffernan is currently the Executive Vice President, Exploration of Equinox Gold. Previously Executive VP, Exploration of Luna Gold Corp. from August 2016 to March 2017 and VP Exploration of True Gold Mining Inc. and its predecessor Blue Gold Mining Inc. from May 2012 to April 2016. Mr. Heffernan is also a director of New Dimension Resources Ltd.

Securities Held	Value as at May 13, 2019 ⁽¹⁾	
Shares	528,566	\$97,883
Options	21,821	\$4,041
RSUs	5,684	\$1,053

Voting Results

	For	Withheld
2018	N/A	N/A
2017	N/A	N/A

Board and Committee Membership and Attendance - 2018

Board of Director	1 of 1
Committee:	
• Audit Committee (Chair)	2 of 2

Other Directorship with Reporting Issuers

Asanko Gold Inc., Drummond Ventures Corp., Equinox Gold Corp. and Magnitude Mining Ltd.

Area of Expertise

- Mining Industry and Operations
- HSE &/or Risk Management
- Capital Markets and Finance
- Strategic Planning and M&A
- Corporate Governance
- Regulatory

Note:

⁽¹⁾ Calculated using the market price determined at the recent completed private placement on March 19, 2019 (C\$0.25) and converted into US\$ at an exchange rate of US\$1= C\$1.35 as quoted by S&P Global Market Intelligence on May 13, 2019.

Securities Held	Value as at May 13, 2019 ⁽¹⁾	
Shares	248,200	\$45,963
Options	21,500	\$3,981
RSUs	14,733	\$2,646
pRSUs	14,289	\$2,728

Voting Results

	For	Withheld
2018	N/A	N/A
2017	N/A	N/A

Board and Committee Membership and Attendance - 2018

Board of Director	1 of 1
Committee:	
• Audit Committee	2 of 2

Other Directorship with Reporting Issuers

New Dimension Resources Ltd.

Area of Expertise

- Mining Industry and Operations
- HSE &/or Risk Management
- Regulatory
- Capital Markets and Finance
- Geology & Exploration
- Corporate Governance
- Strategic Planning and M&A

Note:

⁽¹⁾ Calculated using the market price determined at the recent completed private placement on March 19, 2019 (C\$0.25) and converted into US\$ at an exchange rate of US\$1= C\$1.35 as quoted by S&P Global Market Intelligence on May 13, 2019.



Alexander Holmes, 41
 Vancouver, B.C., Canada
 Director since July 26, 2018

 Director (Independent)

 Principal Occupation
 Corporate Director

Mr. Holmes has spent more than 15 years working in the mining industry. Most recently, Mr. Holmes was a partner and co-founder of Oxygen Capital Corp., leading business development activities for all affiliated companies, including True Gold Mining Inc. where he served as VP Business Development and co-founder. Mr. Holmes previously led the mining teams at two independent Canadian investment banks and raised capital for and advised on transactions for numerous companies.



Greg Smith, 43
 West Vancouver, B.C. Canada
 Director since July 26, 2018

 Director (Non-independent)

 Principal Occupation
 President of Equinox Gold

Mr. Smith is currently the President of Equinox Gold and previously CEO of Equinox Gold. Prior to this, Mr. Smith was the President and Chief Executive Officer of Anthem United Inc. from August 2013 to October 2016 and the President and Chief Executive Officer of Esperanza Resources Corp. from May 2012 to August 2013. Mr. Smith was a director of Equinox Gold until May 2019 and currently a director at Chesapeake Gold Corp. and Royalty North Partners Inc.

Securities Held		
Shares	0	0
Options	0	0
RSUs	0	0

Voting Results		
	For	Withheld
2018	N/A	N/A
2017	N/A	N/A

Board and Committee Membership and Attendance – 2018	
Board of Director	1 of 1
Committee:	
• Audit Committee	2 of 2

Other Directorship with Reporting Issuers
Plateau Energy Metals Inc.

Area of Expertise		
• Mining Industry and Operations	• Capital Markets and Finance	• Corporate Governance
• HSE &/or Risk Management	• Corporate Social Responsibility	• Strategic Planning and M&A
• Regulatory		

Securities Held			Value as at May 13, 2019 ⁽¹⁾
Shares	550,780		\$101,996
Options	45,398		\$8,407
RSUs	41,500		\$7,685

Voting Results		
	For	Withheld
2018	N/A	N/A
2017	N/A	N/A

Board and Committee Membership and Attendance – 2018	
Board of Director	1 of 1
Committee:	
• N/A	

Other Directorship with Reporting Issuers
Chesapeake Gold Corp. and Royalty North Partners Inc.

Area of Expertise		
• Mining Industry and Operations	• Capital Markets and Finance	• Corporate Governance
• HSE &/or Risk Management	• Corporate Social Responsibility	• Strategic Planning and M&A
• Regulatory		

Note:

⁽¹⁾ Calculated using the market price determined at the recent completed private placement on March 19, 2019 (C\$0.25) and converted into US\$ at an exchange rate of US\$1= C\$1.35 as quoted by S&P Global Market Intelligence on May 13, 2019.

The municipality and province or state of residence, principal occupation and business or employment of each director has been furnished by the individual nominees. The number of shares, options (**Options**), time-based restricted share units (**RSUs**) and performance-based RSUs (**PRSUs**) beneficially owned by each nominee or over which each nominee exercises control or direction set out in the above table has been obtained from publicly available insider reporting as at May 13, 2019 or has been provided by individual nominees.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as otherwise disclosed, to the knowledge of the Company, no proposed director:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer (**CEO**) or chief financial officer (**CFO**) of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 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 any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to 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
- (e) has been subject to any 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.

Appointment of the Auditors

KPMG LLP has been the Company's auditors since July 27, 2018. The auditors conduct the annual audit of our financial statements, provide audit-related, tax and other services, and reports to the Audit Committee of the Board. **Unless otherwise instructed, the management proxyholders appointed pursuant to the accompanying proxy form will vote FOR the resolution appointing KPMG LLP as our auditors to hold office until our 2020 annual general meeting of shareholders and FOR authorizing the Board to fix the auditors' pay.**

Auditors' Fees

The fees billed by the Company's auditors in each of the last two fiscal years are as follows:

<i>Financial Year Ending</i> ⁽¹⁾	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
2018	C\$35,000	Nil	C\$12,500	Nil
2017	N/A	N/A	N/A	N/A

Notes:

⁽¹⁾ Fees are disclosed on an "as billed" basis.

Director and Executive Compensation

Compensation Discussion and Analysis

At this time, no compensation has been paid to any of the officers or directors of Solaris. Solaris executive officers will not receive salaried compensation. Instead, Solaris will have access to and the use of Equinox Gold's senior officers pursuant to a Management Services Agreement between Equinox Gold and Solaris (**Services Agreement**) the terms of which are described below. Compensation arrangements for executive officers may also include compensation in the form of bonuses and benefits arising from the grant of Solaris Options and Solaris RSUs.

Pursuant to the Services Agreement, Equinox Gold employees will provide management services to Solaris, including but not limited to services such as: administration, banking, accounting, corporate secretarial and support staff on an "as needed" and "as available" basis; investor relations and corporate development services; and the development of financing strategies and the implementation thereof.

Under the Services Agreement Solaris will pay for the services provided by Equinox Gold employees in an amount equal to the actual cost incurred by Equinox Gold plus 10%. For employees of Equinox Gold providing services, the costs billed to Solaris will be based upon the time actually spent by such employees in performing services for Solaris Copper.

It is anticipated that Solaris will adopt a compensation structure for its executive officers that is appropriate for its size and the nature of its operations, while also providing an incentive for growth. Solaris expects that the initial compensation structure will reflect its intention to keep general and administrative costs low and as a cash-preserving measure, Solaris may emphasize compensation through Solaris Options and RSUs. Depending on the future development of Solaris and other factors that may be considered relevant by the Solaris Board from time to time, it may be determine in the future to emphasize increased base salaries and rely to a lesser extent on share options, RSUs or other incentives.

Solaris has not established an annual retainer fee or meeting attendance fee for directors. However, Solaris expects to establish directors' fees in the future and each director will be entitled to participate in any security-based compensation arrangement or other plan adopted by Solaris, from time to time, with the approval of the Solaris Board.

Termination of Employment, Changes in Responsibility and Employment Contracts

Solaris and its subsidiaries have no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer (**NEO**) at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of Solaris or its subsidiaries or a change in responsibilities of the NEO following a change in control.

There are no termination clauses or change of control benefits in employment agreements, or any other contract, agreement, plan or arrangement with named executive officers.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year December 31, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, and rights ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, and rights (C\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ^{(2) (3) (4)} (c)
Equity compensation plans approved by shareholders	2,860,066	0.07 ⁽⁵⁾	4,590,280
Equity compensation plans not approved by shareholders	Nil	Nil	Nil
Total	2,860,066	0.07	4,590,280

Notes:

⁽¹⁾ Represents the aggregate number of common shares of Solaris reserved for issuance on exercise of outstanding Options, upon the vesting of outstanding time-based RSUs and performance-based RSUs, being 1,423,057 common shares upon the exercise of outstanding Options, 325,737 common shares upon the vesting of time-based RSU and 571,272 common shares upon the vesting of performance-based RSU.

The issuance for performance-based RSUs might increase from 571,272 common shares to 1,111,272 common shares if the following performance criteria are met for the 400,000 performance-based RSUs held by Mr. Ross Beaty (**Beaty pRSU**) as a result of the Arrangement Agreement dated June 20, 2018 between Equinox Gold and Solaris. The Beaty pRSUs vest in four separate tranches based on the Equinox Gold's share price performance and contain performance multipliers ranging from 1x to 3x, depending on the share price achieved. 15% of the pRSUs (with a 1x multiplier) vest on the Equinox Gold's share price reaching C\$1.50; 20% of the pRSUs (with a 2x multiplier) vest on the Equinox Gold's share price reaching C\$2.00; 30% of the pRSUs (with a 2.5x multiplier) vest on the Equinox Gold's share price reaching C\$2.50; and the remaining 35% of pRSUs (with a 3x multiplier) vest on the Equinox Gold's share price reaching C\$3.00. The performance multipliers provide for a total of up to 940,000 common shares to be issued if all share price thresholds are achieved, however if these thresholds are not achieved, no shares will be issued. The Beaty pRSUs are valid for five years and any shares issued in connection with the Beaty pRSUs will have a mandatory hold period of two years, resulting in a long-term performance incentive and commitment.

- (2) Represents the aggregate number of common shares remaining available for future issuance under the Solaris Option Plan and the RSU Plan as at December 31, 2018, after taking into account the number of common shares issuable upon the exercise of outstanding Options, the vesting of outstanding time-based RSUs and performance-based RSUs, being 3,027,289 common shares under the Stock Option Plan and 1,562,991 common shares under the RSU Plan.
- (3) The aggregate number of common shares reserved for issuance in respect of all outstanding Options granted under the Stock Option Plan and all other security-based compensation arrangements of the Company, other than the RSU Plan, cannot exceed approximately 6.00% of the number of common shares issued and outstanding (on a non-diluted basis).
- (4) The aggregate number of common shares that can be reserved for issuance under the RSU Plan in respect of all unvested time-based RSUs and performance-based RSUs cannot exceed 3,000,000 number of common shares (approx. 4.00% of the number of common shares issued and outstanding (on a non-diluted basis)).
- (5) The weighted average exercise price for all equity compensation plans is the weighted average exercise price of the Options outstanding under the Stock Option Plan. There is no exercise price associated with the RSUs outstanding under the RSU Plan.

Option-Based Awards

On July 26, 2018, the shareholders of Equinox Gold approved the existing Solaris Option Plan and subsequently adopted by the Company. The Solaris Option Plan is designed to advance the interests of the Company by encouraging eligible participants, being directors, employees, management company employees, officers and consultants (**Eligible Participants**), to have equity participation in the Company through the acquisition of shares.

The following is a summary of certain material terms of the existing Solaris Option Plan. All outstanding Options under the existing Solaris Option Plan will be governed by the terms set forth therein.

The Solaris Option Plan is administered by the Board. Pursuant to the Solaris Option Plan, the Company may issue a rolling number of stock options of the Company (**Options**) equal to 10% of the issued and outstanding Solaris shares from time to time. The aggregate number of Options outstanding may not exceed 10% of the issued and outstanding common shares of the Company from time to time.

No Options have been granted under the existing Solaris Option Plan.

As of the date of this Circular, there were 13,394,933 Solaris Options outstanding from the remaining Equinox Gold Options on August 3, 2018 as per Section 4.4 "Equinox Gold Options" of the Arrangement Agreement dated June 20, 2018 between Equinox Gold and Solaris. 1,339,473 Solaris Shares will be issued upon exercising of all the aforesaid Solaris Options, representing approximately 1.5% of the Solaris shares outstanding.

The Solaris Option Plan will be used to provide Options which are awarded based on the recommendations of the Board, taking into account the level of responsibility of the executive as well as his or her past impact on or contribution to, and/or his or her ability in future to have an impact on or to contribute to the longer-term operating performance of the Company. In determining the number of Options to be granted to the Company's Eligible Participants, the Board takes into account the number of Options, if any, previously granted to each Eligible Participant and the exercise price of any outstanding Options to ensure that such grants are in accordance with the policies of the TSX-V or any other stock exchange on which Solaris shares may then be listed and to closely align the interests of the Eligible Participants with the interests of shareholders. The Board determines the exercise price and vesting provisions of all stock option grants at the time the Option is granted.

The following is a summary of key elements of the Solaris Option Plan:

- *Eligibility.* Officers, directors, consultants, and employees of the Company and its affiliates shall be eligible for grants under the Solaris Option Plan, as determined by the Board.
- *Exercise price.* The exercise price of each Option granted shall not be less than the closing market price of the Solaris shares on the trading day before the Option is granted.
- *Insider participation.* If and for so long as the Solaris shares are listed on the TSX-V, a person can receive Option grants of no more than 5% of the issued and outstanding share capital of the Company in any 12 month period, with the exception of: (i) a consultant who may not receive Option grants of more than 2% of the issued and outstanding share capital of the Company in any 12 month period; and (ii) persons retained by the Company to provide investor relations activities who may not receive Option grants of more than 2% of the issued and outstanding share capital of the Company in any 12 month period. The number of Options issued to Insiders under the Solaris Option Plan, within a one-year period shall not exceed 10% of the Company's total issued and outstanding share capital.
- *Term.* The Board will set the term of an Option at the time a grant is made under the Solaris Option Plan but in no event shall an Option be exercisable more than ten years from the date it is granted. The term may be extended by up to 10 business days if the Option expires during a blackout period imposed by the Company.
- *Assignability.* Options granted under the Solaris Option Plan cannot be transferred or assigned by an option holder ("**Optionee**") thereof other than by will or the laws of descent and distribution.
- *Vesting.* At the time of a grant of an Option under the Solaris Option Plan, the Board will set the time in which the option will vest. A change of control will result in all Options being vested.
- *Exercise of Options.* Options under the Solaris Option Plan may be exercised by providing written notice to the Company and by payment of the exercise price in Canadian funds.
- *Termination.* Options under the Solaris Option Plan shall terminate at the earliest of the following dates:
 - i. the termination date specified for such Option with certain exceptions;
 - ii. where the Optionee's position as an employee, consultant, director or officer of the Company or any affiliate is terminated for just cause, the date of such termination of just cause;
 - iii. where the Optionee's position as an employee, consultant, officer or director of the Company or any affiliate terminated for a reason other than the Optionee's disability, death or termination for just cause, 90 days after such date of termination, provided that if an Optionee's position with the Company changes from one of the said categories to another category, such change shall not constitute termination under the Solaris Option Plan. For greater certainty, the date of termination is the last day the Optionee provided actual services to the Company and does not include any period of additional notice at contract, common law or otherwise; and
 - iv. the date of any sale, transfer, assignment or hypothecation, or any attempted sale, transfer, assignment or hypothecation, of such Option in violation of the Solaris Option Plan.

- *Amendment.* The Board shall have the authority, including but not limited to:
 - i. correct any defect, supply any information or reconcile any inconsistency in the Solaris Option Plan;
 - ii. prescribe, amend and rescind rules and regulations relating to the administration of the Solaris Option Plan; and
 - iii. make all other determinations necessary or advisable for administration of the Solaris Option Plan.

The Board may without shareholder approval, subject to regulatory policies and approval:

- i. to make any amendment of a typographical, grammatical, clerical or administrative nature or clarification correcting or rectifying any ambiguity, immaterial inconsistency, defective provision, mistake, or error or omission in the Solaris Option Plan;
- ii. to change the provisions relating to the manner of exercise of Options, including changing or adding any form of financial assistance provided by the Company, or adding or amending provisions relating to a cashless exercise of Options which provisions so added or amended provide for a full deduction of the underlying Solaris shares from the maximum number reserved for issuance under the Solaris Option Plan;
- iii. to change the terms, conditions and mechanics of grant, vesting, exercise and early expiry of Options, provided that no such change may extend the term of Options granted to insiders (except as otherwise provided in the Solaris Option Plan);
- iv. to change the provisions for termination of Options so long as the change does not permit the Company to grant an Option with a term of more than 10 years or extend the term of an outstanding Option granted to an insider (except as otherwise provided in the Solaris Option Plan);
- v. to change the class of participants eligible to participate under the Solaris Option Plan; and
- vi. to make any addition to, deletion from or alteration of the provisions of the Solaris Option Plan that are necessary to comply with applicable law or the requirements of any regulatory or governmental agency or applicable stock exchange and to avoid unanticipated consequences deemed by the Board to be inconsistent with the purpose of the Solaris Option Plan.

provided that the Board may not do any of the following without obtaining shareholder approval:

- i. reduce the exercise price of Options granted to insiders, if the Optionee is an insider of the Company at the time of such proposed amendment;
- ii. modify the provisions limiting the participation of insiders;
- iii. extend the term of the Options granted to insiders (except as otherwise provided in the Solaris Option Plan), if the holder of such Options is an insider of the Company at the time of such proposed amendment;
- iv. increase the maximum number of Solaris shares issuable under the Solaris Option Plan to exceed 10% of the issued common shares of the Company outstanding at the time of grant, determined in accordance with the Solaris Option Plan; and

- v. modify the provisions for amendment of the Solaris Option Plan.
- *Effect of Amalgamation, Merger or Arrangement.* If the Company amalgamates, merges or enters into a plan of arrangement with or into another Company, any Solaris shares receivable on the exercise of an option shall be converted into the securities, property or cash which the Optionee would have received if they had exercised their option immediately prior to the record date applicable to such amalgamation, merger or arrangement, and the exercise price shall be adjusted proportionately by the Board.
 - *Acceleration on Change of Control.* Upon a change of control, all Options will become immediately exercisable, notwithstanding any contingent vesting provisions to which such Options may have otherwise been subject.
 - *Effect of a Take-Over.* If a bona fide offer for Solaris shares is made to an Optionee or to shareholders generally, which offer constitutes a take-over bid, any option held by an Optionee may be exercised in whole or in part so as to permit the Optionee to tender the Solaris shares received upon such exercise.

Share-Based Awards

Solaris RSU Plan

On July 26, 2018, the shareholders of Equinox Gold approved the existing Solaris RSU Plan and subsequently adopted by the Company. The Solaris RSU Plan provides that RSUs may be granted by the Board, which administers the Solaris RSU Plan, to certain employees, consultants, directors and officers (**Eligible Persons**) from time to time as a discretionary payment to recognize and reward significant contributions to the long-term success of the Company, including to align the Eligible Persons' interests more closely with the shareholders of the Company. The Board intends to use RSUs issued under the Solaris RSU Plan, as well as the Options issued under the Solaris Option Plan as part of the Company's overall executive compensation plan. Since the value of RSUs increase or decrease with the price of the Solaris shares, RSUs reflect a philosophy of aligning the interests of holders there with those of the shareholders by tying compensation to share price performance. In addition, RSUs assist in the retention of qualified and experienced persons by rewarding those individuals who make a long-term commitment.

The following is a summary of certain material terms of the existing Solaris RSU Plan. All outstanding Solaris RSUs under the existing Solaris RSU Plan will be governed by the terms set forth therein.

Pursuant to the current terms of the Solaris RSU Plan, the maximum number of Solaris shares which may be reserved for issuance under the Solaris RSU Plan shall not exceed 3,000,000 Solaris shares, or such greater number of Solaris shares as shall have been duly approved by the Board and, if required by the policies of the TSX-V or any other stock exchange on which the Solaris shares of the Company may then be listed, by the shareholders of the Company. The number of Solaris shares which may be reserved for issuance under the Solaris RSU Plan in combination with the aggregate number of Solaris shares which may be issuable under any and all of the Company's equity incentive plans in existence from time to time, including the Solaris RSU Plan, shall not exceed 10% of the total number of issued and Solaris shares on a non-diluted basis, or such greater number of Solaris shares as shall have been duly approved by the Board and, if required by the policies of the TSX-V or any other stock exchange on which the Solaris shares may then be listed, and by the shareholders of the Company.

No RSU have been granted under the existing Solaris RSU Plan.

As of the date of this Circular, there were 7,394,550 Solaris RSUs and pRSUs outstanding from the remaining Equinox Gold RSUs on August 3, 2018 as per Section 4.6 "Equinox Gold RSUs" of the Arrangement Agreement dated June 20, 2018 between Equinox Gold and Solaris. 190,283 Solaris Shares will be issued upon 1,902,830 vesting time-based

RSUs and 549,172 Solaris Shares will be issued upon 5,491,720 vesting performance-based RSUs. The issuance for vesting performance-based RSUs might increase from 549,172 Solaris shares to 1,089,172 Solaris shares if the following performance criteria are met for the 400,000 performance-based RSU held by Mr. Ross Beaty (**Beaty pRSU**) as a result of the Arrangement Agreement dated June 20, 2018 between Equinox Gold and Solaris. The Beaty pRSUs vest in four separate tranches based on the Equinox Gold's share price performance and contain performance multipliers ranging from 1x to 3x, depending on the share price achieved. 15% of the pRSUs (with a 1x multiplier) vest on the Equinox Gold's share price reaching C\$1.50; 20% of the pRSUs (with a 2x multiplier) vest on the Equinox Gold's share price reaching C\$2.00; 30% of the pRSUs (with a 2.5x multiplier) vest on the Equinox Gold's share price reaching C\$2.50; and the remaining 35% of pRSUs (with a 3x multiplier) vest on the Equinox Gold's share price reaching C\$3.00. The performance multipliers provide for a total of up to 940,000 common shares to be issued if all share price thresholds are achieved, however if these thresholds are not achieved, no shares will be issued. The Beaty pRSUs are valid for five years and any shares issued in connection with the Beaty pRSUs will have a mandatory hold period of two years, resulting in a long-term performance incentive and commitment.

If and for so long as the Solaris Shares are listed on the TSX-V, the number of Solaris shares which may be issuable under the Solaris RSU Plan and any other share compensation arrangement, within any one-year period:

- i. to any one Eligible Person, shall not exceed 5% of the total number of issued and outstanding Solaris shares on a non-diluted basis;
- ii. to insiders as a group, shall not exceed 10% of the total number of issued and outstanding Solaris shares on a non-diluted basis;
- iii. to any one consultant, shall not exceed 2% of the total number of issued and outstanding Solaris shares on a non-diluted basis; and
- iv. to all Eligible Persons retained by the Company to provide investor relations activities, shall not exceed 2% of the total number of issued and outstanding Solaris shares on a non-diluted basis.

Unless redeemed earlier in accordance with the Solaris RSU Plan, the RSUs of each Eligible Person will be redeemed on or about each applicable Redemption Date (as defined below), or, if applicable, at a later Deferred Payment Date(s) (as defined below), for Solaris shares, as determined by the Board, for an amount equal to the number of RSUs that have vested on the Redemption Date(s) or Deferred Payment Date(s), as the case may be. The "**Redemption Date**" in respect of any RSU means: the date as determined by the Board in its sole discretion, or if no date is set, the third anniversary of the grant date on which such RSU was granted to the Eligible Person, unless there is a Change of Control (as defined in the Solaris RSU Plan), the Solaris RSU Plan is terminated or upon an Eligible Person's death or termination of employment. Eligible Persons may elect to defer the receipt of all or any part of their entitlement to Solaris shares to until a Deferred Payment Date. The "**Deferred Payment Date**" in respect of any RSU means the date for an Eligible Person under the Solaris RSU Plan after the Redemption Date and not later than the Eligible Person's Retirement Date (as defined below) which the Eligible Person has elected to defer receipt of Solaris shares. "**Retirement**" in respect of an Eligible Person means the Eligible Person ceasing to be an employee, director, contractor or officer after attaining a stipulated age in accordance with the Company's normal retirement policy or earlier with the Company's consent, and "**Retirement Date**" means the date an Eligible Person reaches Retirement. In addition, in the event the Redemption Date, determined in accordance with the Solaris RSU Plan occurs during a Blackout Period (as defined below) applicable to the relevant Eligible Person, then the Redemption Date is the date that is the 10th business day after the expiry of the Blackout Period. "**Blackout Period**" means a period of time formally imposed by the Company, pursuant to the Company's policies, upon certain designated persons during which those persons may not trade in any securities of the Company.

The Solaris RSU Plan also sets forth certain rules and limitations applicable to an award of RSUs issued to a designated employee who is subject to taxation in the United States (a “**US Grantee**”). If any US Grantee desires to elect a Deferred Payment Date, then such US Grantee must do so in writing pursuant to a payment deferral election form on or prior to December 31 of the calendar year prior to the calendar year of the grant; provided that, the Deferred Payment Date may be specified at any time prior to the grant date, if the award requires the participant’s continued service for not less than 12 months after the grant date in order to best in such award subject to applicable US legislation.

Under the Solaris RSU Plan, the Board may from time to time amend or revise the terms of the Solaris RSU Plan or may discontinue the Solaris RSU Plan at any time. Subject to receipt of requisite shareholder and regulatory approval, the Board may make amendments to the Solaris RSU Plan to increase the number or percentage of issued and outstanding Solaris shares available for grant under the Solaris RSU Plan, to change the method of calculation of the redemption of the RSUs held by Eligible Persons and to provide an extension to the term for the redemption of RSUs held by Eligible Persons. All other amendments to the Solaris RSU Plan may be made by the Board without obtaining shareholder approval.

If an Eligible Person is terminated by the Company for cause, or if an Eligible Person voluntarily terminates employment for any reason or resigns as a director, as applicable, prior to the Redemption Date, all of the Eligible Person’s RSUs will be cancelled and no amount will be paid by the Company to the Eligible Person in respect of the RSUs so cancelled. Any RSUs outstanding after a Redemption Date for which an Eligible Person who is terminated as set out in this paragraph has elected a Deferred Payment Date should be redeemed for an equal number of Solaris shares as soon as possible. The RSUs of an Eligible Person which have vested on the applicable date, other than a director, who is involuntarily terminated by the Company, for reasons other than cause, will be redeemed for a number of Solaris shares equal to the number of RSUs then held by the Eligible Person. The RSUs of a director, who is not re-elected at an annual or special meeting of shareholders will be redeemed for such number of Solaris shares equal to the number of RSUs that have vested on the Redemption Date.

In the event of a Change of Control (as defined in the Solaris RSU Plan), the Company will redeem 100% of the RSUs granted to the Eligible Persons and outstanding under the Solaris RSU Plan as soon as reasonably practical, but no later than thirty (30) days following the Redemption Date for a number of Solaris shares equal to the number of RSUs then held by the Eligible Persons.

Governance

Corporate Governance Overview

The Board believes that good corporate governance is important to our effective performance and plays a significant role in protecting our shareholders’ interests and maximizing shareholder value.

Guidelines for effective corporate governance of listed companies are established by a number of sources, including:

- National Instrument 58-101 – Disclosure of Corporate Governance Practices (NI 58-101 or the Corporate Governance Disclosure Rules) establishes corporate governance guidelines which apply to all public companies. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance practices. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

- National Instrument 58-201 – Corporate Governance Guideline provides guidance for disclosure of corporate governance practices.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and as a requirement to meet its responsibilities to the Company's shareholders. The Board has adopted a Code of Conduct and Business Ethics (the **Code**) which all employees, officers, and directors are expected to adhere. A copy of the Code is available on the Company's website at www.solariscopper.com. The Board reviews compliance with the Code on an annual basis and is responsible for granting any waivers from the Code. The Company will disclose any waivers from the requirements of the Code granted to our directors or executive officers in the next quarterly report following the waiver. There have been no waivers to the Code since it was adopted.

The Board, through its meetings and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations. Management is expected to monitor the activities of the Company's employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of directors, abstain from discussions and voting in respect to same if the interest is material. These requirements are also contained in the Company's Articles, which are made available to Directors and senior officers of the Company.

About the Board

The Board has overall responsibility for corporate governance matters through:

- developing and approving corporate policies and guidelines;
- assisting in the definition of corporate objectives and assessing key plans; and
- evaluating our performance on a regular basis.

Among other things, the Board is guided by legislative and other governance standards, as well as industry best practices. The Board, as a whole or through its audit committee, periodically reviews and assesses our policies and guidelines, as well as our governance practices, to ensure they are appropriate and current.

The Board is composed of individuals of the highest integrity, each of whom has the knowledge and skill necessary to contribute effectively to the oversight and guidance of the Company. The Board has one independent director.

Considering that the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors, the Board has determined that additional standing committees are not necessary at this time.

In addition, the Board relies on management to ensure the Company is conducting its everyday business to the appropriate standards and also to provide regular, forthright reports to the Board and its committees. The Company is not indebted to any of its directors.

The Board works with management to develop the Company’s strategic direction, including matters relating to the long-range strategic plan, budgets, financial plans and strategies, and corporate opportunities, as well as identifying strategic risks. The Board and management regularly discuss strategic issues at quarterly Board meetings and as needed throughout the year.

Composition of the Board and Independence

The Board currently consists of four directors, one of whom, Mr. Holmes qualifies as an independent director under the Corporate Governance Disclosure Rules. He is independent of management and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in our best interests. Marcel de Groot is “Non-Independent” because he is director of Equinox Gold. Greg Smith is “Non-Independent” because he is the Chief Executive Officer of the Company. Scott Heffernan is “Non-Independent” because he is the senior officer of Equinox Gold.

Areas of Expertise

The skills and areas of expertise possessed by each of the directors and/or Nominees are identified in the following table. The relevant skills and areas of expertise are: experience regarding the mining industry and/or operations; experience in accounting, finance or capital markets; experience in corporate governance; experience in health, safety and environment (**HSE**) compliance and/or risk management; experience in geology & exploration; experience in strategic planning and merger/acquisition; and experience in regulatory matters.

	Mining Industry and Operations	Capital Markets and Finance	Corporate Governance	HSE and/or Risk Management	Geology & Exploration	Strategic Planning and M&A	Regulatory
Marcel de Groot	✓	✓	✓	✓	-	✓	✓
Scott Heffernan	✓	✓	✓	✓	✓	✓	✓
Alexander Holmes	✓	✓	✓	✓	-	✓	✓
Greg Smith	✓	✓	✓	✓	-	✓	✓

Audit Committee

National Instrument 52-110 Audit Committees (**NI 52-110**) of the Canadian securities administrators requires that the Company’s Audit Committee (**Audit Committee**) meet certain requirements. It also requires the Company disclose in this Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Company’s Audit Committee is responsible for monitoring the Company’s systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents and monitoring the performance and independence of the Company’s external auditors. The Audit Committee is also responsible for reviewing the Company’s annual audited financial statements, unaudited quarterly financial statements and management’s discussion and analysis of financial results of operations for both annual and interim financial statements prior to their approval by the Board.

The Audit Committee's Charter

The Board has adopted a Charter for the Audit Committee (the **Charter**) which sets out the Audit Committee's mandate, organization, powers and responsibilities. The complete Charter is attached to this Circular as Schedule "A".

Composition of the Audit Committee

The Audit Committee consists of three directors as determined by the Solaris Board, the majority of whom are not executive officers or employees.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that 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 the Charter, the definition of "financially literate" is 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 presumably be expected to be raised by Solaris' financial statements.

If Solaris ceases to be a "venture issuer" (as that term is defined in NI 52-110), then: (i) the Audit Committee shall be composed of a minimum of three (3) directors of Solaris and (ii) all of the members of the Audit Committee shall be required to be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

If Solaris Copper ceases to be a "venture issuer" then all members of the Audit Committee shall be financially literate. All members of the Audit Committee who are not financially literate will work toward becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

The members of the Audit Committee shall be appointed by the Solaris Board at its first meeting following the Meeting. Unless a Chair is appointed by the Board, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

The following table sets out the names of the members of the Audit Committee and whether they are "independent" and "financially literate".

Name of Member	Independent	Financially Literate ⁽¹⁾
Marcel de Groot ⁽²⁾	Non-Independent	Financially literate
Scott Heffernan	Non-Independent	Financially literate
Alexander Holmes ⁽²⁾	Independent	Financially literate

Note:

⁽¹⁾ As defined in NI 52-110.

⁽²⁾ Not executive officer or employee.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirement of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

Additional Information

Additional information relating to the Solaris and its business activities including financial information provided in Solaris's annual financial statements and related MD&A for its most recently completed financial year is available on SEDAR at www.sedar.com and on the Company's website at www.solariscopper.com. Shareholders may also contact the Company at 1-833-379-4653 in North America or 1-604-558-0560 if International, to request copies of these documents, which will be provided free of charge. Following the Meeting, the voting results for each item on the proxy form will be available on SEDAR and the Company's website.

Shares and Principal Shareholders

The Company is authorized to issue an unlimited number of Solaris shares without par value. As at May 13, 2019, there were 90,309,200 Solaris shares issued and outstanding, each carrying the right to one vote per share.

To the knowledge of the directors and executive officers of the Company, no person, firm or company beneficially owned, controlled or directed, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Company as at the Record Date other than as set below:

Name	Number of Shares	Percentage of Outstanding Shares
Equinox Gold	29,775,514	32.97%

Management Contracts

Our management functions are not, to any substantial degree, performed by a person other than directors or senior officers of the Company.

Interest of Certain Persons in Matters to be Acted Upon

None of the directors or executive officers at any time since January 1, 2018, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of our shares or otherwise, in any matter to be acted on at the Meeting, other than the election of directors.

Indebtedness of Directors and Executive Officers

As of the date of this Circular, none of our executive officers, directors, employees or former executive officers, directors or employees or of any of our subsidiaries is indebted to the Company or any of our subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of our subsidiaries. Similarly, the Company is not indebted to any of its directors, officers or employees except as disclosed below.

Interest of Informed Persons in Material Transactions

No informed person (as that term is defined in NI 51-102), proposed director, or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since January 1, 2018, or in any proposed transaction, which has materially affected or will materially affect us or any of our subsidiaries.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed proxy form to vote the shares represented thereby in accordance with their best judgment on such matter.

DIRECTORS' APPROVAL

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

DATED this 13th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Greg Smith

Chief Executive Officer and Director

AUDIT COMMITTEE CHARTER**ARTICLE 1 - PURPOSE**

The primary function of the Audit Committee (the “**Committee**”) is to assist the Board of Directors of Solaris Copper Inc. (the “**Corporation**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation’s systems of internal controls regarding finance and accounting, the fairness of transactions between the Corporation and related parties and the Corporation’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control system and review the Corporation’s financial statements;
- Review and appraise the performance and compensation of the Corporation’s external auditors;
- Provide an open avenue of communication among the Corporation’s auditors, financial and senior management, the Committee and the Board of Directors; and
- Such other matters as the Board may delegate to the Committee.

ARTICLE 2 - COMPOSITION

The composition of the Committee shall include a minimum of three Directors as determined by the Board of Directors, and shall meet the independence requirements within the meaning of National Instrument 52-110 - *Audit Committees*, Part 6, and applicable stock exchange requirements, and further shall be free from any relationship that, in the opinion of the Board of Directors, could reasonably be expected to interfere with the exercise of his or her independent judgment as a member of the Committee.

All members of the Committee shall have financial management experience and be financially literate and at least one member shall have accounting experience. For the purposes of the Corporation’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

The members of the Committee shall be appointed by the Board of Directors. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

ARTICLE 3 - MEETINGS

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The meetings will take place as the Committee or the Chair of the Committee shall determine, upon 48 hours’ notice to each of its members.

The notice period may be waived by a quorum of the Committee. The Committee may ask members of Management or others to attend meetings or to provide information as necessary.

The quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee or subcommittee present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. Decisions by the Committee will be by the affirmative vote of a majority of the members of the Committee, or by consent resolutions in writing signed by each member of the Committee.

The Committee shall prepare and maintain minutes of its meetings, and periodically report to the Board of Directors regarding such matters as are relevant to the Committee's discharge of its responsibilities, and shall report in writing on request of the Chairman of the Board. As part of its duty to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

ARTICLE 4 - SUBCOMMITTEES

The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more members, as it deems necessary or appropriate from time to time under the circumstances. The quorum for the transaction of business at any meeting of the Subcommittee shall be a majority of the members of the subcommittee.

ARTICLE 5 - RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

5.1 Financial Reporting Processes

- (a) Review and recommend to the Board for approval the Corporation's annual and interim (quarterly) financial statements, MD&A, and any annual and interim earnings-related press releases, before the Corporation publicly discloses this information and any reports or other material financial information that are submitted to any governmental body, stock exchange or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (b) Ensure that the Corporation has the proper systems and procedures, internal controls over financial reporting, information technology systems, and disclosure controls and procedures in place so that the Corporation's financial statements, MD&A, and other financial reports, other financial information, including all Corporation disclosure of financial information extracted or derived from the Corporation's financial statements and other reports, satisfy all legal and regulatory requirements. The Audit Committee shall periodically assess the adequacy of such systems, procedures and controls.
- (c) In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- (d) In connection with the annual audit, review material written matters between the external auditors and management, such as management letters, schedules of unadjusted differences and analyses of alternative assumptions, estimates or generally accepted accounting methods.

- (e) Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles, practices and internal controls as applied in its financial reporting.
- (f) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles, practices and internal controls over financial reporting as suggested by the external auditors and management.
- (g) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (h) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (i) Review and assist in the resolution of any significant disagreement between management and the external auditors in connection with the preparation of the financial statements and financial reporting generally.
- (j) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (k) Review certification processes relating to preparation and filing of reports and financial information.
- (l) Establish procedures for the receipt, retention and treatment of complaints or concerns received by the Corporation regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (m) Review with management financial and earnings guidance provided to analysts and rating agencies.

5.2 External Auditors

- (a) Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Corporation.
- (b) Obtain annually a formal written statement by the external auditors setting forth all relationships between the external auditors and the Corporation, consistent with Independence Standards Board Standard 1, and confirming that the external auditors are registered and in good standing with the Canadian Public Accounting Board.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may affect the objectivity and independence of the external auditors.
- (d) Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
- (g) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements, the intended template for such statements and oversee the audit.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Corporation's external auditors and the fees and other compensation related thereto in excess of \$50,000.

The pre-approval requirement is waived with respect to the provision of non-audit services if:

- (j) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of fees paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
- (k) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
- (l) such services are promptly brought to the attention of the Committee by the Corporation and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

ARTICLE 6 - OTHER RESPONSIBILITIES

- (a) Review with management the Corporation's major financial risk exposure, including a regular review of the top risks identified by management, and the policies and practices adopted by the Corporation.
- (b) Review for fairness any proposed related-party transactions and make recommendations to the Board of Directors whether any such transactions should be approved.
- (c) Recommend to the Compensation & Corporate Governance Committee the qualifications and criteria for membership on the Committee.
- (d) The Committee may retain and terminate the services of outside specialists, counsel, accountants or other consultants and advisors to the extent it deems appropriate and shall have the sole authority to approve their fees and other retention terms. The

Corporation shall provide for appropriate funding, as determined by the Committee, for payment to any advisors retained by the Committee.

- (e) The Committee shall evaluate its own performance at least annually and recommend to the Compensation and Corporate Governance Committee the qualifications and criteria for membership on the Committee.
- (f) Perform other activities related to this Charter as requested by the board of directors.
- (g) Review annually the adequacy of this Charter and recommend appropriate revisions to the Board of Directors.

ARTICLE 7 - OVERSIGHT FUNCTION

While the Committee has responsibilities set out in this Charter, the members of the Committee are members of the Board appointed to provide broad oversight of the Corporation's affairs, and are specifically not accountable or responsible for the day to day activities, nor the administration or implementation or arrangements relating thereto.

APPROVED BY THE BOARD OF DIRECTORS OF SOLARIS COPPER INC.

Date: June 20, 2018



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