

MUKUBA RESOURCES LIMITED

36 Toronto Street, Suite 1000
Toronto, Ontario M5C 2C5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Mukuba Resources Limited (the “**Company**”) will be held at the Hemlo Boardroom, 36 Toronto Street, Suite 1000, Toronto, Ontario M5C 2C5, on June 21, 2016, at 11:00 a.m. (Toronto time) for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

- (a) to elect three directors of the Company for the ensuing year;
- (b) to appoint the auditor and to authorize the directors to fix its remuneration;
- (c) to approve the Company’s 10% “rolling” stock option plan;
- (d) to pass a special resolution authorizing and approving a consolidation of the Company’s issued and outstanding Common Shares on the basis of 30 pre-consolidation Common Shares for one post-consolidation Common Share; and
- (e) to transact such further and other business as may be properly brought before the meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 10, 2016 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Company for the year ended December 31, 2015 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2015 (“**MD&A**”) may be found on the Company’s SEDAR profile at www.sedar.com and also at <https://noticeinsite.tmxequity.com/MukubaASM2016>. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

Shareholders with questions about notice-and-access can call the Company’s transfer agent TMX Equity Transfer Services Inc. (“**Equity**”) toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting Equity at the same toll-free number or upon request to the Corporate Secretary of the Company.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or Equity, as applicable, by June 10, 2016, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to Equity or voting instruction forms to intermediaries, as applicable, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”).

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Equity (in the case of registered holders) at Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1, fax: (416) 361-0470, prior to the Proxy Deadline, or to your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

DATED this 10th day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “Daniel Crandall”

Daniel Crandall
Chief Executive Officer & Chief Financial Officer

MUKUBA RESOURCES LIMITED

MANAGEMENT INFORMATION CIRCULAR

Mukuba Resources Limited (the “**Company**”) is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) for distribution of this Circular to both registered and non-registered (or beneficial) holders (collectively, the “**Shareholders**”) of common shares of the Company (“**Common Shares**”). Further information on notice-and-access is contained below under the heading *General Information Respecting the Meeting – Notice-and-Access* and Shareholders are encouraged to read this information for an explanation of their rights.

GENERAL INFORMATION RESPECTING THE MEETING

This management information circular (“**Circular**”) is furnished in connection with the solicitation by management of the Company of proxies to be used at the annual general and special meeting of Shareholders of the Company (the “**Meeting**”) to be held at the Hemlo Boardroom, 36 Toronto Street, Suite 1000, Toronto, Ontario M5C 2C5, on June 21, 2016, at 11:00 a.m. (Toronto time) for the purposes set forth in the enclosed notice of annual and special meeting of Shareholders (the “**Notice**”). References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof.

Although it is expected that the solicitation of the proxies will be primarily by mail, proxies may also be solicited personally or by telephone or other similar means of communication by the directors and officers of the Company by telephone, electronic mail, or personally. These persons will receive no compensation for such solicitation. The cost of solicitation will be borne by the Company. In accordance with NI 54-101, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of Common Shares. The Company will provide, without cost to such person, upon request to the Corporate Secretary of the Company, additional copies of the foregoing documents for this purpose.

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Except where otherwise indicated, the information contained herein is stated as of May 10, 2016.

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment

Any Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the enclosed form of proxy to attend and to vote and act for and on behalf of such person at the Meeting. In order to do so the Shareholder may insert the name of such person in the blank space provided in the form of proxy, or may use another appropriate form of proxy. All proxies must be deposited with the Company’s registrar and transfer agent, TMX Equity Transfer Services Inc. (“**Equity**”) at Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1, fax: (416) 361-0470 not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. The Company may refuse to recognize any instrument of proxy received after such time.

Voting

Common Shares represented by any properly executed proxy in the accompanying form will be voted for or against, or withheld from voting, as the case may be, on any ballot that may be called for in accordance with the instructions given by the Shareholder. **In the absence of such direction, such Common Shares will be voted in favour of the matters set out herein.**

The accompanying form of proxy confers discretionary authority on the persons named in it with respect to amendments or variations to matters identified in the notice of Meeting or other matters that may properly come before the Meeting. As of the date hereof, management of the Company is not aware of any such amendments, variations or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of management of the Company.

Revocation

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy at any time prior to use by:

- (i) completing and signing a proxy bearing a later date and depositing it with Equity at the address provided herein at any time up to and including the last Business Day preceding the day of the Meeting or any adjournment or postponement thereof;
- (ii) depositing an instrument in writing executed by such Shareholder or by his or her attorney duly authorized in writing, or, if the Shareholder is a body corporate, by a duly authorized officer or attorney, either with Equity at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, or with the chairperson of the Meeting on the day of the Meeting or any adjournment or postponement thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Registered Shareholders

Registered Shareholders are Shareholders who hold their Common Shares in their own name. Registered Shareholders will have received a proxy form in their own name, and may vote by returning the form of proxy received from the Company by mail or hand delivery. Alternatively, Registered Shareholders may elect to submit a form of proxy via the Internet. Registered Shareholders electing to vote by telephone or via the Internet must follow the instructions included in the form of proxy received from the Company.

Voting by Non-Registered/Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are “non-registered” or “beneficial” Shareholders (“**Non-Registered Shareholders**”) because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (“**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”)) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies, via mail or electronically, of the Notice, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

There are two categories of Non-Registered Shareholders under applicable securities regulations for purposes of dissemination to Non-Registered Shareholders of proxy-related materials and other security holder materials and requests for voting instructions from such Non-Registered Shareholders. Non-objecting beneficial owners (“**NOBOs**”) are Non-Registered Shareholders who have advised their Intermediary that they do not object to their Intermediary disclosing ownership information to the Company, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Canadian securities laws restrict the use of that information to matters strictly relating to the affairs of the Company. Objecting beneficial owners (“**OBOs**”) are Non-Registered Shareholders who have advised their Intermediary that they object to their intermediary disclosing such ownership information to the Company.

In accordance with the requirements of NI 54-101, the Company is sending the Meeting Materials, indirectly through intermediaries to both NOBOs and OBOs. NI 54-101 allows the Company, in its discretion, to obtain a list of its NOBOs from intermediaries and to use such NOBO list for the purpose of distributing the Meeting Materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Company is entitled to deliver Meeting Materials to Non-Registered Shareholders in two manners: (a) directly to NOBOs and indirectly through Intermediaries to OBOs; or (b) indirectly to all Non-Registered Shareholders through Intermediaries. The cost of the delivery of the Meeting Materials by Intermediaries to OBOs will be borne by the Company. The Company has used a NOBO list to send the Meeting Materials directly to NOBOs whose names appear on that list. **As more particularly outlined below under the heading “Notice-and-Access”, Meeting Materials will be sent to Non-Registered Shareholders using the Notice-and-Access Provisions.**

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given 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 (often called a “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and the United States. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting; or
- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as 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, this form of proxy 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 properly complete the form of proxy and deposit it with Equity at Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1, fax: (416) 361-0470.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Notice and Access

As noted above, the Company is utilizing the Notice-and-Access Provisions that came into effect on February 11, 2013 under NI 54-101 and NI 51-102 for distribution of this Circular to all registered Shareholders and Non-Registered Shareholders.

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Meeting Materials may be found on the Company’s SEDAR profile at www.sedar.com and also at <https://noticeinsite.tmxequity.com/MukubaASM2016>. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Circular. Shareholders are reminded to review this Circular before voting.

Although this Circular, the financial statements of the Company for the year ended December 31, 2015 and the auditor’s report thereon (the “**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2015 (“**MD&A**”) will be posted electronically on-line as noted above, Shareholders will receive paper copies of a “notice package” via prepaid mail containing a notice with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and supplemental mail list return card for Shareholders to request they be included in the Company’s supplementary mailing list for receipt of the Company’s interim financial statements for the 2016 fiscal year.

The Company anticipates that notice-and-access will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about notice-and-access can call the Company’s transfer agent, Equity, toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of this Circular, the Financial Statements and the MD&A free of charge by contacting Equity at the same toll-free number or upon request to the Corporate Secretary of the Company.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or Equity, as applicable, by June 10, 2016, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to Equity or voting instruction forms to intermediaries, as applicable, by their due date.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year, no proposed nominee for election as a director of the Company nor any associate of any such director, director nominee or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as disclosed in this Circular.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As at the date hereof, there are 52,739,354 Common Shares issued and outstanding. Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting.

The board of directors of the Company (the “**Board**”) has fixed the close of business on May 10, 2016 (the “**Record Date**”) as the record date. Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

To the knowledge of the directors and officers of the Company, as at the date of this Circular, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. Election of Directors

The Company’s articles provide for a flexible number of directors, subject to a minimum of three and a maximum of ten. At the Meeting, the Shareholders will be asked to consider, and, if thought fit, approve with or without variation a resolution electing three directors to the Board, to serve until the next annual meeting of Shareholders or until their successors are elected or appointed. In order to be effective, this resolution requires the approval of not less than 50% of the votes cast by Shareholders represented at the Meeting in person or by proxy.

Shareholders have the option to (i) vote for all of the directors of the Company listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless otherwise instructed, proxies and voting instructions given pursuant to this solicitation by the management of the Company will be voted FOR the election of each of the proposed nominees set forth in the table below.**

Management has no reason to believe that any of the nominees will be unable to serve as a director. **However, if any proposed nominee is unable to serve as a director, the individuals named in the enclosed form of proxy will be voted in favour of the remaining nominees, and may be voted in favour of a substitute nominee unless the Shareholder has specified in the proxy that the Common Shares represented thereby are to be withheld from voting in respect of the election of directors.**

The following table states the name of each person nominated by management for election as directors, such person’s principal occupation or employment, period of service as a director of the Company, and the approximate number of voting securities of the Company that such person beneficially owns, or over which such person exercises direction or control:

Name, and Province and Country of Residence	Principal Occupation During the Last Five Years⁽¹⁾	Director Since	Common Shares Owned or Controlled⁽¹⁾
Daniel Crandall ⁽¹⁾⁽²⁾⁽³⁾ <i>Ontario, Canada</i>	Senior Manager, Marrelli Support Services Inc. (2013 to present); Manager, Collins Barrow Toronto LLP (2006 to 2013)	Aug. 2015	Nil
Shaun Drake ⁽¹⁾⁽²⁾⁽³⁾ <i>Ontario, Canada</i>	President, DRAX Services Limited (2013 – present), Executive with DSA Corporate Services Inc. (2009 to 2013).	Aug. 2015	Nil
Marie-Josée Audet ⁽¹⁾⁽²⁾⁽³⁾ <i>Quebec, Canada</i>	Senior Financial Analyst, Marrelli Support Services Inc. (2008 to present).	Aug. 2015	Nil

Notes:

- (1) Information about principal occupation, business or employment and number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by respective persons set forth above.
- (2) Member of the Audit Committee. Shaun Drake serves as Chair.
- (3) Member of the Corporate Governance, Compensation and Nomination Committee.

Biographical Notes for New Directors

Daniel Crandall, CPA, CA

Mr. Crandall is a Senior Manager at Marrelli Support Services Inc. (“MSSI”), a provider of accounting services. He is an employee of MSSI, and is an independent contractor to the Company. Mr. Crandall acts as Chief Executive Officer and Chief Financial Officer to the Company, and to other public and private companies. Mr. Crandall holds an Honours Bachelor of Accounting (Co-Op) degree from Brock University and is a Chartered Professional Accountant.

Shaun Drake

Mr. Drake is President of DRAX Services Limited, a company providing corporate secretarial services since July 2013. Since 2000, Mr. Drake has delivered corporate secretarial services to meet clients' continuous disclosure requirements. Prior to that, Mr. Drake worked in the global trust services industry for 14 years in Guernsey, Channel Islands, and provided corporate services to a private bank. He is an Associate (ACIS) of the Institute of Chartered Secretaries and Administrators (ICSA). Mr. Drake also acts as Corporate Secretary to various companies listed on the Toronto Stock Exchange (TSX) and the TSX Venture Exchange ("TSX-V").

Marie-Josée Audet, CPA, MBA

Ms. Audet, a Senior Financial Analyst at MSSSI. She is an employee of MSSSI, and an independent contractor to the Company. She has provided financial services primarily to junior exploration companies for the past eight years at MSSSI, and worked previously at McCaurney Greenwood LLP for two years where she acquired auditing experience mainly with junior exploration companies. Ms. Audet has a Master of Business Administration with specialization in management of small and medium business from Université du Québec à Trois-Rivières, and is a Chartered Professional Accountant.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed director of the Company is, as at the date hereof, or has been, within the previous 10 years, a director, chief executive officer or chief financial officer, of any company (including the Company) that:

- (a) while that person was acting in the capacity was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer of such company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (c) 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.

No proposed director of the Company (or any personal holding company of any such individual):

- (a) is at the date hereof, or has been within the previous 10 years, a director or executive officer of any corporation that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver manager or trustee appointed to hold its assets; or
- (b) has, within 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 such individual.

No proposed director of the Company (or any personal holding company of any such individual) 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 any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

2. Appointment of Auditor

McGovern, Hurley, Cunningham, LLP, Chartered Accountants (“**McGovern Hurley**”) are the independent registered certified auditors of the Company. McGovern Hurley was first appointed as auditor of the Company on January 16, 2014.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to re-appoint McGovern Hurley to serve as auditors of the Company until the next annual meeting of Shareholders and to authorize the directors of the Company to fix their remuneration as such. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the re-appointment of McGovern Hurley as auditor of the Company to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix its remuneration.

The directors of the Company recommend that Shareholders vote in favour of the re-appointment of McGovern Hurley and the authorization of the directors of the Company to fix their remuneration.

3. Approval of Stock Option Plan

The Company maintains a share incentive plan (the “**Option Plan**”), which was last approved by Shareholders on March 5, 2014.

The policies of the TSX-V require all listed companies with a “rolling” stock option plan (such as the Option Plan), under which the maximum number of shares that may be reserved for issuance pursuant to the exercise of stock options is determined as a percentage of an issuer’s issued and outstanding shares, to obtain approval of their stock option plan at their annual meeting of shareholders. Accordingly, management of the Company will seek Shareholder approval of the Option Plan at the Meeting.

The Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company, or any subsidiary of the Company, the option to purchase Common Shares. The Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the TSX-V. As at the date hereof, options to purchase a total of 50,000 Common Shares have been issued to eligible participants under the Option Plan and remain outstanding. As at the date hereof, the number of Common Shares remaining available for issuance under the Option Plan is 5,223,936.

For a summary of the Option Plan, please see “*Executive Compensation – Stock Option Plan and Other Incentive Plans*”. The full text of the Option Plan will be supplied free of charge to any Shareholder upon written request made directly to the Company at its registered head office located at 36 Toronto Street, Suite 1000, Toronto, Ontario, M5C 2C5, Attention: Corporate Secretary.

Shareholder Approval of the Option Plan

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution re-approving the Share Incentive Plan. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or instructions FOR the approval of the Share Incentive Plan. The directors of the Company recommend that Shareholders vote in favour of the approval of the Option Plan.

4. Consolidation of the Common Shares

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, pass a special resolution (the “**Share Consolidation Resolution**”) authorizing a share consolidation of the Company’s Common Shares on the basis of the range of one post-consolidation Common Share for each 30 pre-consolidation Common Shares (the “**Share Consolidation**”).

Background To and Reasons for the Share Consolidation

The Board believes that it is in the best interests of the Company to reduce the number of outstanding Common Shares by way of the Share Consolidation. The potential benefits of the Share Consolidation include:

1. *Greater investor interest:* the current share structure of the Company will make it more difficult or impossible for the Company to attract the additional equity financing required to maintain the Company or to allow for the acquisition of new projects of merit. A share consolidation may have the effect of raising, on a proportionate basis, the price of the Common Shares, which could appeal to certain investors that find shares valued above certain prices to be more attractive from an investment perspective.
2. *Raise additional capital at a higher price per share:* the higher anticipated price of the post-consolidation Common Shares will allow the Company to raise additional capital through the sale of additional Common Shares at a higher price per Common Share than would be possible in the absence of the Share Consolidation.

The Share Consolidation is subject to the approval of the TSX Venture Exchange (“**TSX-V**”) and the Shareholders. If the requisite approvals are obtained, the Share Consolidation will take place at a time to be determined by the Board, which the Board currently anticipates will be as soon as practicable following the Meeting, subject to the *Business Corporations Act* (Ontario) (the “**Act**”). No further action on the part of Shareholders would be required in order for the Board to implement the Share Consolidation. Shareholders will be notified and registered Shareholders will receive a letter of transmittal containing instructions for exchange of their share certificates. If the Board does not implement the Share Consolidation prior to the next annual meeting of Shareholders, the authority granted by the special resolution to implement the Share Consolidation on these terms would lapse and be of no further force or effect. The special resolution also authorizes the Board to elect not to proceed with, and abandon, the Share Consolidation at any time if it determines, in its sole discretion, to do so.

Following a vote by the Board to implement the Share Consolidation, the Company will file articles of amendment with the Director under the Act to amend the Company’s articles of incorporation. The Share Consolidation will become effective on the date shown in the certificate of amendment issued by the Director under the Act or such other date indicated in the articles of amendment provided that, in any event, such date will be prior to the next annual meeting of Shareholders.

Certain Risks Associated With the Share Consolidation

There can be no assurance that, if the Share Consolidation is implemented, the Company will be successful in attracting new capital financing or to allow acquisition of a new project of merit. The effect of the Share Consolidation upon the market price of the Common Shares cannot be predicted with any certainty, and the history of similar transactions for corporations similar to the Company is varied.

There can be no assurance that the total market capitalization of the Common Shares immediately following the Share Consolidation will be equal to or greater than the total market capitalization immediately before the Share Consolidation. In addition, there can be no assurance that the per-share market price of the Common Shares following the Share Consolidation will remain higher than the per-share market price immediately before the Share Consolidation or equal or exceed the direct arithmetical result of the Share Consolidation. In addition, a decline in the market price of the Common Shares after the Share Consolidation may result in a greater percentage decline than would occur in the absence of the Share Consolidation. Furthermore, the Share Consolidation may lead to an increase in the number of Shareholders who will hold “odd lots”; that is, a number of shares not evenly divisible into board lots (a board lot is either 100, 500 or 1,000 shares, depending on the price of the shares). As a general rule, the cost to Shareholders transferring an odd lot of Common Shares is somewhat higher than the cost of transferring a “board lot”. Nonetheless, despite the risks and the potential increased cost to Shareholders in transferring odd lots of post-consolidation Common Shares, the Board believes the Share Consolidation is in the best interest of all Shareholders.

Effect on Non-Registered Holders

Non-Registered Holders holding Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Share Consolidation than those that will be put in place by the Company for registered Shareholders. If you hold Common Shares with such a bank, broker or other nominee and have questions with respect to such matters, you are encouraged to contact your nominee.

No Fractional Shares to be Issued

No fractional Common Shares will be issued in connection with the Share Consolidation and, in the event that a Shareholder would otherwise be entitled to receive a fractional Common Share upon the Share Consolidation, such fraction will be rounded down to the nearest whole number.

Effects of the Share Consolidation on the Common Shares

If approved and implemented, the Share Consolidation will occur simultaneously for all of the Common Shares and the consolidation ratio will be the same for all of such Common Shares. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Common Shares that will result from the Share Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any Shareholder's percentage ownership in the Company, even though such ownership will be represented by a smaller number of Common Shares.

The Share Consolidation will not materially affect any Shareholder's proportionate voting rights. Each Common Share outstanding after the Share Consolidation will be entitled to one vote and will be fully paid and non-assessable.

The principal effects of the Share Consolidation will be that the number of Common Shares issued and outstanding will be reduced from 52,739,354 pre-consolidation Common Shares to approximately 1,757,978 post-consolidation Common Shares.

The implementation of the Share Consolidation would not affect the total shareholders' equity of the Company or any components of shareholders' equity as reflected on the Company's financial statements except: (i) to change the number of issued and outstanding Common Shares; and (ii) to change the stated capital of the Common Shares to reflect the Share Consolidation.

The exercise or conversion price and the number of Common Shares issuable under any outstanding convertible securities of the Company, including outstanding stock options, will be adjusted in accordance with their respective terms on the same basis as the Share Consolidation.

No Dissent Rights

Under the Act, Shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

Resolution

Set forth below is the special resolution to be submitted to the Shareholders in relation to the Share Consolidation, which must be passed by a majority of not less than two-thirds of the votes cast by the Shareholders who vote in respect of the resolutions:

“IT IS HEREBY RESOLVED, AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS OF MUKUBA RESOURCES LIMITED (THE “COMPANY”), THAT:

1. the Company's articles of incorporation be amended pursuant to Section 168(1)(h) of the *Business Corporations Act* (Ontario) (the “Act”) to effect a consolidation of all of the issued and outstanding Common Shares of the Company (the “Common Shares”) on a basis of a range of one (1) post-consolidation Common Share for each 30 pre-consolidation Common Shares (the “Share Consolidation”);
2. no fractional post-consolidation Common Shares be issued and no cash paid in lieu of fractional post-consolidation Common Shares, such that any fractional interest in Common Shares resulting from the Share Consolidation will be rounded down to the nearest whole Common Share;
3. the effective date of such Share Consolidation shall be the date shown in the certificate of amendment issued by the Director appointed under the Act or such other date indicated in the articles of amendment provided that, in any event, such date shall be prior to the next annual meeting of shareholders;
4. any officer or director of the Company be and hereby is authorized and directed on behalf of the Company to execute or cause to be executed, and to deliver or cause to be delivered, all certificates, notices and other documents, including filing articles of amendment pursuant to the Act, and to do or cause to be done all

such acts and things, as such officer or director may determine to be necessary, desirable, or useful for the purpose of giving effect to the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents, or the doing of any such act or thing; and

5. notwithstanding the passing of this special resolution by the shareholders of the Company (the "Shareholders"), the board of directors of the Company may, in its sole discretion, determine not to act upon this special resolution and not file articles of amendment giving effect to the Share Consolidation, without further approval of the Shareholders."

Under the Act and the Company's articles, the Share Consolidation Resolution must be approved by special resolution, being the affirmative vote of at least two-thirds (66²/₃%) of the votes cast with respect to the Share Consolidation Resolution by Shareholders present in person or represented by proxy at the Meeting.

The Board unanimously recommends a vote FOR the Share Consolidation Resolution. In the absence of instructions to the contrary, the Common Shares represented by proxies in favour of Management nominees will be voted FOR the Share Consolidation Resolution.

5. Other Matters

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the notice of meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, valid forms of proxy will be voted on such matter in accordance with the best judgment of the persons voting the proxy.

EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Circular, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer ("CEO"), including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer ("CFO"), including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

During the financial year ended December 31, 2015, the Company had the following NEOs: Ben Smit, President & CEO (Jan. 1 – Aug. 28), Arthur Hampson (Jan. 1 – Aug. 28), and Daniel Crandall, CEO & CFO (Aug. 28 – Dec. 31).

Director and NEO Compensation, Excluding Compensation Securities

The following table provides information regarding director and NEO compensation for the Company the financial years ended December 31, 2015 and 2014:

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Daniel Crandall <i>CEO, CFO, & Director</i>	2015	Nil	Nil	Nil	Nil	7,180 ⁽¹⁾	7,180
Marie-Josée Audet <i>Secretary & Director</i>	2015	Nil	Nil	Nil	Nil	Nil ⁽²⁾	Nil
Shaun Drake <i>Director</i>	2015	Nil	Nil	Nil	Nil	1,293 ⁽³⁾	Nil
Ben Smit <i>President, CEO & Director</i>	2015	Nil	Nil	Nil	Nil	Nil ⁽⁴⁾	Nil
	2014	Nil	Nil	Nil	Nil	160,352 ⁽⁵⁾	160,352
Arthur Hampson <i>CFO & Director</i>	2015	Nil	Nil	Nil	Nil	22,408 ⁽⁶⁾	22,408
	2014	\$9,000 ⁽⁷⁾	Nil	Nil	Nil	46,000 ⁽⁷⁾	55,000
Martin Horgan <i>Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	12,000 ⁽⁸⁾	Nil	Nil	Nil	Nil	12,000

Notes:

- (1) The services of Mr. Crandall as CEO, CFO, and a director of the Company were provided by MSSSI. MSSSI was paid \$7,180 in compensation for the period between August 28, 2015 and December 31, 2015.
- (2) The services of Ms. Audet as Secretary and a director of the Company were provided by MSSSI for the period between August 28, 2015 and December 31, 2015.
- (3) The services of Mr. Drake as a director of the Company were provided by DSA Corporate Services Inc. (“**DSA**”) for the period between August 28, 2015 and December 31, 2015.
- (4) The services of Mr. Smit as President, CEO, and a director of the Company were provided by Sutton Consulting International Limited (“**Sutton Consulting**”). The Company paid Sutton \$nil in compensation in respect of the services of Ben Smit as CEO, and \$nil in respect of services provided as a director, for the period between January 1, 2015 and August 28, 2015. Mr. Smit is a director and sole shareholder of Sutton Consulting.
- (5) The Company paid Sutton Consulting \$148,352 in compensation to Sutton Consulting for providing the services of Ben Smit as CEO, and \$12,000 in respect of services provided as a director, during the year ended December 31, 2014.
- (6) The services of Mr. Hampson as CFO of the Company were provided by MSSSI. MSSSI was paid \$22,408 for the period between January 1, 2015 and August 28, 2015.
- (7) The services of Mr. Hampson as CFO of the Company were provided by MSSSI. MSSSI was paid \$46,000 in compensation during the year ended December 31, 2014. Mr. Hampson was paid \$9,000 in director fees during the year ended December 31, 2014 which were subsequently forgiven by Mr. Hampson.
- (8) Mr. Horgan was paid \$12,000 in director fees during the year ended December 31, 2014.

Stock Options and Other Compensation Securities

The Company did not grant or issue any compensation securities to any director or NEO, and no director or NEO exercised any outstanding compensation securities during the financial year ended December 31, 2015.

Stock Option Plan and Other Incentive Plans

The Option Plan is the Company’s only securities-based compensation plan. It was last approved by Shareholders on March 5, 2014, and is required to be approved at the Meeting.

Options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Company and its subsidiaries and other designated persons as designated from time to time by the Board. The Option Plan is a “rolling plan”. The number of Common Shares which may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued and outstanding Common Shares on the date of the grant of options. Upon exercise, cancellation, or termination of an option granted pursuant to the Option Plan, any Common Shares reserved for issuance in connection with such option will once again be available for a subsequent grant under the Option Plan. Options granted under the Option Plan are non-transferrable.

The exercise price of Options, which is determined by the Board, must not be less than the “market price” of the Common Shares (as defined by the policies of the TSX-V), which is calculated as the last closing price of the Common Shares on the TSX-V prior to the date of grant, subject to certain limitations.

Options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying.

The Stock Option Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Company's capitalization. Subject to Shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

The Stock Option Plan does not contain any provision for financial assistance by the Company in respect of options granted under the Stock Option Plan.

Employment, Consulting, and Management Agreements

Effective as of September 11, 2012, the Company entered into a consulting services agreement with Daniel Crandall and MSSSI, with respect to the services of Daniel Crandall, to act as Chief Financial Officer. Under the agreement, the Company agreed to pay Marrelli Support Services Inc. a monthly fee of \$3,500 for their services. Effective December 30, 2013, this agreement was amended to appoint E. Arthur Hampson to act as Chief Financial Officer.

Effective as of September 1, 2015, the Company entered into a new consulting services agreement with MSSSI with respect to the services of Daniel Crandall and Marie-Josée Audet. Under the agreement, the Company pays MSSSI a monthly fee of \$750 for their services. Mr. Crandall is employed by MSSSI as a Senior Manager, and Ms. Audet is employed by MSSSI as a Senior Financial Analyst.

Effective as of August 27, 2015, the Company entered into a consulting services agreement with DSA, with respect to the services of Shaun Drake. Under the agreement, the Company pays DSA a monthly fee of \$300 for his services. Mr. Drake is a senior executive of DSA Corporate Services Inc.

Oversight and description of director and named executive officer compensation

The Board reviews the compensation of the directors and executive officers of the Company. The Board also administers the Option Plan. The Corporate Governance, Compensation and Nomination Committee is responsible for ensuring that the Company has an appropriate plan for executive compensation, and for making recommendations to the Board with respect to director and executive officer compensation. The Corporate Governance, Compensation and Nomination Committee ensures that total compensation paid to each director and executive officer is fair and reasonable.

From time to time the Corporate Governance, Compensation and Nomination Committee makes, and the Board reviews and may approve, recommendations regarding compensation to directors and officers, if any. Directors may be compensated in director fees and options for their services, and NEOs may be compensated in salaries or consulting fees and grants of options under the Option Plan.

Fixed salary or consulting fees comprises the total cash-based compensation offered by the Company to executive officers. The Corporate Governance, Compensation and Nomination Committee recommends, and the Board approves, the salary or consulting fee ranges for the NEOs. The salary/consulting fee review for each executive officer is based on assessment of factors such as current competitive market conditions, compensation levels offered by Canadian companies of similar size and stage of development to the Company, and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Option-based compensation represent compensation that is “at risk” and thus may or may not be paid to an executive officer depending on the the individual performance of each executive officer (including direct strategic effectiveness, succession planning, and leadership) as well as the overall performance of the Company. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board subjectively considers the Company's performance and assigns compensation based on this assessment and the recommendations of the Corporate Governance, Compensation and Nomination Committee.

The form and amount of such compensation will be evaluated by the Board, which will be guided by the following goals:

- (a) compensation should be commensurate with and should reward the time spent by the executive officers and directors in meeting their obligations, and should be reflective of the compensation paid by companies similar in size and business to the Company;
- (b) the compensation program should fairly compensate and motivate the executive officers and directors; and
- (c) the structure of the compensation should be simple, transparent and easy for Shareholders to understand.

During the Company's last financial year, prior to August 28, 2015, the Company's NEO compensation package consisted solely of consulting fees, and its director compensation package consisted solely of director fees. In reaching compensation decisions, the Board considered the individual performance of each executive officer (including direct strategic effectiveness, succession planning, and leadership) as well as the overall performance of the Company considering its size and stage of development.

On August 28, 2015, the Company ceased operations and completed a change of management, resulting in the resignations of existing NEOs and directors in favour of a new board and management team. The new board and management team's mandate is to identify suitable assets or business for a merger or acquisition, with a view to maximizing value for Shareholders. Between August 28, 2015 and December 31, 2015, no compensation was paid to the incoming management or board. This decision took into account the Company's status as a Canadian publicly-listed company that has ceased operations, and its lack of revenue and financing opportunities.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information in respect of the Company's equity compensation plans under which equity securities of the Company are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Shareholders and all equity plans not approved by Shareholders as at December 31, 2015:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders⁽¹⁾	50,000	0.12	5,223,936 ⁽²⁾
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	50,000	0.12	5,223,936

Note:

- (1) The Company's only equity compensation plan is the Option Plan, a "rolling" stock option plan. The number of Common Shares that may be reserved for issuance pursuant to the Option Plan is limited to 10% of the issued and outstanding Common Shares on the date of any grant of options thereunder.
- (2) Based on a total of 52,739,354 Common Shares issued and outstanding as at December 31, 2015.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No executive officer, director, or employee of the Company, past or present, nor any proposed nominee for election as a director of the Company, nor any associate of any of the foregoing persons, at any time during the fiscal year ended December 31, 2015, and as at the date of this Circular, is or was indebted to the Company in connection with the purchase of securities or otherwise, nor is any such individual indebted to another entity with such debt being the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this Circular, no director, proposed director, executive officer, or person or company that beneficially owns, controls or directs, directly or indirectly, more than 10% of the Common Shares,

nor any associate or affiliate of any such person or company, has or has had since the commencement of the financial year ended December 31, 2015, any material interest, directly or indirectly, in any transaction that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

On August 27, 2015, the Company issued 13,228,142 Common Shares at a deemed issue price of \$0.05 per Common Share to settle indebtedness in the total aggregate total amount of \$661,407. Sutton Consulting, of 121 Richmond Street West, Suite 200, Toronto, ON M5H 2K, settled \$67,500 in outstanding indebtedness accrued in respect of consulting fees payable for providing the services of Ben Smit as President, CEO and a director of the Company in exchange for 1,350,000 Common Shares. Mr. Smit is the director and sole shareholder of Sutton Consulting. Marrelli Support Services Inc., of 36 Toronto Street, Suite 1000, Toronto, Ontario M5C 2C5, settled \$64,272.85 accrued in respect of consulting fees payable for providing the services of Arthur Hampson as CFO of the Company, and for accounting and filing services, in exchange for 1,285,457 Common Shares.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) of the Canadian Securities Administrators sets out a series of guidelines for effective corporate governance (the “**Guidelines**”). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance.

Set out below is a description of the Company’s approach to corporate governance in relation to the Guidelines.

Board of Directors

NI 58-101 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors. NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Company. A “material relationship” is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment.

The Board is currently composed of three directors, namely Daniel Crandall, Marie-Josée Audet, and Shaun Drake. Ms. Audet and Mr. Drake are considered “independent” within the meaning of NI 58-101. Mr. Crandall is not independent within the meaning of NI 58-101 because he is an “executive officer” (as such term is defined in NI 52-110) of the Company, and is thereby considered to have material relationship with the Company.

Directorships

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers:

Director	Reporting Issuer
Daniel Crandall	West Red Lake Gold Mines Inc.
Marie-Josée Audet	Wood Composite Technologies Inc.

Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board’s continuing education is typically derived from correspondence with the Company’s legal counsel to remain up to date with developments in relevant corporate and securities’ law matters. Additionally, historically board members have been nominated who are familiar with the Company’s and the nature of its business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the *Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors at which matters that give rise to such a conflict of interest are considered.

Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and Shareholders. The assessment of the contributions of individual directors has principally been the responsibility of the Board. Prior to standing for election, new nominees to the Board are reviewed by the entire Board.

Compensation

To determine compensation payable, the Corporate Governance, Compensation and Nomination Committee reviews compensation paid for directors and executive officers of companies of similar size and stage of development and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. See *“Executive Compensation - Oversight and description of director and named executive officer compensation”*. Given the Company’s size and suspension of operations, the functions of the Corporate Governance, Compensation and Nomination Committee are performed by the independent directors, being Marie-Josée Audet and Shaun Drake.

Assessments

The Board will consider the Board and committee performance from time to time, as required.

AUDIT COMMITTEE

The 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 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 and review of related operations prior to their approval by the full Board.

Composition of the Audit Committee

The Audit Committee members are currently Daniel Crandall, Marie-Josée Audet, and Shaun Drake, each of whom is a director, and financially literate. Mr. Drake and Ms. Audet are not executive officers, employees, or control persons of the Company or any of its affiliates within the meaning of NI 52-110, and are considered “independent” within the meaning of NI 52-110. Mr. Crandall, the Company’s Chief Executive Officer and Chief Financial Officer, is not considered independent because he is an “executive officer” of the Company, and is thereby considered to have material relationship with the Company. Each member of the Audit Committee is considered to be “financially literate” within the meaning of NI 52-110, which includes 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 Company’s financial statements. The full text of the charter of the Audit Committee (the **“Audit Committee Charter”**) is attached as Appendix “A”.

Relevant Education and Experience

For more information about the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with (a) an understanding of the accounting principles used by the Company to prepare its financial statements, (b) the ability to assess the general application of such accounting principles in connection with

the accounting for estimates, accruals and reserves, (c) experience preparing, auditing, analyzing or evaluating financial statements, and (d) an understanding of internal controls and procedures for financial reporting, please see the biographical notes on the directors set out at “*Matters to be Acted Upon – Election of Directors*”.

Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Charter.

External Auditor Service Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the Company’s external auditor in each of the last two financial years:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
December 31, 2015	\$4,500	Nil	Nil	Nil
December 31, 2014	\$5,500	Nil	\$1,500	Nil

Notes:

- (1) Aggregate fees billed for professional services rendered by the auditor for the audit of the Company’s annual financial statements.
- (2) Aggregate fees billed for professional services rendered by the auditor and consisted primarily of file quality review fees and fees for the review of quarterly financial statements and related documents.
- (3) Aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.
- (4) No other fees were billed by the auditor of the Company other than those listed in the other columns.

Exemption

Since the Company is a “venture issuer” pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the U.S., or a market outside of Canada and the U.S.), it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person or a company other than the directors or executive officers of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information about the Company may be found in the Company’s comparative annual financial statements and related management’s discussion and analysis for the financial year ended December, 31, 2015, which is also available on SEDAR. Inquiries, including requests for copies of the Company’s comparative financial statements and management’s discussion and analysis for the year ended December 31, 2015, may be directed to the Company at 36 Toronto Street, Suite 1000, Toronto, Ontario, M5C 2C5, attention Chief Executive Officer.

APPROVAL

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

DATED at Toronto, Ontario, this 10th day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Daniel Crandall"

Daniel Crandall
Chief Executive Officer & Chief Financial Officer

APPENDIX “A”

MUKUBA RESOURCES LIMITED CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Name

There shall be a committee of the board of directors (the “**Board**”) of Mukuba Resources Limited (the “**Company**”) known as the Audit Committee (the “**Committee**”).

Purpose

The Committee has been established to assist the Board in fulfilling its oversight responsibilities and fiduciary obligations. The primary functions and areas of responsibility of the Committee are to:

- review, report and provide recommendations to the Board on the annual and interim consolidated financial statements and related Management’s Discussion and Analysis (“MD&A”);
- identify and monitor the management of the principal risks that could impact the financial reporting of the Company;
- make recommendations to the Board regarding the appointment, terms of engagement and compensation of the external auditor;
- monitor the integrity of the Company’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- resolve disagreements between management and the external auditor regarding financial reporting;
- receive the report of the external auditors, who must report directly to the Committee; and
- provide an avenue of communication among the Company’s external auditors, management, and the Board.

Composition and Qualifications

All Committee members shall meet all applicable requirements prescribed under the *Business Corporations Act* (Ontario), as well as any requirements or guidelines prescribed from time to time under applicable securities legislation, including National Instrument 52-110 as amended, restated or superseded. The Committee shall be comprised of not less than three directors as determined from time to time by the Board. Each member shall be an independent director who is free from any direct or indirect relationship that would, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. While it is not necessary for members to have a comprehensive knowledge of generally accepted accounting principles and standards, all members of the Committee shall be “financially literate” so as to be able 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 issues raised by the Company’s financial statements. A director who is not financially literate may be appointed to the Committee by the Board provided that such director becomes financially literate within a reasonable period following his or her appointment, and provided that the Board has determined that such appointment will not materially adversely affect the ability of the Committee to act independently.

Committee members shall be appointed by the Board. The Board shall designate the Chair of the Committee. If a Chair is not designated or present at any meeting, the members of the Committee may designate a Chair by majority vote. The Chair shall have responsibility for ensuring that the Committee fulfils its mandate and duties effectively.

Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy at any time.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate, and at least once in each fiscal quarter. A notification for each of the meetings shall be disseminated to Committee members two days prior to each meeting. A majority of the members of the Committee shall constitute a quorum for meetings.

An agenda shall be prepared by the Chair of the Committee as far in advance of each meeting as reasonably practicable. Minutes of all meetings of the Committee shall be prepared as soon as possible following the meeting and submitted for approval at or prior to the next following meeting.

The Committee should meet privately at least once per year with management of the Company, the Company's external auditors, and as a committee to discuss any matters that the Committee or any of these groups believe should be discussed.

Specific Responsibilities and Duties

Specific responsibilities and duties of the Committee shall include, without limitation, the following:

General Review Procedures

1. Review and reassess the adequacy of this Charter at least annually and submit any proposed amendments to the Board for approval.
2. Review the Company's annual audited financial statements, related MD&A, and other documents prior to filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Review should include discussion with management and external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgments.
3. Annually, in consultation with management and external auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the external auditors and the internal auditing department together with management's responses.
4. Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's views to the Board of Directors.
5. Review with financial management and the external auditors the Company's quarterly financial results, related MD&A and other documents prior to the filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Discuss any significant changes to the Company's accounting principles. The Chair of the Committee may represent the entire Committee for purposes of this review.

External Auditors

6. The external auditors are ultimately accountable to the Committee, as representatives of the shareholders. The external auditors must report directly to the Committee, who shall review the independence and performance of the auditors and annually recommend to the Board the appointment of the external auditors or approve any discharge of auditors when circumstances warrant. The Committee shall approve the compensation of the external auditors.
7. The Committee must approve all non-audit and non-tax services to be provided to the Company or its subsidiary entities, unless such non-audit and non-tax services are reasonably expected to constitute not more than twenty (20) percent of the total fees paid by the Company to the external auditor during the particular fiscal year.
8. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with the Company that could impair the auditors' independence.

9. Review the external auditors' audit plan and discuss and approve the audit scope, staffing, locations, reliance upon management, and general audit approach.
10. Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors. Discuss any matters that are required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants.
11. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting.

Legal Compliance

12. On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

Other Miscellaneous Responsibilities

13. Annually assess the effectiveness of the Committee against its Mandate and report the results of the assessment to the Board.
14. Prepare and disclose a summary of the Mandate to shareholders.
15. Perform any other activities consistent with this Mandate, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

Authority

The Committee shall have the authority to:

1. delegate approval-granting authority to pre-approve non-audit services by the external auditor to one or more of its members;
2. engage independent counsel and other advisors as it determines necessary to carry out its duties;
3. set and pay the compensation for any advisors employed by the Committee;
4. communicate directly with the external auditors;

Reporting

The Committee shall report its deliberations and discussions regularly to the Board and shall submit to the Board the minutes of its meetings.

Resources

The Committee shall have full and unrestricted access to all of the Company's books, records, facilities and personnel as well as the Company's external auditors and shall have the authority, in its sole discretion, to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall further have the authority to retain, at the Company's expense, such special legal, accounting or other consultants or experts as it deems necessary in the performance of its duties and to request any officer or employee of the Company or the Company's external counsel or auditors to attend a meeting of the Committee.

Limitation on the Oversight Role of the Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Company by such persons or organizations.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Company's external auditors.

