



COPPER FOX METALS INC.

NOTICE OF ANNUAL
AND SPECIAL MEETING
OF SHAREHOLDERS
&
MANAGEMENT
INFORMATION CIRCULAR

MEETING TO BE HELD MAY 30, 2019

COPPER FOX METALS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual and special meeting of the shareholders of Copper Fox Metals Inc. (the Corporation”) will be held at Hotel Arts, Galleria Room, 119 – 12 Avenue SW, Calgary, AB, on Thursday, May 30, 2019 at 10:00am (MDT) for the purposes of:

- (a) receiving the audited financial statements of the Corporation for the year ended October 31, 2018, and the report of its auditors thereon;
- (b) electing the directors for the ensuing year;
- (c) re-appointing Ernst & Young LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year;
- (d) considering, and if thought fit, approving the Corporation’s 2009 Omnibus Share Compensation Plan; and
- (e) transacting such further and other business as may properly come before the said meeting or any adjournment or postponement thereof.

Specific details of the above items of business are contained in the information circular of management which accompanies this notice of meeting and, together with management’s form of proxy, which also accompanies this notice of meeting, form a part hereof and must be read in conjunction with this notice of meeting.

The Corporation is sending meeting materials for the meeting to shareholders using the “notice and access” provisions of National Instrument 54-101 – *Communication with Beneficial Owners*. Pursuant to such provisions, the Corporation provides shareholders with a notice on how they may access management’s information circular for the meeting electronically instead of providing a paper copy.

Shareholders of record at the close of business on April 15, 2019 are entitled to notice of, to attend and vote at the meeting either in person or by proxy.

DATED at the City of Calgary, in the Province of Alberta, as of the 18th day of April, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “Elmer B. Stewart”

Elmer B. Stewart

President, Chief Executive Officer and Director

If you are unable to be present at the meeting, **PLEASE SIGN AND RETURN THE ACCOMPANYING PROXY** to: **PROXY DEPARTMENT, AST Trust Company (Canada), PO Box 721, Agincourt, ON M1S 0A1**, or by email to proxyvote@astfinancial.com , or by fax at (416) 368-2502 (Toll Free: 1-866-781-3111 Canada & US Only), not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment or postponement thereof.

COPPER FOX METALS INC.
MANAGEMENT INFORMATION CIRCULAR
(as at April 18, 2019)

FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, MAY 30, 2019

PROXY SOLICITATION

PURPOSE OF SOLICITATION

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by the management of Copper Fox Metals Inc. (the “Corporation”) for use at the annual and special meeting of common shareholders of the Corporation, to be held at Hotel Arts, Galleria Room, 119 – 12 Avenue SW, Calgary, AB, on Thursday, May 30, 2019 at 10:00am (MDT) or at any adjournment or postponement thereof for the purposes set out in the accompanying notice of meeting (the “Meeting”).

The cost of such solicitation will be borne by the Corporation and will be made primarily by mail. Directors and officers of the Corporation may without special compensation solicit proxies by telephone, facsimile or in person.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and officers of the Corporation and are nominees of management. Shareholders have the right to appoint a nominee (who need not be a shareholder) to represent them at the Meeting other than the persons designated in the enclosed form of proxy, and may do so by inserting the name of the appointed representative in the blank space provided in the form of proxy.

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed by the shareholder or by his attorney authorized in writing and must be delivered to: PROXY DEPARTMENT, AST Trust Company, PO Box 721, Agincourt, ON M1S 0A1, or by email to proxy@canstockta.com, or by fax at (416) 368-2502 (Toll Free: 1-866-781-3111 Canada & US Only), not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment or postponement thereof.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A proxy may be revoked by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or by his authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by depositing the proxy bearing a later date with AST Trust Company (Canada) at any time up to and including the last business day preceding the date of the Meeting or any adjournment or postponement at which the proxy is to be used, or by depositing the revocation of proxy with the chairman of such meeting on the day of the meeting, or any adjournment or postponement of the Meeting.

VOTING OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation and have indicated their willingness to represent the shareholder who appoints them as proxy. Each shareholder may instruct his proxy how to vote his common shares by completing the enclosed form of proxy.

The person indicated in the enclosed form of proxy shall vote the common shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them.

In the event of an absence of direction to vote the common shares in respect of which they are appointed, the management appointees named in the accompanying proxy will vote such common shares in favour of:

1. Electing the persons proposed to be nominated by management as directors;
2. Re-appointing Ernst & Young LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year;
3. Approving the Corporation's 2009 Omnibus Share Compensation Plan, as more specifically described in this Information Circular; and
4. Transacting such further and other business as may properly come before the said meeting or any adjournment or postponement thereof.

THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSON INDICATED IN THE PROXY WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (THE "NOTICE") AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. At the time of printing of the Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice and the Information Circular. If any matters which are not now known to the directors and senior officers of the Corporation should properly come before the Meeting, the persons named in the accompanying form of proxy will vote on such matters in accordance with their best judgment.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders do not hold common shares in their own name. Shareholders who do not hold their common shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then, in almost all cases, those common shares will not be registered in the shareholder's name on the records of the Corporation. Such common shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name of CDS & Co. (the registration name for The Canadian Depositary for Securities, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting shares for the broker's clients. **Therefore,**

Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.

The Corporation does not know for whom the common shares registered to CDS & Co. are held. Therefore, Beneficial Shareholders cannot be recognized by the Corporation at the Meeting. In order to ensure that their common shares are voted at the Meeting, Beneficial Shareholders should carefully follow instructions received from their broker or intermediary. Often, the form of proxy supplied to Beneficial Shareholders by their brokers is identical to that provided to registered shareholders, however, its purpose is limited to instructing the brokers/registered shareholder how to vote on behalf of the Beneficial Shareholder, and it is often referred to as a voting instruction form (“VIF”). The majority of the brokers now delegate the job of obtaining instructions from clients and voting shares according to their client’s instructions to a corporation named Broadridge Financial Solution, Inc. (“Broadridge”). Broadridge mails a VIF to you in lieu of the form of proxy provided by the Corporation. The VIF will name the same individuals as the Corporation’s form of proxy to represent Beneficial Shareholders at the Meeting. Beneficial Shareholders have the right to appoint a person (who need not be a Shareholder of the Corporation) other than the individuals designated in the VIF, to represent Beneficial Shareholders at the Meeting. To exercise this right, Beneficial Shareholders should insert the name of their desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and completed in accordance with the instructions provided on the enclosed VIF and provides appropriate instructions respecting the voting of common shares of the Corporation to be represented at the Meeting. **If a Beneficial Shareholder receives a VIF from Broadridge, the VIF cannot be used to vote common shares of the Corporation directly at the Meeting – the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have common shares of the Corporation voted.**

All references to shareholders in this Information Circular, the accompanying instrument of proxy and Notice are to shareholders of record unless specifically stated otherwise.

NOTICE AND ACCESS

The Corporation is sending meeting materials for the Meeting to shareholders using the “notice and access” provisions of National Instrument 54-101 – *Communication with Beneficial Owners*. Pursuant to such provisions, the Corporation provides shareholders with a notice on how they may access the Information Circular electronically instead of providing a paper copy.

VOTING SHARES

Only the common shares of the Corporation are entitled to vote at the Meeting. As of the date of this Information Circular, 449,100,160 common shares without nominal or par value are issued and outstanding. Each common share entitles the holder to one vote on all matters to come before the Meeting. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares of the Corporation. There are no other classes of voting securities of the Corporation outstanding.

The quorum for the Meeting is the shareholders or duly appointed proxy holders personally present not being less than two in number, and holding or representing by proxy, not less than five percent (5%) of the common shares entitled to vote at Meeting.

The directors of the Corporation have fixed April 15, 2019 as the record date for determination of the persons entitled to receive notice of and vote at the Meeting. Only shareholders as of the close of

business on April 15, 2019 are entitled to receive notice of and vote at the Meeting, or any adjournment or postponement thereof, in the manner and subject to the procedures described in this Information Circular.

On a show of hands, every shareholder who is present in person and entitled to vote will have one vote, and on a poll, every shareholder present in person or represented by proxy or other proper authority will have one vote for each common share of which he is a holder.

PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of directors and executive officers of the Corporation, as of the date of this Information Circular, no person or company beneficially owns, or controls or directs, directly or indirectly, voting shares of the Corporation carrying more than ten percent (10%) of the voting rights attached to all of the issued and outstanding common shares of the Corporation other than the following:

Name of Shareholder	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Common Shares
Ernesto Echavarria	243,244,855	54.16%

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Overview

The compensation committee of the Corporation (the “Compensation Committee”) is responsible for annually reviewing the Corporation’s compensation arrangements with Named Executive Officers (as defined below), with resultant recommendations being made to the Board of Directors as a whole. The Compensation Committee is currently composed of members of the Board of Directors that are independent of management of the Corporation. When reviewing the compensation of the Named Executive Officers, the Compensation Committee considers the objectives of: (i) recruiting and retaining the executives critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of the Corporation; (iv) motivating executives to deliver strong business performance, both on an individual basis and with respect to the business in general; and (v) ensuring the executive compensation program is simple to communicate and administer. The Compensation Committee has the responsibility of negotiating the Named Executive Officers’ total compensation package, reviewing and advising on stock option guidelines, including the authority under the Corporation’s 2009 Omnibus Share Compensation Plan to grant options, and to review and recommend to the Board the compensation policies and principles that will be applied to other executives and employees of the Corporation.

The Compensation Committee receives and reviews any recommendations made by the President and Chief Executive Officer of the Corporation relating to the general compensation structure and policies and programs for the Corporation and the salary and benefit levels for the other named Executive Officers.

Objectives

It is the objective of the Corporation’s compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value. It is the goal of the Compensation Committee to endeavour to ensure that the compensation of the Named Executive Officers

is sufficiently competitive to achieve the objectives of the executive compensation program. The Compensation Committee gives consideration to the Corporation's contractual obligations, performance, the Corporation's budget and financial strength, as well as qualitative aspects of the individual's performance and achievements.

Elements of the Compensation Program

The Corporation's compensation program is comprised of (i) base salary or management fee arrangement and benefits and (ii) long-term incentives in the form of share compensation awards. Each component of the executive compensation program is addressed below.

Base Salaries or Management Fee Arrangement and Benefits

Salaries for the Named Executive Officers are reviewed annually based on corporate and personal performance, individual levels of responsibility and the Corporation's budget and financial strength. Salaries of the Named Executive Officers are not determined based on a specific formula. The Compensation Committee submits its recommendation to the full Board as to salary of each of the Named Executive Officers. In making its recommendations, the Compensation Committee considers recommendations by the President and CEO for the other Named Executive Officers of the Corporation. As stated above, base salaries and management fee arrangements are set with the object of attracting and retaining highly qualified executives.

Other components of compensation may include personal benefits as determined by the Compensation Committee that are consistent with the overall compensation strategy. There is no formula for how personal benefits are utilized in the total compensation package. The Corporation does not provide any pension or retirement benefits to the Named Executive Officers.

Long Term Incentives and Stock Option Plan

The Compensation Committee also administers the Corporation's 2009 Omnibus Share Compensation Plan, which is designed to provide long-term incentives that are linked to shareholder value. The Corporation currently grants only stock option awards under the Corporation's 2009 Omnibus Share Compensation Plan. The Compensation Committee determines a recommended number of options to be granted to each Named Executive Officer based on the level of responsibility and experience required for the position and with the objective of attracting and retaining qualified and talented employees. The Compensation Committee also takes account of the Corporation's contractual obligations, the Corporation's budget and financial strength, and the award history for all participants in the stock option plan.

Risks Associated with the Corporation's Compensation Policies and Practices

The Compensation Committee has considered the implications of the risks associated with the Corporation's compensation practices and has determined that there are no significant areas of risk.

Named Executive Officer Purchase of Financial Instruments

The Corporation has not adopted a policy to prohibit Named Executive Officers and directors from purchasing financial instruments, including prepaid forward contracts, equity swaps, collars, or units of exchange funds (collectively, "Hedging Contracts") that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. Based on information provided to the Corporation by the Named Executive

Officers and directors, as of the date of this Information Circular, no Named Executive Officer or director has purchased any Hedging Contracts with respect to the Corporation.

Significant Changes to Compensation Policies and Practices in the next financial year

As of the date of this Information Circular, the Corporation has not determined if it will be making any significant changes to its compensation policies and practices in the next financial year.

Summary Compensation Table

The following table provides a summary of the compensation earned in respect of the last financial year by any individual who acted as Chief Executive Officer or Chief Financial Officer of the Corporation for any part of the most recently completed financial year, and each of the three most highly compensated executive officers of the Corporation, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 (each referred to as a “Named Executive Officer”).

Name and principal position	Year	Salary (\$)	Option-based awards (\$)	Annual incentive cash bonuses (\$)	All other compensation (\$)	Total compensation (\$)
Elmer B. Stewart President and Chief Executive Officer	2018	260,000	Nil	Nil	Nil	260,000
	2017	260,000	Nil	Nil	Nil	260,000
	2016	260,000	Nil	Nil	Nil	260,000
Braden Jensen Chief Financial Officer	2018	55,500 ⁽¹⁾	Nil	Nil	Nil	55,500
	2017	55,500 ⁽¹⁾	Nil	Nil	Nil	55,500
	2016	53,953 ⁽¹⁾	Nil	Nil	Nil	55,500

(1) Braden Jensen receives the compensation under the column “Salary” through his company, 1010312 BC Ltd.

On July 1, 2009, the Corporation entered into an agreement with Elmer B. Stewart, through 397405 Alberta Ltd., for his services as the President and Chief Executive Officer of the Corporation. Mr. Stewart earns \$260,000 per annum based on the Compensation Committee’s recommendation to the Board. Mr. Stewart is entitled to participate in any incentive share option, purchase or bonus plans as such plans are made available to all directors and senior officers of the Corporation.

Braden Jensen was appointed Chief Financial Officer of the Corporation August 12, 2015. Mr. Jensen earns \$55,500 per annum based on the Compensation Committee’s recommendation to the Board. Mr. Jensen is entitled to participate in any incentive share option, purchase or bonus plans as such plans are made available to all directors and senior officers of the Corporation.

Option Based Awards

Option awards are generally awarded to executive officers at commencement of employment and periodically thereafter after taking into consideration, among other things, the number of share options held by an executive officer. See “Securities Authorized for Issuance Under Equity Compensation Plans” for a description of the Corporation’s 2009 Omnibus Share Compensation Plan. The exercise price for option awards is recommended by the Compensation Committee to the Board of Directors for approval, provided that such price may not be less than the lowest price permitted under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the TSX Venture Exchange.

Incentive Plan Awards – Outstanding Option-Based Awards

The following table sets forth, for each Named Executive Officer, all option awards outstanding at the end of the most recently completed financial year.

Option-Based Awards				
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)
Elmer B. Stewart	Nil	Nil	Nil	Nil
Braden Jensen	Nil	Nil	Nil	Nil

Incentive Plan Awards – Value Vested During the Year

There were no option based awards during the most recently completed financial year.

Pension Plan Benefits

The Corporation does not have a defined benefit plan, deferred contribution plan or a deferred compensation plan.

Termination and Change of Control Benefits

Except as described below, there are no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or its subsidiaries or a change in a Named Executive Officer's responsibilities (excluding perquisites and other personal benefits if the aggregate of this compensation is less than \$50,000).

The Corporation has entered into an agreement with Mr. Stewart for his services as President and Chief Executive Officer of the Corporation. Termination of Mr. Stewart's employment with the Corporation is subject to a six month notice period or severance equivalent in lieu thereof, at the option of the Corporation. Had Mr. Stewart been terminated pursuant to this obligation on October 31, 2018, he would have received \$130,000.

Director Compensation

Overview

Directors are entitled to participate in any incentive share option, purchase or bonus plans of the Corporation. Erik Koudstaal and J. Michael Smith receive a meeting fee of \$500 in cash as compensation for each meeting attended. Other than through the grant of stock options and meeting fees, the Corporation does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Information Circular. The directors are reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

No stock options were granted to the directors of the Corporation in the most recently completed financial year, as indicated in the below “Director Summary Compensation Table”. Any future grants of stock options to the directors of the Corporation will be made upon recommendation of the Compensation Committee and approval of the Board of Directors, pursuant to the terms of the Corporation’s 2009 Omnibus Share Compensation Plan. See “Securities Authorized for Issuance Under Equity Compensation Plans” for a summary description of the Corporation’s 2009 Omnibus Share Compensation Plan.

Director Summary Compensation Table

The following table provides a summary of compensation provided to the directors of the Corporation, who are not Named Executive Officers, for the most recently completed financial year. See “Summary Compensation Table” above for any compensation received by Named Executive Officers for services as a director of the Corporation.

Name	Fees earned (\$)	Option-based awards (\$)	All other compensation (\$)	Total (\$)
Ernesto Echavarria	Nil	Nil	Nil	Nil
Erik Koudstaal	2,000	Nil	Nil	2,000
R. Hector MacKay-Dunn, J.D., Q.C.	Nil	Nil	Nil	Nil
J. Michael Smith	2,000	Nil	Nil	2,000

Director Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth, for each director that is not a Named Executive Officer, all option-based awards outstanding at the end of the most recently completed financial year:

Option-Based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Ernesto Echavarria	Nil	Nil	Nil	Nil
Erik Koudstaal	Nil	Nil	Nil	Nil
R. Hector MacKay-Dunn, J.D., Q.C.	Nil	Nil	Nil	Nil
J. Michael Smith	Nil	Nil	Nil	Nil

Option-Based Awards – Value Vested During the Year

There were no option based awards vested during the most recently completed financial year

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only ongoing equity compensation plan which the Corporation has in place is the Corporation's 2009 Omnibus Share Compensation Plan (the "Omnibus Plan"). The Omnibus Plan was approved by the Board of Directors on October 13, 2009 and approved by the Shareholders at the November 12, 2009 Annual and Special General Meeting of Shareholders. The Omnibus Plan replaced the Corporation's stock option plan adopted on March 8, 2004.

The following table sets out the Omnibus Plan information as at the end of the most recently completed financial year.

Omnibus Plan Information

Equity compensation plans approved by security holders	Number of securities to be issued upon exercise of outstanding options ("Column A Securities")	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding Column A Securities)
Omnibus Plan	Nil	Nil	44,910,016

The following is a summary of important provisions of the Omnibus Plan. It is not a comprehensive discussion of all of the terms and conditions of the Omnibus Plan. Readers are advised to review the full text of the Omnibus Plan to fully understand all terms and conditions of the Omnibus Plan. A copy of the Omnibus Plan can be obtained by contacting the Corporation's Corporate Secretary.

Purpose. The purpose of the Omnibus Plan is to promote the Corporation's interests and long-term success by providing directors, officers, employees and consultants with greater incentive to further develop and promote the Corporation's business and financial success, to further the identity of interest of persons to whom Awards may be granted with those of the shareholders generally through a proprietary ownership interest in the Corporation, and to assist the Corporation in attracting, retaining and motivating its directors, officers, employees and consultants.

Administration. Under the Omnibus Plan, the board of directors can, at any time, appoint a committee (the "Compensation Committee") to, among other things, interpret, administer and implement the Omnibus Plan on behalf of the board of directors in accordance with such terms and conditions as the board of directors may prescribe, consistent with the Omnibus Plan (provided that if at any such time such a committee has not been appointed by the board of directors, the Omnibus Plan will be administered by the board of directors).

Eligible Persons. Under the Omnibus Plan, Awards may be granted to any director, officer, employee or consultant (as defined in the Omnibus Plan) of the Corporation, or any of its affiliates (an "Eligible Person"). A participant ("Participant") is an Eligible Person to whom an Award has been granted under the Omnibus Plan.

Number of Securities Issued or Issuable. Subject to the adjustment provisions provided for in the Omnibus Plan and the applicable rules and regulations of all regulatory authorities to which the Corporation is subject (including any stock exchange), the total number of common shares reserved for issuance pursuant to the Omnibus Plan shall not exceed 10% of the issued and outstanding common shares.

For purposes of the above, if an Award entitles the holder to receive or purchase common shares, the number of common shares covered by such Award or to which such Award relates will be counted on the date of grant of such Award against the aggregate number of common shares available for granting Awards under the Omnibus Plan. Every common share subject to an option will be counted against the limit as one common share. Every common share subject to all other Awards will be counted based on the ratio of the fair market value of such Award to the fair market value of one option calculated using the Black-Scholes pricing model.

If an outstanding Award for any reason expires or is terminated or cancelled without having been exercised or settled in full, or if common shares acquired pursuant to an Award subject to forfeiture or repurchase are forfeited or repurchased by the Corporation for an amount not greater than the Participant's (as defined above) purchase price, the common shares will again be available for issuance under the Omnibus Plan. Common shares will not be deemed to have been issued pursuant to the Omnibus Plan with respect to any portion of an Award that is settled in cash.

Maximum Grant to Any One Participant. If, and for so long as the common shares are listed on the TSX Venture Exchange, no more than 5% of the issued and outstanding common shares may be granted to any one individual Participant in any 12 month period (unless the Corporation has obtained disinterested approval for such grant). If, and for so long as the common shares are listed on the Toronto Stock Exchange, the number of common shares reserved for issuance to any one Participant pursuant to the Omnibus Plan may not, in aggregate, exceed 5% of the total number of issued and outstanding common shares.

Maximum Grant to Any One Consultant. If, and for so long as the common shares are listed on the TSX Venture Exchange, no more than 2% of the issued and outstanding common shares may be granted to any one consultant in any 12 month period.

Maximum Grant to Any One Investor Relations Employee. If, and for so long as the common shares are listed on the TSX Venture Exchange, no more than an aggregate of 2% of the issued and outstanding common shares may be granted to an employee conducting investor relations activities in any 12 month period.

Exercise Price of Options. The exercise price per common share for options is fixed by the Compensation Committee but under no circumstances can the exercise price at the time of grant be less than the fair market value of the common shares.

In addition, if any Participant who is a citizen or resident of the U.S. to whom an "incentive stock option" for the purposes of section 422 of the U.S. Internal Revenue Code (a "U.S. Qualified Incentive Stock Option") is to be granted under the Omnibus Plan, and at the time of the grant the Participant is an owner of shares possessing more than 10% of the total combined voting power of all classes of the Corporation's common shares, then special provisions will be applicable to the U.S. Qualified Incentive Stock Option granted to such individual. These special provisions applicable only to U.S. Qualified Incentive Stock Options will be: (i) the exercise price (per common share) cannot be less than 110% of the fair market value of one common share at the time of grant; and (ii) the option exercise period cannot exceed five years from the date of grant.

Vesting of Restrictions. If, and for so long as the common shares are listed on the TSX Venture Exchange, options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than one-quarter (1/4) of the options vesting in any three month period. Except as determined from time to time by the Compensation Committee, all options will cease to vest as at the date upon which the Participant ceases to be an Eligible Person (which, in the case of an employee or

consultant, will be the date on which active employment or engagement, as applicable, terminates, specifically without regard to any period of reasonable notice or any salary continuance).

Term of Options. Subject to an extension in the case of a blackout period, the term of options granted will be determined by the Compensation Committee and specified in the option agreement pursuant to which such option is granted, provided that the date cannot be later than the earlier of: (i) the date which is the tenth (10th) anniversary of the date on which such option is granted; and (ii) the latest date permitted under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject. No U.S. Qualified Incentive Stock Option can be granted more than ten years after the earlier of: (i) the date on which the Omnibus Plan is adopted by the board of directors; or (ii) the date on which the Omnibus Plan is approved by the Corporation's shareholders.

Stock Appreciation Rights. If the Corporation becomes a Tier 1 issuer on the TSX Venture Exchange or the common shares are listed on the Toronto Stock Exchange, the Compensation Committee is authorized to grant Stock Appreciation Rights to Eligible Persons subject to the terms and conditions of the Omnibus Plan and the requirements of the stock exchange which the common shares are listed for trading. For Stock Appreciation Rights granted under the Omnibus Plan, the Participant, upon exercise of the Stock Appreciation Right, has the right to receive, as determined by the Compensation Committee, cash or a number of common shares equal to the excess of: (i) the fair market value of one common share on the date of exercise (or, if the Compensation Committee so determines at any time during a specified period before or after the date of exercise), and; (ii) the grant price of the Stock Appreciation Right as determined by the Compensation Committee, which grant price cannot be less than 100% of the fair market value of one common share on the date of grant of the Stock Appreciation Right.

Term of Stock Appreciation Rights. The term of the Stock Appreciation Right granted will be determined by the Compensation Committee and specified in the Award agreement pursuant to which such Stock Appreciation Right is granted, provided that the date cannot be later than the earlier of: (i) the date which is the tenth (10th) anniversary of the date on which such option is granted; and (ii) the latest date permitted under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject.

Restricted Stock. The Compensation Committee is authorized to grant Restricted Stock to Eligible Persons subject to the terms and conditions of the Omnibus Plan and the requirements of the stock exchange which the common shares are listed for trading. The common shares of Restricted Stock will be subject to such restrictions as the Compensation Committee may impose and which comply with the requirements of the stock exchange which the common shares are listed for trading, which restrictions may lapse separately or in combination at such time or times, in such instalments or otherwise as the Compensation Committee determines.

Restricted Stock Unit. If the Corporation becomes a Tier 1 issuer on the TSX Venture Exchange or the common shares are listed on the Toronto Stock Exchange, the Compensation Committee is authorized to grant Restricted Stock Units to Eligible Persons subject to the terms and conditions of the Omnibus Plan and the requirements of the stock exchange which the common shares are listed for trading. A Restricted Stock Unit Award will be subject to a Restricted Stock Unit Award agreement containing such terms and conditions, not inconsistent with the provisions of the Omnibus Plan, as the Compensation Committee determines.

Performance Awards. The Compensation Committee is authorized to grant Performance Awards to Eligible Persons subject to the terms and conditions of the Omnibus Plan and the requirements of the stock exchange which the common shares are listed for trading. A Performance Award granted under the Omnibus Plan (i) may be denominated or payable in cash, common shares (including, without limitation, Restricted Stock and Restricted Stock Units), other securities, other Awards or other property; and (ii)

will confer on the holder thereof the right to receive payments, in whole or in part, upon the achievement of such performance goals during such performance periods as the Compensation Committee establishes. Subject to the terms of the Omnibus Plan, the performance goals to be achieved during any performance period, the length of any performance period, the amount of any Performance Award granted, the amount of any payment or transfer to be made pursuant to any Performance Award and any other terms and conditions of the Performance Award will be determined by the Compensation Committee.

Other Stock-Based Awards. The Compensation Committee is authorized to grant to an Eligible Person, subject to the terms of the Omnibus Plan and the requirements of the stock exchange which the common shares are listed for trading, such other Awards that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, common shares (including, without limitation, securities convertible into common shares), as are deemed by the Compensation Committee to be consistent with the purpose of the Omnibus Plan.

Causes of Cessation. In the event the Participant ceases to be an Eligible Person for any reason, other than the death of the Participant or the termination of the Participant for cause, the options will expire at such period of time after the date on which the Participant ceases to be an Eligible Person as may be specified by the Compensation Committee, which date shall not exceed 90 days following the date of termination of the Participant's directorship, active employment or active engagement, as applicable.

In the event of the termination of the Participant as a director, officer, employee or consultant for cause, the options will expire on the date of notice of such termination.

In the event of the death of a Participant prior to: (i) the Participant ceasing to be an Eligible Person; or (ii) the date which is the number of days specified by the Compensation Committee pursuant to the paragraphs above from the date on which the Participant ceased to be an Eligible Person; the options will expire on the date which is one year after the date of death of the Participant or such earlier date specified by the Compensation Committee and which period will be specified in the Award agreement with the Participant with respect to such options.

Assignability. Awards granted under the Omnibus Plan are non-transferable and non-assignable to anyone other than to a "permitted assign" as defined in the Omnibus Plan.

Procedure for Amending. Subject to terms of the Omnibus Plan and any applicable requirements of the stock exchange which the common shares are listed for trading, the Compensation Committee has the right at any time to amend the Omnibus Plan or any Award agreement thereunder, provided that shareholder approval has been obtained by ordinary resolution. Notwithstanding the foregoing, shareholder approval is not required for amendments of a clerical nature, amendments to reflect any regulatory authority requirements, amendments to vesting provisions, amendments to the term of options or stock appreciation rights held by non-insiders, amendments to the option exercise price of options held by non-insiders, and, if and for so long as the common shares are not listed on the TSX Venture Exchange, any amendments which provide a cashless exercise feature to an Award that provides for the full deduction of the number of underlying common shares from the total number of common shares subject to the Omnibus Plan.

Financial Assistance. The Corporation does not provide financial assistance to Participants to facilitate the purchase of common shares upon the exercise of options granted under the Omnibus Plan. However, there may be certain financial assistance provided by the Corporation for other types of Awards, subject to applicable law and the rules and policies of any securities regulatory authority or stock exchange with jurisdiction over the Corporation.

Other Material Information. Appropriate adjustments to the Omnibus Plan and to Awards granted thereunder will be made by the Compensation Committee to give effect to adjustments in the number and type of common shares (or other securities or other property) resulting from subdivisions, consolidations, substitutions, or reclassifications of common shares, payment of stock dividends or other changes in the Corporation's capital. In the event of any merger, acquisition, amalgamation, arrangement or other scheme of reorganization that results in a change of control, the Compensation Committee will, in an appropriate and equitable manner: (i) determine the purchase price or exercise price with respect to any Award, *provided, however*, that the number of common shares covered by any Award or to which such Award relates is always a whole number; or (ii) determine the manner in which all unexercised option rights granted under the Omnibus Plan will be treated; or (iii) offer any Participant the opportunity to obtain a new or replacement option over any securities into which the common shares are changed or are convertible or exchangeable, on a basis proportionate to the number of common shares under option and the exercise price (and otherwise substantially upon the terms of the option being replaced, or upon terms no less favourable to the Participant); or (iv) commute for or into any other security or any other property or cash, any option that is still capable of being exercised, upon giving to the Participant to whom the Award has been granted at least 30 days written notice of its intention to commute the option, and during such period of notice, the option, to the extent it has not been exercised, can be exercised by the Participant without regard to any vesting conditions attached thereto, and on the expiry of such period of notice, the unexercised portion of the option will lapse and be cancelled.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

No individual who is, or at any time during the Corporation's most recently completed financial year was, a director or executive officer of the Corporation, no proposed nominee for election as a director of the Corporation and no associate of any such director, executive officer or proposed nominee is, or at any time during the Corporation's most recently completed financial year was, indebted to (i) the Corporation or any of its subsidiaries or (ii) indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, other than routine indebtedness.

MANAGEMENT CONTRACTS

Other than as described elsewhere in the information circular, there are no management functions of the Corporation or any of its subsidiaries which are to any substantial degree performed by a person other than the directors or executive officers of the Corporation or subsidiary.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as described elsewhere in the information circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of management of the Corporation for election as a director of the Corporation, and no associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, the directors, director nominees, officers and principal shareholders of the Corporation (and the known associates and affiliates of such persons) have had, or will have, no direct or indirect interest in any material transaction involving the Corporation since the commencement of the Corporation's last financial year or in any proposed material transaction.

PARTICULARS OF MATTERS TO BE ACTED UPON

FINANCIAL STATEMENTS

The audited financial statements of the Corporation and the auditors' report for the year ended October 31, 2018 are available on SEDAR at www.sedar.com, and on the company's website at www.copperfoxmetals.com.

PROPOSAL 1 - ELECTION OF DIRECTORS

At the Meeting it is proposed that five (5) directors be elected to serve until the next annual general meeting or until their successors are elected or appointed in accordance with the *Business Corporations Act* (British Columbia) and the Articles of the Corporation. To the knowledge of management of the Corporation, none of the nominated directors will be unable to serve as a director of the Corporation.

THE DIRECTORS OF THE CORPORATION RECOMMEND THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES WHOSE NAMES ARE SET FORTH HEREIN.

The following table indicates the names of the five (5) nominees proposed by management for election as a director, the province, or state, and country of residence, the date each such person first became a director (if applicable), the principal occupation, business or employment, of each such person and the number of common shares of the Corporation beneficially owned, or controlled or directed, directly or indirectly, as of April 15, 2019. The information contained in this table as to the number of common shares of the Corporation beneficially owned, or controlled or directed, directly or indirectly is based upon information furnished to the Corporation by the respective nominees. The Corporation also has established an Audit Committee, Compensation Committee and Corporate Governance Committee, the current members of which are indicated in the table.

Name, Province or State, and Country of Residence	Date First Appointed a Director	Principal Occupation and Positions Held During the Past Five Years	Number and % of Shares Beneficially Owned or Controlled as at the Effective Date
Ernesto Echavarria, CPA ⁽¹⁾⁽²⁾ Sinaloa, Mexico	July 16, 2009	Certified public accountant and businessman.	243,244,855 54.16%
Erik Koudstaal, CA ⁽¹⁾⁽³⁾ Ontario, Canada	Nov 12, 2009	Retired. Partner at Ernst & Young LLP from 1975 until 2001.	510,000 0.11%
R. Hector MacKay-Dunn, J.D., Q.C. ⁽²⁾⁽³⁾ British Columbia, Canada	July 14, 2005	Senior Partner with Farris, Vaughan, Wills & Murphy LLP.	4,153,649 0.92%

Name, Province or State, and Country of Residence	Date First Appointed a Director	Principal Occupation and Positions Held During the Past Five Years	Number and % of Shares Beneficially Owned or Controlled as at the Effective Date
J. Michael Smith ⁽¹⁾⁽²⁾ Alberta, Canada	February 28, 2004	Retired. Executive Vice President of the Corporation from February 2004 to September 1, 2013.	2,415,000 0.54%
Elmer B. Stewart, P.Geol, MSc ⁽³⁾ Alberta, Canada	February 27, 2004	Current President and Chief Executive Officer of the Corporation. Chief Operating Officer of ExGen Resources Inc. (formerly Boxxer Gold Corp.) from May 5, 2014 to April 15, 2015. President and Chief Executive Officer of Boxxer Gold Corp. from January 2008 to May 5, 2014.	3,623,000 0.81%

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Member of the Corporate Governance Committee.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of management, no proposed director is, at the date hereof, or has been, within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order 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 while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; 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, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of management, no proposed director or a holding company of such proposed director: (i) is, as at the date hereof, or has been within ten years before the date hereof, a director or executive officer of any 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 (ii) has, within the ten years before the date hereof, 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 assets of the proposed director.

To the knowledge of management, no proposed director or a holding company of such proposed director has been subject to: (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

PROPOSAL 2 – RE-APPOINTMENT OF AUDITORS

Ernst & Young LLP, Chartered Accountants, are the Corporation's current auditors. At the Meeting, the shareholders of the Corporation will be asked to vote for the re-appointment of Ernst & Young LLP, Chartered Accountants, as auditors of the Corporation.

THE DIRECTORS OF THE CORPORATION RECOMMEND THAT THE SHAREHOLDERS VOTE FOR THE RE-APPOINTMENT OF KPMG LLP.

PROPOSAL 3 - APPROVAL OF 2009 OMNIBUS SHARE COMPENSATION PLAN

Under the policies of the TSX Venture Exchange, the Corporation's 2009 Omnibus Share Compensation Plan must be approved yearly at the Corporation's annual general meeting by the Corporation's shareholders to remain effective. See "Securities Authorized For Issuance Under Equity Compensation Plans" for more detail on the Corporation's 2009 Omnibus Share Compensation Plan.

Accordingly, at the Meeting, shareholders will be asked to approve the following resolution:

"BE IT RESOLVED as an ordinary resolution THAT:

1. The Corporation's 2009 Omnibus Share Compensation Plan be and is hereby approved; and
2. Any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation to execute and deliver all documents and instruments and take such other actions, including making all necessary filings with applicable regulatory bodies and stock exchanges, as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matter authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument and the taking of any such action."

THE DIRECTORS OF THE CORPORATION RECOMMEND THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL OF THE CORPORATION'S 2009 OMNIBUS SHARE COMPENSATION PLAN.

CORPORATE GOVERNANCE

Disclosure of the Corporation's corporate governance practices within the context of *National Instrument 58-101 – Disclosure of Corporate Governance Practices* ("NI 58-101") is attached as Schedule "B" to this Information Circular.

AUDIT COMMITTEE INFORMATION

Charter of the Audit Committee

The charter of the Audit Committee of the Corporation is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Audit Committee currently consists of three members, all of whom are financially literate. Erik Koudstaal, CA (Chair of the Audit Committee), J. Michael Smith, and Ernesto Echavarria are considered independent under National Instrument 52-110 – Audit Committees ("NI 52-110").

Relevant Education and Experience

Erik Koudstaal is a Canadian chartered accountant and was a partner at Ernst & Young LLP from 1975 until 2001, J. Michael Smith had a 38 year banking career with RBC Royal Bank, holding senior management positions and is a Director of a registered public charity and Ernesto Echavarria is a certified public accountant with extensive business experience.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year were any Audit Committee's recommendations to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on any exemption under Part 8 of *National Instrument 52-110 – Audit Committees*.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The fees paid by the Corporation to its auditor in each of the last two fiscal years are:

Financial Year Ending	Audit Fees	Audited Related Fees	Separate Tax Fees
October 31, 2018	\$66,750	\$15,000	\$29,193
October 31, 2017	\$65,000		\$41,000

Venture Issuer Exemption

The Corporation, as a "Venture Issuer", is relying upon section 6.1 of *National Instrument 52-110 – Audit Committees* exempting the Corporation from certain requirements relating to the composition of the Audit Committee and reporting obligations.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be obtained on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the Corporation's most recently completed financial year. Copies of the Corporation's financial statements and management's discussion and analysis are available upon request from the Corporate Secretary at 650, 340 - 12th Avenue S.W., Calgary, Alberta T2R 1L5, telephone (403) 264-2820.

APPROVAL

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

DATED the 18th day of April, 2019.

“Elmer B. Stewart”

ELMER B. STEWART

President, Chief Executive Officer and Director

Schedule “A”

AUDIT COMMITTEE

THE AUDIT COMMITTEE CHARTER

The following is the Corporation’s “Audit Committee Charter”:

Purpose

The primary function of the audit committee of Copper Fox Metals Inc. (the “Committee”) is to assist the board of directors (the “Board”) of the Corporation in fulfilling its responsibilities by reviewing the financial reports and other financial information provided by Copper Fox to any regulatory body or the public, the Corporation’s systems of internal controls regarding preparation of those financial statements and related disclosures that management and the Board have established and the Corporation’s auditing, accounting and financial reporting processes generally. Consistent with this function, the Committee encourages continuous improvement of, and fosters adherence to, the Corporation’s policies, procedures and practices at all levels. The Committee’s primary objectives are to:

- assist directors in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
- provide for open communication between directors and external auditors;
- enhance the external auditor’s independence;
- increase the credibility, transparency and objectivity of financial reports; and
- strengthen the role of the outside or “independent” directors by facilitating in depth discussions between directors on the Audit Committee, management and external auditors.

Composition

The Committee is comprised of three or more directors as determined by the Board, if at all possible with the majority of whom shall be “independent” (as such term is used in National Instrument 52-110 ---Audit Committees (“NI 52-110”)) unless the Board shall have determined that the exemption contained in section 3.6 of NI 52-110 would be applicable and has determined to rely thereon.

All of the members of the committee shall be “financially literate” (as defined in NI 52-110) unless the Board shall determine that an exemption under NI 52-110 from such requirement in respect of any particular member would be applicable and has determined to rely thereon in accordance with the provisions of NI 52-110.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and remain as members of the Committee until their successors shall be duly elected and qualified.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its mandate to foster open communication, the Committee should meet at least annually with management and the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Chief Financial Officer (if appointed) is required to be present at the meetings of the Committee and may be excused from all or part of any such meetings by the independent sitting members.

Minutes of all meetings of the Committee shall be taken and the Committee shall report the results of its meetings and reviews undertaken and any associated recommendations or resolutions to the Board. A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee shall be valid resolution of the Committee.

A quorum for meetings of the Committee shall be majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the committee shall be the same as those governing the Board.

Members of the Committee may participate in a meeting of the Committee by means of telephone or other communication device or facilities that permit all persons participating in any such meeting to hear one another.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. Documents/Reports Review

3. Review and update this Charter, as conditions dictate.
4. Review the financial statements, prospectuses, MD&A, annual information forms and all public disclosures containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval where required.
5. Review the reports to management prepared by the external auditors and management responses.
6. Established procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
7. Review and Approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the issuer.
8. Review of significant auditor findings during the year, including the status of previous audit recommendations.

9. Be satisfied with and periodically assess the adequacy of procedures for the review of corporate disclosure that is derived or extracted from the financial statements.

B. External Auditors

10. Be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
11. Recommend to the Board the external auditors to be nominated for appointment by the shareholders.
12. Recommend to the Board the terms of engagement of the external auditor, including their compensation and a confirmation that the external auditors shall report directly to the Committee.
13. On an annual basis, review and discuss with the auditors all significant relationships the auditors have with the Corporation to determine the auditors' independence.
14. Review the performance of the external auditors and approve any proposed discharge of the external auditors when circumstances warrant.
15. When there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change.
16. Periodically consult with the external auditors, without the presence of management, about internal controls and the fullness and accuracy of the organization's financial statements.
17. Consider, in consultation with the external auditor, the audit scope and plan of the external auditor.
18. Pre-approve the completion of any non-audit services by the external auditors and determined which non-audit services the external auditor is prohibited from providing and the Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services, provided that such member(s) reports to the Committee at the next scheduled meeting such pre-approval and the members(s) complies with such other procedures as may be established by the Committee from time to time.

C. Financial Reporting Processes

19. In consultation with the external auditors and management, review the integrity of the organization's financial reporting processes both internal and external. Consider judgments concerning the appropriateness of the Corporation's accounting policies.
20. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors or management.
21. Review risk management policies and procedures of the Corporation (i.e., hedging, litigation and insurance).

D. Process Improvement

22. Review with external auditors their assessment of internal controls, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit, and upon completion of the audit, their reports upon the financial statements.

E. Ethical and Legal Compliance

23. Ensure that management has the proper review system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to regulatory organizations and the public satisfy legal requirements.
24. Conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain, and to set and pay compensation for any independent counsel and other professionals to assist in the conduct of any investigation, subject to the Board approving any expenditure in excess of \$10,000 in this regard.
25. Perform any other activities consistent with this Charter, the Corporation's Articles and governing law, as the Committee or the Board deems necessary or appropriate.

Schedule “B”

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the board of directors (the “Board”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices (“NI 58-101”), which came into effect for financial years ending on or after June 30, 2005, the Corporation is required to disclose its corporate governance practices as summarized below.

Board of Directors

The Board of the Corporation facilitates its exercising of independent supervision over the Corporation’s management through meetings of the Board and both directly and indirectly through its committees.

Except as disclosed below, all of the Corporation’s current directors are “independent” directors in that they are independent and free from an interest, and any business or other relationship which could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Corporation, other than interests and relationships arising from shareholders

Elmer Stewart is a member of management and is therefore not independent.

Directorship

Certain of the directors are presently directors in one or more other reporting issuers, as follows:

Name	Other Reporting Issuers
Ernesto Echavarria	None
Erik Koudstaal	None
R. Hector MacKay-Dunn, J.D., Q.C.	None
J. Michael Smith	District Copper Corp. (TSX-V)
Elmer B. Stewart	District Copper Corp. (TSX-V)

Orientation and Continuing Education

Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Corporation’s business will be necessary and relevant to each new director. The Corporation provides continuing education to its directors as such need arises and encourages open discussion at all meetings which format encourages learning by the directors.

Ethical Business Conduct

The Corporation endeavours to select only people of the highest personal moral stature and expects them to follow a high ethical standard when exercising their authority or discretion in all of the Corporation's business dealings.

Nomination of Directors

The Board determines new nominees to the Board, although no formal process has been adopted.

Compensation of Directors

The directors are presently not compensated for their services other than through incentive stock options. See "Compensation of Directors" above for more detail.

Compensation Committee

The Compensation Committee currently consists of three members. R. Hector MacKay-Dunn, J.D, Q.C. (Chair of the Compensation Committee), J. Michael Smith, and Ernesto Echavarria are considered independent in accordance with NI 52-110.

The Compensation Committee is responsible for developing and reviewing the Corporation's compensation programs. See "Executive Compensation – Compensation Discussion and Analysis" above for more detail.

Corporate Governance Committee

The Corporate Governance Committee currently consists of three members. R. Hector MacKay-Dunn, J.D., Q.C. (Chair of the Corporate Governance Committee) and Erik Koudstaal are considered independent in accordance with NI 52-110. Elmer Stewart is not considered independent under NI 52-110 as Mr. Stewart is an executive officer of the Corporation.

The purpose of the Corporate Governance Committee is to provide support for the stewardship and governance role of the Board. The Corporate Governance Committee is tasked with developing and recommending to the Board a set of corporate governance principles applicable to the Corporation

Other Board Committees

Other than the Audit Committee, Compensation Committee and Corporate Governance Committee, there are presently no other committees of the Board.

Assessments

The Corporation has contemplated a plan for an annual review of the performance of every director and officer, however to date no formal process has been adopted.

