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**MANAGEMENT PROXY CIRCULAR**  
**As at and Dated May 26, 2016**  
(Unless otherwise noted)

**MANAGEMENT SOLICITATION OF PROXIES**

This Management Proxy Circular (“*Circular*”) accompanies the Notice of the 2016 Annual General Meeting (“*Notice of Meeting*”) of holders of common shares (the “*Shareholders*”) of Sama Resources Inc./Ressources Sama Inc. (the “*Corporation*” or “*Company*”) scheduled to be held in the *Boardroom at Suite 132, 1320 Graham, Ville Mont-Royal, Quebec, Canada H3P 3C8 on Thursday, June 30, 2016 at 11:00 a.m. (Eastern Daylight Time)* (the “*Meeting*”), and is furnished in connection with the solicitation by management of the Corporation of proxies to be used at that Meeting and all adjournments or postponements thereof.

The solicitation of proxies will be made primarily by mail but proxies may also be solicited by telephone or other electronic means of communication by officers, directors or regular employees of the Corporation at nominal cost. Employees of the Corporation will not receive any extra compensation for such activities. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the Shareholders of the Corporation in favour of the matters set forth in the Notice of the Meeting. The Corporation may pay brokers or other persons holding common shares of the Corporation (“*Common Shares*”) in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and this Circular to beneficial owners of Common Shares and obtaining proxies therefor. The cost of the solicitation of proxies will be borne by the Corporation.

The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the form of proxy accompanying this Circular are officers and/or directors of the Corporation. **A registered shareholder of the Corporation has the right to appoint a person or company (who need not be a shareholder of the Corporation) to represent the registered shareholder at the meeting other than the persons designated in the form of proxy accompanying this Circular. A registered shareholder may exercise this right either by inserting the name of that person or company in the blank space provided in the form of proxy and striking out the other names or by completing another proper form of proxy.** To be effective, proxies must be deposited at the office of the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“*Computershare*”), Proxy Dept., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, Canada, no later than 11:00 AM (Eastern Daylight Time) on June 28, 2016. Proxies delivered after that time will not be accepted.

Proxies given by registered Shareholders for use at the Meeting may be revoked at any time before their use. In addition to revocation, if any, or other matters permitted by law, a proxy may be revoked by depositing an instrument in writing, including another completed form of proxy, executed by the registered Shareholder, or by the registered Shareholder's attorney duly authorized in writing or where the registered Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Corporation, (Attn: Cyndi Laval), at Suite 2300, 550 Burrard Street, Vancouver, BC V6C 2B5, Canada, 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 chair of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, or in any other manner permitted by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **VOTING AND DISCRETION OF PROXIES**

The Common Shares represented by the proxies solicited by management of the Corporation pursuant to this Circular will be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken and where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

**ON A POLL, SUCH COMMON SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER.**

The form of proxy accompanying this Circular confers discretionary authority on the persons named therein in respect of amendments or variations to the matters referred to in the Notice of Meeting and in respect of other matters that may properly come before the Meeting, or any adjournment or postponement thereof.

As at the date of this Circular, management knows of no such amendments or variations or other matters that may properly come before the Meeting but, if any such amendments, variations or other matters are properly brought before the Meeting, the persons named in the proxies will vote thereon in accordance with their best judgment.

### **INFORMATION FOR REGISTERED SHAREHOLDERS**

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed proxy and returning it to the Corporation's transfer agent, Computershare, by mail or by hand to the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada;
- (b) using a touch-tone phone to transmit voting choices to the toll-free number indicated in the proxy. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the Shareholder's account number and the proxy control number;
- (c) using the Internet through the website of the Corporation's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the Shareholder's account number and the proxy control number; or
- (d) using a Smartphone by scanning the QR code to vote immediately.

In all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment or postponement thereof at which the proxy is to be used.

### INFORMATION FOR NON-REGISTERED SHAREHOLDERS

**Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are “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 Corporation through which they purchased the Common Shares.** More particularly, a person is not a registered Shareholder in respect of Common Shares which are held on behalf of that person (the “*Beneficial Shareholder*”) but which are registered either: (a) in the name of an intermediary (an “*Intermediary*”) that the Beneficial Shareholder deals with in respect of the Common Shares (Intermediaries include, among other things, banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

Existing regulatory policy requires brokers and other Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. The various Intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to its registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e., the Intermediary) how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“*Broadridge*”). Broadridge typically prepares a machine readable voting instruction form (“*VIF*”), mails the VIFs to the Beneficial Shareholders and asks Beneficial 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 Common Shares to be represented at the Meeting. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge), well in advance of the Meeting in order to have the Common Shares voted.

These securityholders’ materials are being sent to both registered and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Common Shares on your behalf.

By choosing to send these materials to you directly, the Corporation (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. Please return your voting instructions as specified in the request for voting instructions.

Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“*Objecting Beneficial Owners*”, or “*OBOs*”) and those who do not object to their identity being made known to the issuers of the securities they own (“*Non-Objecting Beneficial Owners*”, or “*NOBOs*”). Subject to the provisions of National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“*NI 54-101*”), issuers may request and obtain a list of their NOBOs from Intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs.

The Corporation's OBOs can expect to be contacted by Broadridge or their Intermediary as set out above.

The Corporation has not adopted the notice and access procedure described in NI 54-101 and National Instrument 51-102, *Continuous Disclosure Obligations* to distribute its proxy-related materials to the registered and Beneficial Shareholders. In addition, the Corporation has not agreed to pay to distribute the proxy-related materials to the OBOs.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the proxy provided to them and return the same to the Intermediary in accordance with the instructions provided by such Intermediary.**

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

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

Other than as set forth in this Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and executive officers may, however, be interested in the annual approval of the Corporation's stock option plan (the "*Plan*") as detailed below.

#### VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The record date for the determination of Shareholders entitled to receive notice of and vote at the Meeting has been fixed as May 26, 2016 (the "*Record Date*").

To the knowledge of the directors and senior officers of the Corporation, as at May 26, 2016, the following shareholders beneficially own or control or direct, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding
International Finance Corporation	13,059,163	11.76%
MMG Exploration Holdings Limited	15,354,009	13.83%

#### Shares

The authorized capital of the Corporation consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value (the "*Preferred Shares*").

As at the Record Date, 111,005,287 Common Shares are issued and outstanding.

Only Shareholders of record holding Common Shares at the close of business on the Record Date, who either personally attend the Meeting or who have duly completed and delivered a form of proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have their Common Shares voted at the Meeting. The holders of Preferred Shares shall, however, be entitled to notice of meetings of the Shareholders called for the purpose of authorizing voluntary liquidation and dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

Each Common Share entitles the holder thereof 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.

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders will have one vote, and on a poll every Shareholder present in person or represented by a proxy, and every person who is a representative of one or more corporate Shareholders, will have one vote for each Common Share registered in that Shareholder's name on the list of Shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare and will be available at the Meeting. Shareholders represented by proxyholders are not entitled to vote on a show of hands.

### **ELECTION OF DIRECTORS**

The board of directors (the "**Board**") presently consists of seven (7) directors and it is intended to determine the number of directors at seven (7) for the ensuing year. Shareholders of the Corporation will be asked to elect seven (7) directors for the ensuing year. The term of office of each of the present directors expires at the Meeting. The persons named in the form of proxy accompanying this Circular intend to vote for the election of the director nominees whose names are set forth below, each of whom is now a director of the Corporation and has been a director of the Corporation since the date indicated, unless the Shareholder who has given such proxy has directed otherwise. Management of the Corporation does not contemplate that any of such nominees will be unable to serve as a director of the Corporation for the ensuing year but if that should occur for any reason prior to the Meeting or any adjournment or postponement thereof, the persons named in the form of proxy accompanying this Circular have the right to vote for the election of the remaining nominees and may vote for the election of a substitute nominee in their discretion. Each director of the Corporation elected at the Meeting will hold office until the next annual general meeting of the Shareholders of the Corporation held following his election, unless he resigns or is removed as a director of the Corporation in accordance with the By-Laws of the Corporation or the provisions of the *Canada Business Corporations Act* (the "**CBCA**").

The name, province or state and country of residence of each nominee, their position with the Corporation, their principal occupation during the last five years, the date upon which they became a director of the Corporation and the number of Common Shares beneficially owned, directly or indirectly, by them, or over which control or direction is exercised by them, as of the Record Date, is as follows:

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Name, Province or State and Country of Residence and Position with Company <sup>(1)</sup>	Principal Occupation During the Last Five Years <sup>(1)</sup>	Director Since	Number of Common Shares Owned or Over Which Control or Direction is Exercised <sup>(2)</sup>
<b>BENOIT LA SALLE FCPA, FCA<sup>(3)</sup></b> Québec, Canada Director and Chairman of the Board	Chartered Accountant. Chairman of the Board of the Corporation from October 15, 2012 to present. Chairman of the Board of Algold Resources Ltée, a gold deposit exploration and development company, from February 2013 to present. President and Chief Executive Officer of Windiga Energy Inc., a power-producer and renewable energy company, from November 2010 to present. Chairman of the Board of The Canadian Council on Africa, a not-for-profit organization devoted to the promotion of trade and economic relations between Canada and the African continent, from October 2012 to present.	October 15, 2012	2,029,967 <sup>(4)</sup>
<b>MARC-ANTOINE AUDET<sup>(5)</sup></b> Québec, Canada President, Chief Executive Officer and Director	President and Chief Executive Officer of the Corporation since March 26, 2010. Management Consultant, Marc-Antoine Audet Géologue Consultant Inc. (“ <b>MCI</b> ”), a management consulting corporation, since 2009.	March 26, 2010	3,218,029 <sup>(6)</sup>
<b>MARCEL AUBUT, O.C., O.Q., Q.C. AD. E.</b> Québec, Canada Director	Lawyer	June 3, 2013	250,000
<b>MARC FILION<sup>(7)</sup></b> Québec, Canada Director	President of CHIM International from 2006 to present; Chief Financial Officer of Abcourt Mines Inc., since October 2014 and has been a Director of Abcourt Mines Inc. since March 27, 2007.	May 28, 2015	NIL
<b>TODD L. HILDITCH <sup>(8)(9)</sup></b> British Columbia, Canada Director	President of Terraco Gold Corp., a junior gold mining company, from December 21, 1995 to present and Chief Executive Officer from August 8, 2007 to present; formerly President and Chief Executive Officer of the Corporation from July 11, 2006 until March 26, 2010. Management Consultant, Rock Management Consulting Ltd., a private mining management services and consulting company, from 2007 to present.	July 11, 2006	1,325,000
<b>STEVEN J. RYAN</b> Western Australia, Australia Director	Head of Exploration of MMG Limited, a global diversified minerals and metals company listed on the Stock Exchange of Hong Kong Limited, from June 2009 to present.	February 1, 2013	Nil
<b>RICHARD QUESNEL<sup>(9)(10)</sup></b> Québec, Canada Director	Professional Mining Engineer; Chairman of Advisory Board of Colt Resources Inc. from June 2014 to present. Currently President and CEO of Colt Resource Middle East, a private company.	June 3, 2013	1,250,000

Notes:

- (1) *The information as to province or state, country of residence and principal occupation, not being within the knowledge of the Corporation, has been furnished by the respective nominee.*
- (2) *The information as to Common Shares beneficially owned, directly or indirectly, or over which a director exercises control or direction, not being within the knowledge of the Corporation, has been furnished by the respective nominee.*
- (3) *Member of the Corporate Governance, Compensation and Nomination Committee (the “**Governance Committee**”) effective May 27, 2015 to fill the vacancy created after the resignation of Gen. James Gervais on May 20, 2015.*
- (4) *1,586,967 of these Common Shares are held by PGL Capital Inc.*
- (5) *Member of the Audit Committee effective May 27, 2015 to fill the vacancy created after the resignation of Gen James Gervais.*
- (6) *673,029 of these Common Shares are held by MCI, a wholly-owned company of Mr. Audet.*
- (7) *Member of the Audit Committee to fill the vacancy created after the resignation of Richard Quesnel on December 7, 2015.*
- (8) *Member of the Audit Committee.*
- (9) *Member of the Governance Committee*
- (10) *Resigned as a member of the Audit Committee effective December 17, 2015.*

The Corporation does not have any other committees, other than the Audit and the Governance Committee.

### **Corporate Cease Trade Orders or Bankruptcies**

Except as disclosed herein, no proposed director (or any of such director’s personal holding companies) of the Corporation:

- (a) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any corporation, including the Corporation, that 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, for a period of more than 30 consecutive days:
  - (i) that was issued while the proposed director was acting in the capacity as director, executive officer or chief financial officer; or
  - (ii) 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, executive officer or chief financial officer; or
- (b) is as at the date of this Circular or has been within the 10 years before the date of this Circular, a director or executive officer of any corporation, including the Corporation, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

No proposed director (or any of such director’s personal holding companies) has been subject to:

- (d) 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 except for Mr. Richard Quesnel who was found guilty by the Court of Québec on November 17, 2010 for use of privileged information and was subsequently charged with \$132,974 in fines. On June 12, 2012, the Superior Court of Québec reversed the decision from the Court of Québec and found Mr. Quesnel not guilty of all charges against him. This decision was later confirmed by the Québec Court of Appeal; or

- (e) 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.

The foregoing information, not being within the knowledge of the Corporation, has been furnished by the respective directors.

### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of this Circular, “*Named Executive Officers*” or “*NEOs*” means each of the following individuals:

- (a) a chief executive officer (“*CEO*”) of the Corporation;
- (b) a chief financial officer (“*CFO*”) of the Corporation;
- (c) each of the three most highly compensated executive officers of the Corporation, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and the CFO, at the end of the most recently completed financial period ended December 31, 2015, whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, as at December 31, 2015.

During the fifteen-month period ended December 31, 2015, the Corporation’s Named Executive Officers were: Marc-Antoine Audet, President and CEO, and Bryan McKenzie, CFO.

### **DIRECTOR AND NEO COMPENSATION**

#### ***Director and NEO Compensation, excluding Compensation Securities***

The compensation, excluding compensation securities, for the NEOs and directors for the Company’s two most recently completed financial years is as set out below.

During the Company’s financial period ended December 31, 2015, there were no arrangements under which directors were compensated in cash by the Company and its subsidiaries for their services in their capacity as directors.

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Table of Compensation excluding compensation securities							
Name and Position	Year <sup>(1)</sup>	Salary, Consulting Fee, retainer or Commission (\$) <sup>(2)</sup>	Bonus (\$)	Committee Or meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$) <sup>(3)(4)(5)</sup>	Total Compensation (\$)
<b>Benoit LaSalle, FCPA, FCA</b> Director and Chairman of the Board	2014	NIL	NIL	NIL	NIL	NIL	NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL
<b>Marc-Antoine Audet</b> President, Chief Executive Officer and Director	2014 <sup>(6)</sup>	185,004	NIL	NIL	NIL	NIL	185,004
	2015 <sup>(6)(7)</sup>	200,421	NIL	NIL	NIL	NIL	200,421
<b>Bryan McKenzie CPA, CA</b> Chief Financial Officer	2014 <sup>(8)</sup>	79,283	NIL	NIL	NIL	NIL	79,283
	2015 <sup>(8)</sup>	101,970	NIL	NIL	NIL	NIL	101,970
<b>Marcel Aubut, O.C., O.Q., Q.C. AD.E</b> Director	2014	NIL	NIL	NIL	NIL	NIL	NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL
<b>Todd L. Hilditch</b> Director	2014	NIL	NIL	NIL	NIL	NIL	NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL

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Table of Compensation excluding compensation securities							
Name and Position	Year <sup>(1)</sup>	Salary, Consulting Fee, retainer or Commission (\$) <sup>(2)</sup>	Bonus (\$)	Committee Or meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$) <sup>(3)(4)(5)</sup>	Total Compensation (\$)
<b>Marc Filion</b> Director	2014	NIL	NIL	NIL	NIL	NIL	NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL
<b>Steven J. Ryan</b> Director	2014	NIL	NIL	NIL	NIL	NIL	NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL
<b>Richard Quesnel</b> Director	2014	NIL	NIL	NIL	NIL	NIL	NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL

Notes:

- (1) On August 31, 2015 the Corporation changed its year end from September 30 to December 31. Please see “Particulars of Matters To Be Acted Upon – Financial Statements and Auditor’s Report”.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) The Company does not currently have a non-equity incentive plan or a long-term incentive plan for any of its executive officers, including its NEOs, but may award discretionary payments from time to time.
- (4) The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.
- (5) The Company does have a performance bonus plan payable in certain circumstances. Please see “Employment, Consulting and Management Agreements”.
- (6) Mr. Audet’s services as CEO are provided pursuant to a management services agreement between the Company and MCI management consulting company of which Mr. Audet is the principal. Please see “Employment, Consulting and Management Agreements” for more information on this arrangement. Mr. Audet does not receive compensation for his services as a director. Mr. Audet is also the “Directeur “General” for Sama Nickel Côte d’Ivoire SARL and Sama Resources Guinea SARL, subsidiaries of the Corporation, from which he receives no compensation.
- (7) As at December 31, 2015, \$8,955 has been accrued and is payable to MCI.
- (8) Mr. McKenzie’s services as CFO are provided pursuant to a management services agreement between the Company and Sandstone Consulting Ltd. (“Sandstone”), a 100% owned management consulting company of which Mr. McKenzie is the principal. Please see “Employment, Consulting and Management Agreements” for more information on this arrangement.

***Stock Options and other compensation securities***

During the financial period ended December 31, 2015, the table below discloses all compensation securities granted to each NEO and the directors by the Company for services provided, directly or indirectly, to the Company:

Name and position	Type of compensation security <sup>(1)(2)(3)(4)</sup>	Number of compensation securities, number of underlying securities <sup>(1)</sup> , and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant(\$)	Closing price of security or underlying security as at December 31, 2015(\$)	Expiry Date
<b>Benoit LaSalle, FCPA, FCA<sup>(5)</sup></b> Director and Chairman of the Board	Stock Options	500,000 5.39%	April 22, 2015	\$0.19	\$0.19	\$0.13	April 21, 2025
<b>Marc-Antoine Audet<sup>(6)</sup></b> President, Chief Executive Officer and Director	Stock Options	500,000 5.39%	April 22, 2015	\$0.19	\$0.19	\$0.13	April 21, 2025
<b>Bryan McKenzie CPA, CA<sup>(7)</sup></b> Chief Financial Officer	Stock Options	150,000 1.62%	April 22, 2015	\$0.19	\$0.19	\$0.13	April 21, 2025
<b>Marcel Aubut, O.C., O.Q., Q.C. A.D.E.<sup>(8)</sup></b> Director	Stock Options	150,000 1.62%	April 22, 2015	\$0.19	\$0.19	\$0.13	April 21, 2025
<b>Todd L. Hilditch<sup>(9)</sup></b> Director	Stock Options	200,000 2.15%	April 22, 2015	\$0.19	\$0.19	\$0.13	April 21, 2025
<b>Marc Filion<sup>(10)</sup></b> Director	Stock Options	200,000 2.15%	May 28, 2015	\$0.175	\$0.0.175	\$0.13	May 27, 2025
<b>Steven J. Ryan</b> Director	NIL	NIL	NIL	NIL	NIL		NIL
<b>Richard Quesnel<sup>(11)</sup></b> Director	Stock Options	200,000 2.15%	April 22, 2015	\$0.19	\$0.19	\$0.13	April 21, 2025

- (1) Each outstanding stock option of the Company entitles the holder thereof to acquire, upon exercise, one common share in the capital of the Company.
- (2) There has been no compensation security that has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms, the effective date, the reason for the modification, and the name of the holder.
- (3) The stock options granted vested 25% on the date of grant and 25% on each of the dates that is 6, 12, and 18 months after the date of grant.
- (4) There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.
- (5) As at December 31, 2015, Mr. LaSalle held 1,600,000 stock options of the Corporation entitling him to acquire, upon exercise 1,600,000 common shares in the capital of the Corporation (250,000 stock options not vested as at December 31, 2015).

- (6) As at December 31, 2015, Mr. Audet held 1,300,000 stock options of the Corporation entitling him to acquire, upon exercise 1,300,000 common shares in the capital of the Corporation (250,000 stock options not vested as at December 31, 2015).
- (7) As at December 31, 2015, Mr. McKenzie held 725,000 stock options of the Corporation entitling him to acquire, upon exercise 725,000 common shares in the capital of the Corporation (75,000 stock options not vested as at December 31, 2015).
- (8) As at December 31, 2015, Mr. Aubut held 750,000 stock options of the Corporation entitling him to acquire, upon exercise 750,000 common shares in the capital of the Corporation (75,000 stock options not vested as at December 31, 2015).
- (9) As at December 31, 2015, Mr. Hilditch held 550,000 stock options of the Corporation entitling him to acquire, upon exercise 550,000 common shares in the capital of the Corporation (100,000 stock options not vested as at December 31, 2015).
- (10) As at December 31, 2015, Mr. Filion held 200,000 stock options of the Corporation entitling him to acquire, upon exercise 200,000 common shares in the capital of the Corporation (100,000 stock options not vested as at December 31, 2015).
- (11) As at December 31, 2015, Mr. Quesnel held 800,000 stock options of the Corporation entitling him to acquire, upon exercise 800,000 common shares in the capital of the Corporation (100,000 stock options not vested as at December 31, 2015).

### Table of Exercises of Compensation Securities by Named Executive Officers and Directors

During the financial period ended December 31, 2015, the table below discloses each exercise by a director or NEO of compensation securities:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of Underlying securities, exercised	Exercise Price Per Security (\$)	Date Of Exercise	Closing price per security on date of exercise(\$)	Difference Between Exercise price And closing price On date of Exercise (\$)	Total value On exercise Date(\$)
<b>Benoit LaSalle, FCPA, FCA</b> Director and Chairman of the Board	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Marc-Antoine Audet</b> President, Chief Executive Officer and Director	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Bryan McKenzie CPA, CA</b> Chief Financial Officer	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Marcel Aubut, O.C., O.Q., Q.C. AD.E</b> Director	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Todd L. Hilditch</b> Director	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Marc Filion</b> Director	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Steven J. Ryan</b> Director	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
<b>Richard Quesnel</b> Director	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil

## Stock Option Plan

On November 14, 2006, the Board adopted the Plan and the Shareholders of the Corporation approved the Plan on December 13, 2007. The Plan was amended and approved by the Board on January 22, 2014 and recently approved by the Board on April 19, 2016. In accordance with Exchange policy the Plan was approved by the Shareholders of the Corporation on March 26, 2015. The Plan is required to be re-approved and ratified by the Shareholders of the Corporation on an annual basis.

The purpose of the Plan is to attract and motivate directors, employees and consultants to the Corporation and its subsidiaries, and thereby advance the Corporation's interests, by affording such persons with an opportunity to acquire an equity interest in the Corporation through the issuance of stock options.

The terms of the Plan authorize the Board to grant stock options to the Optionees on the following terms (all capitalized terms have the meaning as defined in the Plan):

1. The aggregate maximum number of Common Shares which may be issued pursuant to options granted under the Plan, unless otherwise approved by the Shareholders, may not exceed that number which is equal to 10% of the number of Common Shares issued and outstanding at the time of the option grant.
2. The number of Common Shares under each option will be determined by the Board provided that the aggregate maximum number of Common Shares reserved for issuance pursuant to options granted during any twelve (12) month period to:
  - (a) Insiders may not exceed 10% of the total issued and outstanding shares of the Corporation at the time of grant unless approval by the Disinterested Shareholders (as defined below) has been obtained in accordance with the policies of the Exchange;
  - (b) subject to (c) below, any one Person may not exceed 5% of the total issued and outstanding Common Shares (unless approval by the Disinterested Shareholders has been obtained);
  - (c) any one Consultant may not exceed 2% of the total issued and outstanding Common Shares at the date of such grant; and
  - (d) any one Person engaged in Investor Relations Activities for the Corporation may not exceed 2% of the total issued and outstanding Common Shares and must vest in stages over a 12-month period with no more than  $\frac{1}{4}$  of the Options vesting in any three-month period;

in each case calculated as at the date of grant of the Option, including all other shares under Option to such Person at that time.

3. The exercise price of an Option may not be set at less than the minimum price permitted by the Exchange or less than the Discounted Market Price.
4. Options granted will have a maximum term of up to 10 years from the date of grant.
5. Options are non-assignable and non-transferable.
6. Options can only be exercised by the Optionee as long as the Optionee remains an eligible Optionee pursuant to the Plan or within a period of not more than 90 days after ceasing to be an eligible Optionee (30 days in the case of a person engaged in Investor Relations Activities).

7. In the event of death of an Optionee, the Optionee's heirs or administrators may exercise any portion of such Option until the earlier of one year following the date of the Optionee's death or the expiry of the Option Period.
8. In the event that the Optionee shall cease to be a Director, Employee or Consultant by reason of such Optionee's disability, any Options held by such Optionee that could have been exercised immediately prior to such cessation shall be exercisable by such Optionee, or by his Guardian, for a period of 30 days following the date of such cessation. If such Optionee dies within that 30-day period, any Option held by such Optionee that could have been exercised immediately prior to his or her death shall pass to the Qualified Successor of such Optionee, and shall be exercisable by the Qualified Successor until the earlier of 30 days following the death of such Optionee and the expiry of the Option Period.
9. Employment shall be deemed to continue intact during any military or sick leave or other bona fide leave of absence if the period of such leave does not exceed 180 days or, if longer, for so long as the Optionee's right to re-employment with the Corporation or its subsidiary is guaranteed either by statute or by contract. If the period of such leave exceeds 180 days and the Optionee's re-employment is not so guaranteed, then the Optionee's employment shall be deemed to have terminated on the 181<sup>st</sup> day of such leave.
10. In the event an Optionee shall cease to be a Director, Employee or Consultant of the Corporation for termination for cause, the Option shall terminate and shall cease to be exercisable upon such termination for cause.
11. Subject to any required regulatory approval, the Board may, in its discretion, accelerate the vesting or exercisability of any Option and all Option shares subject to an Option become vested in the event of a take-over bid. The exercise price and the number of Common Shares which are subject to an Option may be adjusted from time to time for share dividends, and in the event of recapitalization, subdivision, arrangement, amalgamation, reorganization or change in the capital structure of the Corporation.
12. Subject to Exchange approval and certain other conditions, the exercise price of an Option may be reduced at the discretion of the Board if prior Exchange approval is obtained and at least six (6) months have elapsed since the date the Option was granted and the date the exercise price for such Option was last amended. For any reduction in the exercise price of an Option held by an Insider of the Corporation, approval by the Disinterested Shareholders (as defined below) will be required.
13. Options issued to Optionees other than Consultants who perform Investor Relations Activities, may at the discretion of the Board be subject to vesting conditions.

The Exchange requires that "rolling" stock Option plans such as the Corporation's Plan must receive annual approval by the Shareholders. Thereafter, notice of Options granted under the Plan must be given to the Exchange. Any amendments to the Plan must also be approved by the Exchange and, if necessary, approval by the Disinterested Shareholders of the Corporation obtained prior to becoming effective.

**"Approval by the Disinterested Shareholders"** means approval by a majority of votes cast by all Shareholders at the Meeting, excluding votes attached to Common Shares beneficially owned by Insiders of the Corporation to whom Options may be granted pursuant to the Plan and their associates in accordance with the policies of the Exchange.

A copy of the Plan may be inspected at the offices of Gowling WLG (Canada) LLP, counsel to the Corporation, Suite 2300, 550 Burrard Street, Vancouver, BC, during normal business hours and at the Meeting. In addition, a copy of the Plan will be mailed, free of charge, to any holder of Common Shares who makes a request in writing to the Corporation. Any such requests should be mailed to the Corporation, at its head office at Suite 2390, 1055 West Hastings Street, Vancouver, BC V6E 2E9, Canada, to the attention of the Corporate Secretary.

See “*Particulars of Matters to Be Acted Upon –Approval of Stock Option Plan*” for further particulars

### **Employment, Consulting and Management Agreements**

Management services are provided to the Company by companies controlled by the respective NEOs. Other than as set forth below, the Company does not have any contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEO’s responsibilities.

### **MCI Agreement**

Effective November 24, 2010, the Corporation entered into a management services agreement (the “*MCI Agreement*”) with MCI, a corporation controlled by Mr. Marc-Antoine Audet. Pursuant to the MCI Agreement, MCI agreed to provide a minimum of 50% of Mr. Audet’s time to serve as the Corporation’s CEO and President. Pursuant to the MCI Agreement, the Corporation agreed to pay MCI total annual fees of \$120,000 payable in equal monthly installments, including reimbursement of expenses, subject to periodic revision by the Corporation and MCI. The MCI Agreement was amended on May 3, 2011, to increase the amount of time devoted by Mr. Audet to serve as the Corporation’s CEO and President to a minimum of 75%. As a result, the annual fees paid to MCI were increased effective June 1, 2011 from \$120,000 to \$185,000 (the “*CEO Annual Remuneration*”). The MCI Agreement was again amended on January 26, 2015 and April 16, 2016 to revise the Change of Control terms, as such terms are defined below. The term of the MCI Agreement is indefinite, but the engagement of MCI and the MCI Agreement may be terminated by either party. The MCI Agreement provides for certain payments and benefits to MCI on its termination, without cause, resignation for Good Cause and a Change of Control of the Corporation as such terms are defined below. The Corporation may terminate the MCI Agreement without cause at any time by notice in writing stating the last day of engagement and MCI may resign for Good Cause under the MCI Agreement on two weeks’ written notice (the end of such notice being the “*Termination Date*”). The Corporation will be obligated to provide compensation in the form of a termination payment on the 5<sup>th</sup> day following the Termination Date, as follows:

- (a) the full amount of the installments falling due in respect of the CEO Annual Remuneration through to the Termination Date; and
- (b) an additional lump sum amount equivalent to (twelve) 12 months of Annual Remuneration, calculated on the Management Consultant’s Annual Remuneration at the highest rate in effect during the twelve (12) month period immediately preceding the Termination Date with a minimum amount payable of \$185,000, exclusive of other remuneration.

The Corporation may at any time terminate the MCI Agreement for any just cause that would in law permit the Corporation to, without notice, terminate the engagement of MCI.

“*Change of Control*” in the MCI Agreement is defined as:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting in concert, as such terms are defined in the *Securities Act* (British Columbia), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 50% of the outstanding Common Shares of the Corporation; or

- (b) the removal, by extraordinary resolution of the Shareholders of the Corporation, of more than fifty-one percent (51%) of the then incumbent directors of the Corporation, or the election of a majority of directors to the Corporation's board who were not nominees of the Corporation's incumbent board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Corporation, or the consummation of a reorganization, merger, plan or arrangement or other transaction which has substantially the same effect except where such sale or transaction is for the purposes of financing the construction of a mine.

**“Good Cause”** in the MCI Agreement means the occurrence of one of the following events without the MCI's express written consent:

- (d) a material reduction in the MCI's responsibilities, except as a result of Dr. Audet's death, disability or retirement;
- (e) a reduction by the Corporation in the CEO Annual Remuneration, without the prior written consent of MCI; and
- (f) any material breach by the Corporation of the MCI Agreement.

### ***Sandstone Agreement***

The Corporation entered into an agreement dated January 17, 2010 and amended November 24, 2010 and May 8, 2013. (the **“Sandstone Agreement”**), with Sandstone, a company controlled by Mr. Bryan McKenzie, for the provision of financial management consulting services by Bryan McKenzie and his services to act as the Corporation's CFO. Pursuant to the Sandstone Agreement, the Corporation agreed to pay Sandstone total annual fees of \$74,160 payable in equal monthly installments, subject to periodic revision by the Corporation and Sandstone. The Sandstone Agreement was amended on January 22, 2014, to increase the annual fees paid to Sandstone effective January 22, 2014 from \$74,160 to \$81,576 (the **“CFO Annual Remuneration”**). The term of the Sandstone Agreement is indefinite, but the engagement of Sandstone and the Sandstone Agreement may be terminated by either party. The Sandstone Agreement provides for certain payments and benefits to Sandstone on its termination, without cause, resignation for Good Cause and a Change of Control of the Corporation as such terms are defined below. The Corporation may terminate the Sandstone Agreement without cause at any time by notice in writing stating the last day of engagement and Sandstone may resign for Good Cause under the Sandstone Agreement on two weeks' written notice (the end of such notice being the **“Termination Date”**). The Corporation will be obligated to provide compensation in the form of a termination payment on the 5<sup>th</sup> day following the Termination Date, as follows:

- (a) the full amount of the instalments of the Consulting Fee through to the Termination Date plus the amount, if any, of any accrued unpaid expenses, and the amount, if any, of any other Consulting Fee actually accrued and then payable to the Management Consultant which has not been paid; and
- (b) an additional lump sum amount equivalent to twelve (12) months of the Consulting Fee, calculated on the Management Consultant's Consulting Fee at the highest rate in effect during the twelve (12) month period immediately preceding the Termination Date, exclusive of any other amounts.

“**Change of Control**” in the Sandstone Agreement is defined as:

- (c) the acquisition, directly or indirectly, by any person or group of persons acting in concert, as such terms are defined in the *Securities Act* (British Columbia), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 50% of the outstanding Common Shares of the Corporation; or
- (d) the removal, by extraordinary resolution of the Shareholders of the Corporation, of more than fifty-one percent (51%) of the then incumbent directors of the Corporation, or the election of a majority of directors to the Corporation’s board who were not nominees of the Corporation’s incumbent board at the time immediately preceding such election; or
- (e) consummation of a sale of all or substantially all of the assets of the Corporation, or the consummation of a reorganization, merger, plan or arrangement or other transaction which has substantially the same effect, except where such sale or transaction is for the purposes of financing the construction of a mine and is approved by the majority of the directors of the Corporation.

“**Good Cause**” in the Sandstone Agreement is defined as the occurrence of one of the following events without the Management Consultant’s express written consent:

- (f) the assignment by the Corporation of duties inconsistent with the terms of this Agreement, including the scope of the Management Consultant’s duties and the office held by the Qualified Individual; or
- (g) a reduction by the Corporation in the Consulting Fee.

If a severance payment triggering event had occurred on December 31, 2015, the severance payments that would have been payable to each of the Named Executive Officers under the MCI Agreement and the Sandstone Agreement, as the case may be, would have been approximately:

NEO	Triggering Event			
	Resignation	Retirement	Termination Without Cause and Resignation For Good Cause	Change of Control
MCI ( <i>Marc-Antoine Audet</i> )	Nil	N/A	\$185,000	\$185,000
Sandstone ( <i>Bryan McKenzie</i> )	Nil	N/A	\$81,576	\$81,576

The Corporation believes that the arrangements with the Named Executive Officers are an important component of the overall compensation package it offers to its NEOs and is necessary in order to attract and retain its key executives. As with the other elements of compensation, when negotiating the termination and optioned share arrangements, the Governance Committee and the Board consider all elements of compensation in total rather than one element in isolation.

## ***Oversight and Description of Director and Named Executive Officer Compensation***

### **Compensation Discussion and Analysis**

The Governance Committee of the Board of the Corporation consists of Messrs. Benoit LaSalle, FCPA, FCA <sup>(1)</sup>, Todd Hilditch and Richard Quesnel. Pursuant to its mandate, the Governance Committee is responsible for implementing and overseeing human resources and compensation philosophy of the Corporation and making recommendations to the Board with respect to the compensation of all officers of the Corporation. The Board ensures that total compensation paid to officers is fair and reasonable and is consistent with the Corporation's compensation philosophy.

The Corporation does not generate operating cash flow and relies on equity financings to fund its exploration and corporate activities. Therefore, as the Corporation seeks to attract, retain and motivate highly skilled and experienced officers it must, at the same time, consider current market and industry circumstances and the Corporation's liquidity and ability to raise further capital. Each of the current NEOs is a consultant of the Corporation or the principal of a corporation that provides consulting services to the Corporation.

*Note:*

(1) *Gen. Gervais resigned from the Board of Directors and Governance Committee on May 20, 2015. Mr. LaSalle was appointed Chairman to the Governance Committee on May 27, 2015 to fill the vacancy created by the resignation of Gen. Gervais.*

### ***Elements of Executive Compensation***

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the fifteen-month period ended December 31, 2015, the two basic components of the executive officer compensation program were fixed cash remuneration and option-based compensation pursuant to the Corporation's Plan. The Corporation does not have any formal annual discretionary cash bonuses, perquisites or personal benefits programs. The Corporation has agreed to reimburse the CEO annually, an amount equal to two round trip airfares from Montreal, Québec to Côte d'Ivoire for a family member of the CEO.

Fixed cash remuneration comprises the total cash-based compensation. Option-based compensation represents compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on the market performance of the Common Shares. To date, no specific formula has been developed to assign a specific weighting to this component. Instead, the Board considers the factors discussed below and the Corporation's performance and assigns compensation based on this assessment and the recommendations of the Governance Committee. In determining the total compensation of any NEO, the Board considers all elements of compensation in total rather than one element in isolation.

The Board approves the cash remuneration ranges for the NEOs. The base remuneration review for each NEO is based on an assessment of factors such as current competitive market conditions and particular skills, such as leadership ability, management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Board, using budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment of the compensation of all compensation levels for its officers.

During the fifteen-month period ended December 31, 2015, the Company did not award any increases in the annual consulting fees of the NEOs in response to the subjective assessment of their respective performance, analysis of external market conditions and competitive needs to retain its qualified personnel.

### ***Executive Compensation Philosophy and Objectives***

The Corporation's principal goal is to create value for its Shareholders. The Corporation's compensation philosophy reflects this goal and is based on the following fundamental principles:

1. compensation programs align with Shareholders' interests – the Corporation aligns the goals of executives with maximizing long-term Shareholder value;
2. performance sensitive – compensation for executive officers should be linked to operating and market performance of the Corporation and fluctuate with the performance; and
3. offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing executive officers who are performing according to their objectives and to attract new individuals of the highest calibre.

The objectives of the Corporation in compensating all NEOs were developed based on the above mentioned compensation philosophy and are as follows: to attract, motivate and retain highly qualified executive officers; to align the interests of executive officers with Shareholders' interests by making long-term, equity-based incentives through the granting of stock options and evaluating executive performance on the basis of key measurements that correlate to long-term Shareholder value; and to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

### ***Competitive Compensation***

The Corporation is dependent on individuals with specialized skills and knowledge related to the exploration for, and the development of, mineral prospects, corporate finance, corporate secretarial and management. The Corporation seeks to attract, retain and motivate highly skilled and experienced officers by providing competitive compensation. The Governance Committee reviews compensation practices of similarly situated companies and from time to time may consult external, independent advisors who specialize in the area of compensation prior to making its recommendations to the Board. Although the Governance Committee reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the NEO's role within the Corporation, it is primarily focused on remaining competitive in the marketplace with respect to total compensation.

### ***Option-based Awards***

The Corporation has no long-term incentive plan other than the Plan. The Corporation's Plan provides for the grant of stock options to directors, officers, employees and consultants of the Corporation and its subsidiaries. The purpose of the Plan is to provide an incentive for directors, officers, employees and consultants of the Corporation and its subsidiaries to directly participate in the Corporation's growth and development by providing them with the opportunity through options to purchase Common Shares. The grant of such stock options advances the interests of the Corporation and its Shareholders through the motivation, attraction and retention of these individuals.

The Governance Committee determines the ranges of stock option grants for each level of officers, employees, directors and consultants to whom it recommends that grants be made. The Governance Committee makes recommendations to the Board regarding the amounts and terms of stock option grants for the directors, officers, employees and consultants. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position and contribution to the Corporation.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the TSX Venture Exchange (the “*Exchange*”) from the market price of the Common Shares on the date of grant;
- the date on which each stock option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year. Previous grants are taken into account when considering new grants.

### ***Compensation Governance***

The Governance Committee consists of three (3) independent directors within the meaning of National Instrument 52-110, *Audit Committees* (“*NI 52-110*”), Benoit LaSalle, FCPA FCA, Todd Hilditch and Richard Quesnel.

On May 8, 2013, the Board adopted the Corporate Governance, Nomination and Compensation Committee Mandate, which replaced the former Compensation Committee Mandate. The Governance Committee has responsibility for determining the appropriate levels of compensation for management and for determining related compensatory matters such as the granting of incentive stock options and cash remuneration paid to the non-management independent directors. The Governance Committee makes its determination on such matters for recommendation to the Board.

To determine an objective process for compensation, the Governance Committee reviews the adequacy and form of compensation in comparison to other companies of similar size and stage of development. The Governance Committee meets at least annually. None of the Governance Committee members has any direct experience that is relevant to his responsibilities in executive compensation, however, the independence of the majority of its members and their knowledge of the market through experience and peer comparison enable the Governance Committee to make decisions on the suitability of the Corporation’s compensation practices.

The Governance Committee has not formally considered the implications of the risks associated with the Corporation’s compensation policies and practices.

The Corporation has not placed a restriction on NEOs or directors concerning the purchase of financial instruments (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly by the NEOs or employees.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity securities of the Corporation which have been authorized for issuance under the Plan, as of the end of the Corporation's most recently completed financial period ended December 31, 2015:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans Approved By Shareholders <sup>(1)</sup>	9,285,000	\$0.26	1,550,478

- Note:
- (1) *The stock options are governed by the Corporation's Plan, as more particularly described under "Stock Options and other Compensation Securities". Effective April 19, 2016, the Board approved the Stock Option Plan in compliance with the policies of the Exchange that the Shareholders are being asked to approve at the Meeting. See "Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan".*
- (2) *Based on the issued and outstanding shares of the Corporation on December 31, 2015.*

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS/EMPLOYEES

The following table sets out the aggregate indebtedness outstanding of all current and former executive officers, directors and employees of the Corporation and its subsidiaries as of the Record Date:

Aggregate Indebtedness (\$)		
Purpose	To the Corporation or its Subsidiaries	To Another Entity
Share purchases	Nil	Nil
Other	\$7,682 <sup>(1)</sup>	Nil

- Note:
- (1) *Amount owing by Ivorian employees of a subsidiary of the Corporation, who are not directors or executive officers of the Corporation or any of its subsidiaries or affiliates, with respect to a home relocation loan, a vehicle loan and tuition loans for their children's education.*

Except as disclosed above, at no time during the Corporation's last completed financial period or as of the Record Date, was any director, executive officer, employee, proposed director nominee for election as a director of the Corporation nor any associate of any such director, executive officer, or proposed director nominee of the Corporation or any former director, executive officer or employee of the Corporation or any of its subsidiaries indebted to the Corporation or any of its subsidiaries 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.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

On August 28, 2015, the Corporation completed a brokered private placement (the “**Brokered Placement**”) of units of the Corporation (the “**Brokered Units**”) at a price of \$0.15 per Brokered Unit, each Brokered Unit consisting of one Common Share and one non-transferable share purchase warrant, each whole warrant (a “**Brokered Warrant**”) entitling the holder thereof to purchase one Common Share of the Corporation (a “**Brokered Warrant Share**”) at a price of \$0.25 per Brokered Warrant Share until August 28, 2020. Marc-Antoine Audet and Benoit La Salle FCPA, FCA, both directors of the Corporation purchased personally or through their respective companies a total of 430,000 Brokered Units under the Brokered Placement. Each director disclosed his interest in the Brokered Placement and abstained from voting on his respective interest.

On September 22, 2015, the Corporation completed non-brokered private placement (the “**Non-Brokered Placement**”) of units of the Corporation (the “**Non-Brokered Units**”) at a price of \$0.15 per Non-Brokered Unit, each Non-Brokered Unit consisting of one Common Share and one non-transferable share purchase warrant, each whole warrant (a “**Non-Brokered Warrant**”) entitling the holder thereof to purchase one Common Share of the Corporation (a “**Non-Brokered Warrant Share**”) at a price of \$0.25 per Non-Brokered Warrant Share until September 22, 2020. Marc-Antoine Audet, a director of the Corporation purchased personally or through his respective company a total of 186,666 Non-Brokered Units under the Non-Brokered Placement. Mr. Audet disclosed his interest in the Non-Brokered Placement and abstained from voting on his respective interest.

Other than as set out above and elsewhere in this Circular, and other than transactions carried out in the ordinary course of business of the Corporation or any of its subsidiaries, none of the directors or executive officers of the Corporation, a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of the Corporation, nor any Shareholder beneficially owning, directly or indirectly, Common Shares, or exercising control or direction over Common Shares of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Corporation nor an associate or affiliate of any of the foregoing persons has since October 1, 2014 (being the commencement of the Corporation’s last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

## APPOINTMENT AND REMUNERATION OF AUDITOR

Management of the Corporation proposes to nominate as the external auditor of the Corporation, PricewaterhouseCoopers LLP (“**PwC**”), Chartered Accountants, to serve until the close of the next annual general meeting of the Corporation, and to authorize the directors to fix the remuneration of the auditor so appointed. See “*Particulars of Matters To Be Acted Upon – Appointment of Auditor*”

## AUDIT COMMITTEE

Pursuant to *National Policy 52-110 – Audit Committees*, the Corporation is required to provide disclosure with respect to its Audit Committee, including the text of the Audit Committee’s charter, composition of the Audit Committee and fees paid to the external auditors. Attached hereto as “Schedule “A” is the text of the Audit Committee’s Charter.

## Composition of the Audit Committee

Following the election of the directors pursuant to this Circular, the following directors will be members of the Audit Committee of the Corporation:

Name	Independent <sup>(1)</sup>	Financially Literate <sup>(2)</sup>
Marc-Antoine Audet <sup>(3)</sup>	No	Yes
Todd L. Hilditch	Yes	Yes
Marc Filion <sup>(4)</sup>	Yes	Yes

### Notes:

- (1) Pursuant to National Policy 58-201, Corporate Governance Guidelines (“NP 58-201”) and section 1.4 of NI 52-110, a member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Corporation’s Board, reasonably interfere with the exercise of a member’s independent judgment. Exchange issuers such as the Corporation, are exempt from such independency requirements pursuant to section 21(b) of Exchange Policy 3.1, Directors, Officers, Other Insiders & Personnel and Corporate Governance, which states that the Corporation must have an audit committee comprised of at least three directors, the majority of whom are not officers, employees or control persons of the Corporation or any of its associates or affiliates. The Corporation’s Audit Committee is in compliance with these requirements. See “Statement of Corporate Governance Practices”.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
- (3) Mr. Audet was appointed a member of the Audit Committee on May 27, 2015 to fill the vacancy created by the resignation of Gen. James Gervais on May 20, 2015.
- (4) Marc Filion was appointed a member of the Audit Committee on December 17, 2015 to fill the vacancy created by the resignation of Richard Quesnel on the same date.

## Relevant Education and Experience

The following is a summary of the Audit Committee members’ education and experience which is relevant to the performance of their responsibilities as an Audit Committee member:

### Dr. Marc Filion

Dr. Marc Filion, Ph.D., M.B.A., Eng., received a B.A. from the Seminaire de Ste-Therese, Qc in 1966, a B. Sc. in geology from Ecole Polytechnique at the University of Montreal in 1970, a Ph.D. in economic geology and geostatistics from the Royal School of Mines, Imperial College, London, England and a M.B.A. from Ecole des Hautes Etudes Commerciales, Montreal, QC. He has been the Chief Financial Officer of Abcourt Mines Inc. since October 2014 and has been a Director of Abcourt Mines Inc. since March 27, 2007. He served as a Strategic Resource Advisor of Orbite Technologies Inc. (also known as Orbite Aluminae Inc. and Exploration Orbite V.S.P.A. Inc.) since March 2011. Dr. Filion has more than 30 years of experience in the development and management of capital intensive world-class industrial projects in joint venture with international business partners.

### Todd L. Hilditch

Mr. Hilditch has been a director of the Corporation since its inception in 2006. He was President and CEO of the Corporation from inception to March 26, 2010. Mr. Hilditch has also been a director and/or officer of other Exchange-listed issuers since 1995. Mr. Hilditch has been responsible for all capital raising, negotiations, acquisitions and directing of all other aspects of managing a public company. He holds a Bachelor of Science degree in Management (finance concentration) from Rensselaer Polytechnic Institute in New York State.

### **Dr. Marc Antoine Audet**

Dr. Audet, P. Geo., has the ability to read and understand financial statements that present the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. He has 27 years' experience as a specialist in project management, mining exploration and development, mineral resource and reserve estimations and reporting procedures. In 2004, Dr. Audet acted on behalf of Falconbridge Limited, as a non-executive board member of Discovery Nickel, an Australian-based junior company. He has worked for Falconbridge and Xstrata Nickel as the International Director for nickel laterite exploration. Dr. Audet has a Ph.D. in Geology from the University of Quebec in Montreal.

In their positions with the Corporation and other mineral resource companies, members of the Audit Committee have been responsible for receiving information relating to other companies and obtaining an understanding of the balance sheet, income statements and statements of cash flows and how these statements are integral in assessing the financial conditions of companies and their operating results.

Each member has an understanding of the mineral exploration and mining business in which the Corporation is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Corporation's financial disclosures and internal control systems.

### **Audit Committee Oversight**

At no time since the commencement of the Corporation's most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate external auditors 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 the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Corporation is relying on the exemption in Section 6.1 of NI 52-110 which exempts ventures issuers from the requirements of Part 3 Section 3.1 (3) – (*Composition of the Audit Committee*) as defined in NI 52-110 and Part 5 (*Reporting Obligations*) of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee is authorized by the Board to review the performance of the Corporation's external auditors and approve in advance of the provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee is authorized to approve any non-audit services or additional work which the chair of the Audit Committee deems as necessary, who will notify the other members of the Audit Committee of such non-audit or additional work.

## External Auditor Service Fees (By Category).

The following table provides information about the fees billed to the Corporation for professional services rendered by the Corporation's external auditor, for fiscal periods ended 2014 and 2015:

Financial Year Ended <sup>(1)</sup>	Audit Fees <sup>(2)</sup>	Audit-Related Fees <sup>(3)</sup>	Tax Fees <sup>(4)</sup>	All Other Fees <sup>(5)</sup>
September 30, 2014	\$40,000	\$NIL	\$2,750	\$45,250
December 31, 2015	\$39,000	\$20,000	\$5,500	\$NIL

Notes:

- (1) On August 31, 2015 the Corporation changed its financial year end from September 30 to December 31. Please see "Particulars of Matters To Be Acted Upon – Financial Statements and Auditor's Report".
- (2) Audit fees consist of fees for the audit of the Corporation's annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (3) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported as Audit Fees.
- (4) Tax fees consist of fees for tax compliance services, tax advice and tax planning. During fiscal years 2014 and 2015, the services provided in this category included assistance and advice in relation to the preparation of corporate income tax returns.
- (5) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

## MANAGEMENT CONTRACTS

Except as described herein, no management functions of the Corporation or its subsidiaries are to any substantial degree performed by a person or Corporation other than the directors or executive officers of the Corporation or its subsidiaries.

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of 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. NP 58-201 establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101"), mandates disclosure of corporate governance practices for venture issuers in Form 58-101F2, *Corporate Governance Disclosure (Venture Issuers)*, which disclosure is set out below.

### Board of Directors

#### *Structure and Compensation*

The Board is currently composed of seven (7) directors. All of the proposed nominees for election as directors at the Meeting are current directors of the Corporation. A director is "independent" if the individual has no direct or indirect material relationship with the Corporation which could, in the view of the Corporation's Board, be reasonably expected to interfere with the exercise of a director's independent judgment, whether on the Board or a committee of the Board.

The Board has determined that five (5) directors are independent for purposes of the Board members as provided in NI 58-101. There are two (2) who are not independent for purposes of the Board members as provided in NI 58-101. See Composition of the Board below.

Director Nominees	Independent	Non-Independent	Reason for Non Independence
Marc-Antoine Audet		✓	President and CEO of the Corporation
Marcel Aubut	✓		
Benoit La Salle	✓		
Marc Filion	✓		
Todd Hilditch	✓		
Richard Quesnel	✓		
Steven J. Ryan		✓	MMG Nominee to the Board

The non-independent directors actively seek out the views of independent directors on all Board matters. The independent directors exercise their responsibilities for independent oversight of management, and are provided with leadership through their ability to meet independently of management whenever deemed necessary.

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current Board compensation arrangements, which include the payment of cash compensation to non-management independent directors and the grant of incentive stock options for all directors, adequately reflect the responsibilities and risks involved in being an effective director of the Corporation.

The number of options to be granted is determined by the Board as a whole, thereby providing the independent directors with significant input into compensation decisions. The Governance Committee of the Corporation, of which the majority of members are independent, is responsible for making recommendations to the Board with respect to the compensation of all officers of the Corporation. See “Director and NEO Compensation” for further particulars.

***Participation of Directors in Other Reporting Issuers***

Certain of the Corporation’s directors are directors of other reporting issuers, as set out in the following table:

Director	Reporting Issuer
Todd Hilditch	Terraco Gold Corp. Riley Resources Corp. Copperbank Resources Corp.
Benoit La Salle, FCPA, FCA	Algold Resources Ltée. Earth Alive Technologies Inc.
Richard Quesnel	Colt Resources Inc.
Marc Filion	Abcourt Mines Inc.

## ***Mandates of the Board***

On November 14, 2012, the Board adopted a Board of Directors Mandate (the “***Board Mandate***”). The Board Mandate is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board oversees the management of the Corporation’s affairs directly and through the Audit Committee and the Governance Committee. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Corporation’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Corporation’s proposed actions accord with Shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to Shareholders; ensuring the effective operation of the Board; and safeguarding Shareholders’ equity interests through the optimum utilization of the Corporation’s capital resources. The Board also takes responsibility for identifying the principal risks of the Corporation’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable.

In keeping with its overall responsibility for the stewardship of the Corporation, the Board is responsible for the integrity of the Corporation’s internal control and management information systems and for the Corporation’s policies respecting corporate disclosure and communications.

Each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances.

The position of Chairman of the Board of the Corporation was created on October 15, 2012, when Benoit La Salle, FCPA, FCA, was appointed a director of the Board and Chairman of the Board. On November 14, 2012, the Board adopted the Chairman of a Board Mandate.

The positions of President and CEO are combined. On November 14, 2012, the Board adopted a President and CEO Mandate. The Board believes the Corporation is well serviced and the independence of the Board from management is not compromised by the combined role of President and CEO. The Board does not, and does not consider it necessary to, have any formal structures or procedures in place to ensure that the Board can function independently of management. The Board believes that its current composition is sufficient to ensure that the Board can function independently of management.

Copies of the respective mandates are available at <http://www.samaresources.com/s/Corporate-Governance.asp>

## ***Nomination and Assessment***

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

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Corporation’s size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an *ad hoc* basis. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors’ credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director’s nomination.

New directors are briefed on strategic plans, short, medium and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Corporation policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Corporation’s size and

current limited operations. New directors receive a copy of the Board manual, which contains pertinent information relevant to the duties of the Board. The Board manual is updated on an ongoing basis.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, the auditor and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the Corporation's Board.

### ***Expectations of Management and Ethical Business Conduct***

The Board expects management to operate the business of the Corporation in a manner that enhances Shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives. The Board has adopted a formal Code of Business Conduct and Ethics Policy, which may be viewed at <http://www.samaresources.com/s/Corporate-Governance.asp> or on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***Committee Responsibilities and Activities***

Committees of the Board are an integral part of the Corporation's governance structure. At the present time, the only standing committees are the Audit Committee and the Governance Committee. Disclosure with respect to the Audit Committee, as required by NI 52-110, is contained elsewhere in this Circular under the heading "*Audit Committee*". Disclosure with respect to the Governance Committee is contained elsewhere in this Circular under the heading "*Director and NEO Compensation*".

### ***Compensation***

For a discussion of the process taken to determine compensation for the directors and the CEO, see the disclosure in this Circular under "*Director and NEO Compensation*".

## **PARTICULARS OF MATTERS TO BE ACTED ON**

To the knowledge of the Corporation's directors, the matters to be brought before the Meeting are those set forth in the accompanying Notice of Meeting and as described herein.

### **1. Financial Statements and Auditor's Report**

On August 31, 2015 the Corporation changed its financial year-end from September 30 to December 31 in order to align the Corporation's year-end with its African subsidiaries. The audited annual financial statements include the consolidated statements of financial position as at December 31, 2015 and September 30, 2014 and the results of operations for the fifteen-month period and the year then ended (the "**Audited Financial Statements**"). Accordingly, pursuant to the provisions of the CBCA and the Corporation's By-Laws, the directors of the Corporation will submit to the Shareholders at the Meeting the Audited Financial Statements and the Auditor's Report thereon, but no vote by the Shareholders with respect thereto is required or proposed to be taken.

## 2. **Determination of the Number of Directors**

In accordance with the By-Laws of the Corporation, the Shareholders will be asked to determine the number of directors at seven (7) for the ensuing year.

IT IS INTENDED THAT THE COMMON SHARES REPRESENTED BY PROXIES WILL BE VOTED IN FAVOUR OF THE ORDINARY RESOLUTION TO DETERMINE THE NUMBER OF DIRECTORS OF THE CORPORATION. AN AFFIRMATIVE VOTE OF A SIMPLE MAJORITY (50% + 1) OF THE VOTES CAST AT THE MEETING IS SUFFICIENT TO PASS THE ORDINARY RESOLUTION.

## 3. **Election of Directors**

Information regarding the seven (7) director nominees can be found under the heading “Election of Directors” above.

## 4. **Appointment of Auditor**

Shareholders will be requested to appoint PWC as auditor of the Corporation to hold office until the next annual meeting of Shareholders, or until a successor is appointed and to authorize the Board of Directors to fix the auditors’ remuneration.

IT IS INTENDED THAT THE COMMON SHARES REPRESENTED BY PROXIES WILL BE VOTED IN FAVOUR OF THE ORDINARY RESOLUTION TO APPOINT PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS AUDITOR OF THE CORPORATION AND TO AUTHORIZE THE DIRECTORS TO FIX THE AUDITOR’S REMUNERATION. AN AFFIRMATIVE VOTE OF A SIMPLE MAJORITY (50% + 1) OF THE VOTES CAST AT THE MEETING IS SUFFICIENT TO PASS THE ORDINARY RESOLUTION.

## 5. **Approval of the Stock Option Plan**

The Plan is a 10% rolling stock option plan as described in Exchange Policy 4.4 and is the successor to a stock option plan that was first adopted for the Corporation on November 14, 2006 and amended and restated by the Board on January 22, 2014 and most recently on April 19, 2016. The Corporation is required to obtain the approval of its Shareholders for its rolling plan on an annual basis. Accordingly, the Shareholders will be asked to approve the Plan. The Plan is summarized under “Stock Options and other Compensation Securities”.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to approve, with or without variation, an ordinary resolution, in the following form to approve the Plan:

“BE IT RESOLVED as an ordinary resolution that:

1. the proposed Plan as described in the Circular dated May 26, 2016 be and is hereby approved, subject to the acceptance for filing thereof by the TSX Venture Exchange;
2. the number of common shares of the Corporation reserved for issuance under the Plan shall not exceed 10% of the issued and outstanding Common Shares of the Corporation at the time of any stock option grant;
3. the board of directors of the Corporation be authorized and directed to make any changes to the Plan if required by the TSX Venture Exchange; and
4. any director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such approval, the execution of any such document of the doing of any such

other act or thing by any director or officer of the Corporation being conclusive evidence of such determination”

The approval of the above resolution must be passed by not less than a majority of the votes cast by those Shareholders, who being entitled to do so, vote in person or by proxy in respect of the resolution at the Meeting. The Board recommends that Shareholders vote in favour of the above resolution. In the absence of contrary instructions, the persons named in the enclosed form of proxy intend to vote in favour of the foregoing ordinary resolution at the Meeting.

A copy of the Plan may be inspected at the offices of Gowling WLG (Canada) LLP, counsel to the Corporation, Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5, during normal business hours and at the Meeting. In addition, a copy of the Plan will be mailed, free of charge, to any holder of Common Shares. Any such requests should be mailed to the Corporation, at its Vancouver office at Suite 2390, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9, Canada, to the attention of the Corporate Secretary.

IT IS INTENDED THAT THE COMMON SHARES REPRESENTED BY PROXIES WILL BE VOTED IN FAVOUR OF THE ORDINARY RESOLUTION APPROVING THE STOCK OPTION PLAN. AN AFFIRMATIVE VOTE OF A SIMPLE MAJORITY (50% + 1) OF THE VOTES CAST AT THE MEETING IS SUFFICIENT TO PASS THE ORDINARY RESOLUTION.

#### **OTHER MATTERS**

Pursuant to the CBCA, proposals intended to be presented by shareholders for action at the 2017 Annual Meeting must comply with the provisions of the CBCA and be deposited at the Corporation’s head office not later than February 26, 2017 in order to be included in the management proxy circular and form of proxy relating to such meeting.

The enclosed form of proxy conveys discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of the Meeting, and with respect to other matters that may properly come before the Meeting. While management of the Corporation knows of no such amendments, variations or other matters, which may properly be presented at the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy according to their best judgment.

#### **ADDITIONAL INFORMATION**

Additional financial and other information relating to the Corporation may be found on the Corporation’s website at [www.samaresources.com](http://www.samaresources.com) and on the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders of the Corporation may request copies of the Corporation’s financial statements and management discussion and analysis by contacting the Corporate Secretary of Sama Resources Inc./ Ressources Sama Inc. at Suite 2390, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9, Canada, telephone (604) 443-3833, toll free: 1 (877) 792-6688, ext. 1.

#### **APPROVAL**

The contents and the sending of this Circular have been approved by the directors of the Corporation.

BY ORDER OF THE BOARD OF DIRECTORS

*“Marc-Antoine Audet”*

Marc-Antoine Audet,  
President & Chief Executive Officer

**MANAGEMENT INFORMATION CIRCULAR**  
**dated May 26, 2016**

**SCHEDULE 'A'**

**Sama Resources Inc./Ressources Sama Inc.**  
**(the "Company")**

**AUDIT COMMITTEE CHARTER**

**1. Purpose and Objectives**

- 1.1 The Audit Committee will assist the board of directors (the "Board") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company's business, operations and risks.

**2. Authority**

- 2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.
- 2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

**3. Composition, Procedures and Organization**

Membership

- 3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.
- 3.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- 3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.
- 3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Audit Committee.
- 3.5 The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
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## Meetings

- 3.6 The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 3.7 Meetings of the Audit Committee shall be conducted as follows:
- (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. Special meetings shall be convened as required. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
  - (b) the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee meetings and determining the time and place of such meetings;
  - (c) the Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate; and
  - (d) notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.
- 3.8 The proceedings of all meetings of the Audit Committee will be minuted.

## Procedures

- 3.9 The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.
- 3.10 The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

## **4. Roles and Responsibilities**

- 4.1 The overall duties and responsibilities of the Audit Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements;
  - (b) to establish and maintain a direct line of communication with the Company's internal auditors, if any, and external auditors and assess their performance; and

- (c) to ensure that the management of the Company's has designed, implemented and is maintaining an effective system of internal financial controls.

4.2 The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors and ensure no unjustifiable restrictions or limitations have been placed on the scope;
- (c) to review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to approve in advance the provision of non-audit services provided by the external auditors;
- (e) to review with the external auditors, upon completion of their audit:
  - (i) the content of their report;
  - (ii) scope and quality of the audit work performed;
  - (iii) adequacy of the Company's financial and auditing personnel;
  - (iv) internal resources used;
  - (v) significant transactions outside of the normal business of the Company;
  - (vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
- (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.

4.3 The duties and responsibilities of the Audit Committee as they relate to the Company's internal auditors, as and when applicable, shall be as follows:

- (a) to periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department; and
- (b) to review significant internal audit findings and recommendations.

4.4 The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:

- (a) to review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

- (b) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (c) to periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

4.5 The Audit Committee is also charged with the responsibility to:

- (a) review the annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;
- (b) evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:
  - (i) actual financial results for the interim period varied significantly from budgeted or projected results;
  - (ii) generally accepted accounting principles have been consistently applied;
  - (iii) there are any actual or proposed changes in accounting or financial reporting practices; and
  - (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure;
- (c) review and approve the financial sections of:
  - (i) the annual report to shareholders;
  - (ii) the annual information form (if any);
  - (iii) prospectuses (if any); and
  - (iv) other public reports requiring approval by the Board; and report to the Board with respect thereto;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review the minutes of any Audit Committee meeting;

- (f) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and
- (i) establish a procedure for:
  - (i) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
  - (ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

Approved by the Board of Directors on November 28, 2006.