WOLVERINE
MINERALS CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 7, 2015

AND

INFORMATION CIRCULAR

June 8, 2015

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

WOLVERINE MINERALS CORP.
Suite 1085 – 555 Burrard Street
PO Box 201, Bentall Two
Vancouver, BC V7X 1M8
Telephone: (604) 689-5722

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of Wolverine Minerals Corp. (the "**Company**") will be held at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, British Columbia, on Tuesday, July 7, 2015, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

(1) to set the number of directors of the Company for the ensuing year at five (5) persons;

(2) to elect Thomas A. Doyle, Logan B. Anderson, Gregory C. Burnett, J. Douglas Blanchflower and Malcolm Clay as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents;

(3) to appoint BDO Canada LLP as the auditors of the Company for the fiscal year ending December 31, 2015;

(4) to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2015;

(5) to place before the Meeting the audited financial statements of the Company for the fiscal year ended December 31, 2014, and the accompanying report of the auditors;

(6) to consider and, if thought fit, to approve an ordinary resolution to re-approve the Company's Stock Option Plan, as described in the Information Circular accompanying this Notice of Meeting;

(7) to consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders authorizing and approving the right of Thomas A. Doyle (or TAD Financial Corp., a company wholly owned by Thomas A Doyle) to: (a) exercise stock options to acquire an aggregate of: (i) 100,000 common shares at a price of $0.10 per share until December 14, 2015, (ii) 50,000 common shares at a price of $0.10 per share until August 12, 2016, and (iii) 100,000 common shares at a price of $0.10 per share until February 28, 2017; (b) exercise warrants to acquire an aggregate of: (i) 500,000 common shares at a price of $0.10 per share until June 18, 2016, (ii) 1,675,000 common shares at a price of $0.10 per share until April 15, 2017, and (iii) 2,000,000 common shares at a price of $0.10 per share until June 18, 2016; and (c) convert convertible debentures convertible into units to acquire an additional: (i) 2,200,000 common shares and 2,200,000 warrants exercisable at a price of $0.05 per share until December 30, 2017, (ii) 2,100,000 common shares and 2,100,000 warrants exercisable at a price of $0.05 per share until May 6, 2018 and (iii) 300,000 common shares and 300,000 warrants exercisable at a price of $0.05 per share until May 21, 2018, and the material effect on control of the Company resulting from the issuance of the common

shares issuable on exercise of the stock options, warrants and on conversion of the convertible debentures, all as more particularly described in the accompanying Information Circular; and

(8) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Company has fixed June 1, 2015 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 8th day of June, 2015.

By Order of the Board of Directors of

WOLVERINE MINERALS CORP.

"Thomas A. Doyle"
Thomas A. Doyle
President, Chief Executive Officer
and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.

WOLVERINE MINERALS CORP.
Suite 1085 – 555 Burrard Street
PO Box 201, Bentall Two
Vancouver, BC V7X 1M8
Telephone: (604) 689-5722

INFORMATION CIRCULAR
June 8, 2015

INTRODUCTION

This Information Circular accompanies the Notice of Annual General and Special Meeting of Shareholders (the "**Notice**") and is furnished to shareholders holding common shares (the "**Common Shares**") in the capital of Wolverine Minerals Corp. (the "**Company**") in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the "**Meeting**") of the shareholders to be held at 10:00 a.m. on Tuesday, July 7, 2015 at the offices of Clark Wilson LLP, 900 – 885 West Georgia Street, Vancouver, British Columbia, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is June 8, 2015. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

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

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information 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 Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of June 1, 2015 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A shareholder has the right to appoint a person or corporation (who need not be a shareholder) to attend and act for or on behalf of that shareholder at the Meeting, other than the Designated Persons named in the enclosed form of proxy.

A shareholder may exercise this right by striking out the printed names of the Designated Persons and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**"), at its offices located at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

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

Revocation of Proxies

A shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

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

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

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

If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. It is intended that the Designated Persons will vote the Common Shares represented by the proxy in favour of each matter identified in the proxy, including for the nominees of the Company's board of directors (the "Board") for directors and auditor.

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

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

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSP's, RRIF's, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depositary Services Inc.) of which the Intermediary is a participant. In accordance with the requirements set out in National Instrument 54-101 of the Canadian Securities Administrators ("**NI 54-101**"), the Company has distributed copies of the Notice, this Information Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

(a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or

(b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of a one page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons named in the form and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from Intermediaries for distribution of proxy-related materials directly to NOBOs.

These Meeting Materials are being sent to both registered shareholders and NOBOs under NI 54-101. If you are a Non-Registered Holder who is a NOBO, and the Company 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 shares on your behalf. The Company's management does not intend to pay for Intermediaries to forward to OBOs under NI 54-101 the Information Circular and related proxy materials and Form 54-101F7 - ***Request for Voting Instructions Made by Intermediary*****, and OBOs will not receive the materials unless the OBOs' Intermediary assumes the cost of delivery.**

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the record date, determined by the Board to be the close of business on June 1, 2015, a total of 24,923,147 Common Shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

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

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company, other than as set forth below:

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares(1)
Thomas A. Doyle	4,982,000(2)	19.99%

(1) Based on 24,923,147 Common Shares issued and outstanding as of June 1, 2015.

(2) This number includes 1,186,250 Common Shares held directly and 3,795,750 Common Shares held indirectly through TAD Financial Corp., a company wholly owned by Mr. Doyle, who is the President, Chief Executive

Officer and a director of the Company. This number does not include any convertible securities, including convertible debentures, stock options or warrants held by Mr. Doyle or TAD Financial Corp.

NUMBER OF DIRECTORS

The Articles of the Company provide for a board of directors of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the shareholders.

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at five (5). The number of directors will be approved if the affirmative vote of the holders of a majority of Common Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at five (5).

Management recommends the approval of the resolution to set the number of directors of the Company at five (5).

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

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

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years[1]	Director Since	Number of Common Shares Owned[1]
Thomas A. Doyle British Columbia, Canada *President, Chief Executive Officer and Director*	Mr. Doyle was appointed the Chief Executive Officer and President of the Company on August 15, 2006. Mr. Doyle was the Chief Financial Officer, Vice President – Finance, Secretary and a director of Powertech Uranium Corp., a TSX listed company, from May 11, 2006 to October 21, 2013.	September 30, 2005	4,982,000[3]
Logan B. Anderson[2] British Columbia, Canada *Chief Financial Officer, Secretary and Director*	Mr. Anderson has been the Chief Financial Officer and Secretary of the Company since August 2006. He was formerly President of the Company from June 2004 to August 2006. He has been the principal and the President of Amteck Financial Corp. (and its predecessor, Amteck Financial Services Company), a private financial consulting company, since 1993, and President and a Director of Manado Gold Corp., a company listed on the TSX Venture Exchange, since August 2010.	June 7, 2004	1,975,750[4]

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years[1]	Director Since	Number of Common Shares Owned[1]
Gregory C. Burnett[2] British Columbia, Canada *Director*	Since 1989, Mr. Burnett has been President and principal shareholder of Carob Management Ltd., a private management consulting company based in Vancouver, British Columbia, specializing in the provision of due diligence services, development of business plans, and structuring / financing / management of venture capital projects, primarily in the public market arena. Mr. Burnett presently serves on the board of directors of the following public companies: Garibaldi Resources Corp., a junior gold exploration company listed on the TSX Venture Exchange focusing on projects in Mexico; and Marifil Mines Limited, a junior metals exploration company listed on the TSX Venture Exchange focused in Argentina. Mr. Burnett was the Vice President – Administration of Powertech Uranium Corp., a TSX listed company, from May 11, 2006 to October 21, 2013, a director of that company from June 30, 2006 to October 21, 2013 and its Secretary from July 15, 2008 to October 21, 2013. Mr. Burnett holds a Master of Business Administration degree (1986) and a Bachelor of Applied Sciences degree in Civil Engineering (1984) from the University of British Columbia.	August 30, 2006	1,370,875[5]
J. Douglas Blanchflower British Columbia, Canada *Director*	Mr. Blanchflower is a Professional Geologist registered with the Association of Professional Engineers and Geoscientists of British Columbia and the Association of Professional Geoscientists of Ontario. Prior to founding Minorex Consulting Ltd. in 1982, he worked for several major mineral exploration companies. Since then, he has implemented, supervised and managed gold-silver, uranium and base metal exploration programs throughout North and South America and Asia. He is currently a director of Pacific Bay Minerals Ltd., a company listed on the TSX Venture Exchange. Mr. Blanchflower is a graduate of Economic Geology with a Bachelor of Science, Honours Geology degree from the University of British Columbia in 1971.	February 2, 2012	500,000[6]
Malcolm Clay[2] British Columbia, Canada *Director*	Mr. Clay was a partner of KPMG, Chartered Accountants, for 27 years. As a public accountant, he served as lead audit or concurring partner for public companies listed on AMEX, NYSE and the Canadian stock exchanges. Mr. Clay was Partner in charge of the Vancouver Audit Practice of KPMG for 10 years. In 1997, he was elected non-executive chairman of KPMG Canada. Mr. Clay retired from his career at KPMG in 2002 and since then, has served as a consultant and advisor to numerous public and private companies. Mr. Clay currently serves on the board of directors and as Chairman of the Audit Committee for GreenPower Motor Company Inc. and on the board of directors of directors of Hanwei Energy Services Corp., each of which is listed on the TSX Venture Exchange, and Minco Gold Corporation, a TSX listed company. Mr. Clay was a director of Powertech Uranium Corp., a TSX listed company, from January 14, 2008 until June 30, 2014.	February 6, 2012	850,000[7]

(1) Information has been furnished by the respective nominees individually.

(2) Member of the Audit Committee.

(3) This number includes 1,186,250 Common Shares held directly and 3,795,750 Common Shares held indirectly through TAD Financial Corp., a company wholly owned by Thomas A. Doyle. Does not include: (a) stock

options to acquire an aggregate of: (i) 100,000 Common Shares at a price of $0.10 per share until December 14, 2015, (ii) 50,000 Common Shares at a price of $0.10 per share until August 12, 2016, and (iii) 100,000 Common Shares at a price of $0.10 per share until February 28, 2017; (b) warrants held directly to acquire an additional: (i) 500,000 Common Shares at a price of $0.10 per share until June 18, 2016 and warrants held indirectly through TAD Financial Corp. to acquire an additional: (i) 1,675,000 Common Shares at a price of $0.10 per share until April 15, 2017, and (ii) 2,000,000 Common Shares at a price of $0.10 per share until June 18, 2016; and (c) convertible debentures held directly convertible into units (not including accrued interest which is also convertible into units at a price of $0.05 per unit) to acquire an additional: (i) 1,600,000 Common Shares and 1,600,000 warrants exercisable at a price of $0.05 per share until December 30, 2017, (ii) 1,100,000 Common Shares and 1,100,000 warrants exercisable at a price of $0.05 per share until May 6, 2018, and (iii) 300,000 Common Shares and 300,000 warrants exercisable at a price of $0.05 per share until May 21, 2018 and convertible debentures held indirectly through TAD Financial Corp. convertible into units (not including accrued interest which is also convertible into units at a price of $0.05 per unit) to acquire an additional: (i) 600,000 Common Shares and 600,000 warrants exercisable at a price of $0.05 per share until December 30, 2017, and (ii) 1,000,000 Common Shares and 1,000,000 warrants exercisable at a price of $0.05 per share until May 6, 2018.

(4) Does not include: (a) stock options to acquire an aggregate of: (i) 75,000 Common Shares at a price of $0.10 per share until December 14, 2015, (ii) 25,000 Common Shares at a price of $0.10 per share until August 12, 2016, and (iii) 75,000 Common Shares at a price of $0.10 per share until February 28, 2017; (b) warrants to acquire an additional: (i) 407,000 Common Shares at a price of $0.10 per share until April 15, 2017, and (ii) 900,000 Common Shares at a price of $0.10 per share until June 18, 2016; and (c) convertible debentures held directly convertible into units (not including accrued interest which is also convertible into units at a price of $0.05 per unit) to acquire an additional: (i) 200,000 Common Shares and 200,000 warrants exercisable at a price of $0.05 per share until December 30, 2017, and (ii) 600,000 Common Shares and 600,000 warrants exercisable at a price of $0.05 per share until May 6, 2018 and convertible debentures held indirectly through Amteck Financial Corp. convertible into units (not including accrued interest which is also convertible into units at a price of $0.05 per unit) to acquire an additional 400,000 Common Shares and 400,000 warrants exercisable at a price of $0.05 per share until December 30, 2017.

(5) Does not include: (a) stock options to acquire an aggregate of: (i) 50,000 Common Shares at a price of $0.10 per share until December 14, 2015, (ii) 25,000 Common Shares at a price of $0.10 per share until August 12, 2016, and (iii) 50,000 Common Shares at a price of $0.10 per share until February 28, 2017; (b) warrants to acquire an additional 1,100,000 Common Shares at a price of $0.10 until June 18, 2016; and (c) convertible debentures held directly convertible into units (not including accrued interest which is also convertible into units at a price of $0.05 per unit) to acquire an additional: (i) 580,000 Common Shares and 580,000 warrants exercisable at a price of $0.05 per share until December 30, 2017, and (ii) 80,000 Common Shares and 80,000 warrants exercisable at a price of $0.05 per share until May 6, 2018.

(6) Does not include: (a) stock options to acquire an aggregate of 100,000 Common Shares at a price of $0.10 per share until February 28, 2017; (b) warrants to acquire an additional: (i) 200,000 Common Shares at a price of $0.10 per share until April 15, 2017, and (ii) 300,000 Common Shares at a price of $0.10 per share until June 18, 2016; and (c) convertible debentures held directly convertible into units (not including accrued interest which is also convertible into units at a price of $0.05 per unit) to acquire an additional: (i) 580,000 Common Shares and 580,000 warrants exercisable at a price of $0.05 per share until December 30, 2017.

(7) Does not include: (a) stock options to acquire an aggregate of 50,000 Common Shares at a price of $0.10 per share until February 28, 2017; (b) warrants to acquire an additional: (i) 650,000 Common Shares at a price of $0.10 per share until April 15, 2017, and (ii) 200,000 Common Shares at price of $0.10 per share until June 18, 2016; and (c) convertible debentures held directly convertible into units (not including accrued interest which is also convertible into units at a price of $0.05 per unit) to acquire an additional: (i) 580,000 Common Shares and 580,000 warrants exercisable at a price of $0.05 per share until December 30, 2017, and (ii) 200,000 Common Shares and 200,000 warrants exercisable at a price of $0.05 per share until May 6, 2018.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Common Shares represented by proxies for the election of any other persons as directors.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Corporate Cease Trade Orders

To the best of management's knowledge, no proposed director of the Company has, within 10 years before the date of this Information Circular, been a director or officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied that person or company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

Bankruptcies

To the best of management's knowledge, no proposed director of the Company: (i) is or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Information Circular:

"**CEO**" means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**Named Executive Officer**" or "**NEO**" means:

(a) the CEO;

(b) the CFO;

(c) each of the Company's three most highly compensated executive officers, including any of the Company's subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and 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*, for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

Compensation Discussion and Analysis

Goals and Objectives

Given the Company's current size and stage of development, the Board has not appointed a compensation committee and, accordingly, the Board as a whole is responsible for determining the compensation to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation.

The Board reviews, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns and the awards given to executive officers in past years.

Executive Compensation Program

Executive compensation is comprised of two elements: (i) base fee or salary and (ii) long-term incentive compensation (share options). The Board reviews both components in assessing the compensation of individual executive officers and directors.

Base fees or salaries are intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive within the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers.

Stock options are an important part of the Company's long-term incentive strategy for its officers and directors, permitting them to participate in an appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock option grants reward overall corporate performance, as measured through the price of the Company's shares and enable executives to acquire and maintain a significant ownership position in the Company. See "Option Based Awards" below.

The Company has not retained a compensation consultant or advisor to assist the Board in determining compensation for any of the Company's directors or officers. Given the Company's current stage of development, the Company has not considered the implications of the risks associated with the Company's compensation practices. NEOs and directors are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Share-Based and Option-Based awards

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's stock option plan (the "**Stock Option Plan**") to receive grants of stock options. Individual stock options are granted by the Board as a whole, with directors abstaining from voting on any proposed grant of options to themselves, and the number of options granted is dependent on, among other things, each optionee's level of responsibility, authority and importance to the Company and the degree to which such optionee's long term contribution to the Company will be crucial to its long-term success.

Stock options are normally granted by the Board when an executive officer or director first joins the Company based on his level of responsibility within the Company. Additional grants may be made periodically to ensure that the number of options granted to any particular officer or director is commensurate with their level of ongoing responsibility within the Company. The Board also evaluates the number of options an officer or director has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant. See "Particulars of Matters to Be Acted Upon – Approval of Stock Option Plan".

Compensation Governance

The Board has not adopted any specific policies or practices to determine the compensation for the Company's directors and officers, other than disclosed above. Given the Company's current stage of development, the Company has not established a compensation committee.

Summary Compensation Table

Particulars of compensation earned by each NEO (including deferred compensation) in the three most recently completed financial years are set out in the summary compensation table below:

Name and Principal Position	Year	Salary[2] ($)	Share-based Awards[3] ($)	Option-based Awards[4] ($)	Non-equity Incentive Plan Compensation[1] ($)		Pension Value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
Thomas A. Doyle President, CEO and Director	2014 2013 2012	120,000[5] 120,000 120,000	Nil Nil Nil	Nil Nil 65,440[7]	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	120,000 120,000 218,000
Logan B. Anderson CFO, Secretary and Director	2014 2013 2012	72,000[6] 72,000 72,000	Nil Nil Nil	Nil Nil 49,080[7]	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	72,000 72,000 121,080

(1) "Non-equity Incentive Plan Compensation" includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

(2) The value of perquisites including property or other personal benefits provided to an NEO that are generally available to all employees, and that in the aggregate are worth less than $50,000, or are worth less than 10% of an NEO's total salary for the financial year are not reported herein.

(3) "Share-based Awards" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Common Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

(4) "Option-based Awards" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

(5) Mr. Doyle received a consulting fee of $10,000 per month in his capacity as the President and Chief Executive Officer of the Company during the year ended December 31, 2014 pursuant to the terms of a consulting agreement with TAD Financial Corp., a company wholly owned by Thomas A Doyle, as more fully described below under the heading "Narrative Discussion".

(6) Mr. Anderson received a consulting fee of $6,000 per month in his capacity as the Chief Financial Officer and Secretary of the Company during the year ended December 31, 2014 pursuant to the terms of a consulting agreement with Amteck Financial Corp., a company wholly owned by Logan Anderson, as more fully described below under the heading "Narrative Discussion".

(7) During the year ended December 31, 2012, Thomas A. Doyle was granted options to purchase 400,000 Common Shares and Logan Anderson was granted options to purchase 300,000 Common Shares at an exercise price of $0.25 per share, exercisable until February 28, 2017. The grant date fair value of the options on February 28, 2012 was $0.25. The fair value of the options was determined by using the Black-Scholes model, with the following assumptions: a weighted average expected life of 5 years, expected volatility of 123%, risk-free interest rates of 1.47% and expected dividend yield of 0%. The exercise price of these options was subsequently amended to $0.10 per common share.

Narrative

Effective January 1, 2011, the Company entered into a consulting agreement with each of TAD Financial Corp., a consulting company owned by Thomas A. Doyle, and Amteck Financial Corp., a consulting company owned by Logan Anderson, pursuant to which Mr. Doyle agreed to provide services as Chief Executive Officer and President of the Company for a consulting fee of $10,000 per month and Mr. Anderson agreed to provide services as Chief Financial Officer of the Company for a consulting fee of $6,000 per month. Each of Messrs. Doyle and Anderson received monthly compensation payments directly from the Company from January 2011 to March 2011, at which time payments began to be made by the Company to TAD Financial Corp. and Amteck Financial Corp. Each consulting agreement was for an initial one year term and renews automatically for one year terms each year thereafter unless either the Company or the consultant gives 60 days' written notice to the other of its intention not to renew the respective agreement. In the event of a change of control of the Company, each agreement provides that the consultant will receive a lump sum payment equal to twenty-four times their respective monthly consulting fees.

Other than as set forth above, no NEO received, during the most recently completed financial year, compensation pursuant to:

(a) any standard compensation arrangement for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;

(b) any other arrangement, in addition to, or in lieu of, any standard arrangement, in their capacity as NEOs; or

(c) any compensation arrangement for services as consultants or expert.

Incentive Plan Awards

An "incentive plan" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "incentive plan award" means compensation awarded, earned paid, or payable under an incentive plan.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all option-based awards granted to NEOs that were outstanding as of December 31, 2014, including awards granted before the year ended December 31, 2014. The Company has not granted any share-based awards.

Name	Option-based Awards			
	Number of shares underlying unexercised options (#)	Option exercise price ($)	Option Expiration Date	Value of unexercised in the-money options ($)[(1)]
Thomas A. Doyle President and CEO	100,000 100,000 50,000	0.10 0.10 0.10	February 28, 2017 December 14, 2015 August 12, 2016	N/A N/A N/A
Logan B. Anderson CFO and Secretary	75,000 75,000 25,000	0.10 0.10 0.10	February 28, 2017 December 14, 2015 August 12, 2016	N/A N/A N/A

(1) None of the options held by the NEOs were in-the-money as of December 31, 2014. Calculated by subtracting the exercise price from the market price of $0.095 as at the end of the most recently completed financial year on December 31, 2014, multiplied by the number of stock options held.

Incentive Plan Awards – Value Vested or Earned During the Year

As none of the options held by any of the Named Executive Officers were in-the-money at any point in the most recently completed financial year, none of the Named Executive Officers would have realized any value if the options underlying their respective option-based awards had been exercised.

Narrative Discussion

For a summary of the material provisions of the Stock Option Plan, pursuant to which all current option-based awards have been granted to NEOs, please see below under the heading "Terms of Stock Option Plan".

PENSION PLAN BENEFITS

The Company does not have any pension plans that provide for payments or benefits to the Named Executive Officers at, following, or in connection with retirement, including a defined benefits plan or a defined contribution plan. The Company does not have a deferred compensation plan with respect to any NEO.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has no contract, agreement, plan or arrangement that provides for payments to a NEO, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change of control of the Company or change in the NEO's responsibilities, other than that, in the event of a change of control of the Company, the consulting agreements with each of TAD Financial Corp. and Amteck Financial Corp., as further described above under the heading "Summary Compensation Table – Narrative Discussion", provide that the consultants will receive lump sum payments equal to twenty-four times their respective monthly consulting fees.

DIRECTOR COMPENSATION

Director Compensation Table

The following table sets forth the details of compensation provided to the directors of the Company, other than the Named Executive Officers, during the Company's most recently completed financial year:

Name	Fees Earned ($)	Share-based Awards ($)	Option-based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Gregory C. Burnett	18,000	Nil	Nil	Nil	Nil	Nil	18,000
J. Douglas Blanchflower	9,000	Nil	Nil	Nil	Nil	Nil	9,000
Malcolm Clay	18,000	Nil	Nil	Nil	Nil	Nil	18,000

Narrative Discussion

During the fiscal year ended December 31, 2014, the Company paid each of Gregory Burnett and Malcolm Clay director fees of $1,500 per month. From January 1, 2014 to June 30, 2014, the Company paid J. Douglas Blanchflower geological fees for actual work performed at a rate of $700 per day plus expenses and from July 1, 2014 to December 31, 2014 directors fees of $1,500 per month. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and may receive cash bonuses from time to time which the Company awards to directors for serving in their capacity as a member of the Board. Directors are also eligible to receive grants under the Stock Option Plan. Individual grants are determined by an assessment of each director's current and expected future performance, level of responsibility and the importance of his position and contribution to the Company. Executive officers who also act as directors of the Company do not receive any additional compensation for services rendered in their capacity as directors.

Incentive Plan Compensation for Directors

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all option-based awards granted to the Company's directors, other than the NEOs, that were outstanding as of December 31, 2014, including awards granted before the year ended December 31, 2014. The Company has not granted any share-based awards.

Name	Option-based Awards			
	Number of Common Shares underlying unexercised options (#)	Option exercise price ($)	Option Expiration Date	Value of unexercised in the-money options ($)(1)
Gregory C. Burnett	50,000 50,000 25,000	0.10 0.10 0.10	February 28, 2017 December 14, 2015 August 12, 2016	N/A N/A N/A
J. Douglas Blanchflower	100,000	0.10	February 28, 2017	N/A
Malcolm Clay	50,000	0.10	February 28, 2017	N/A

(1) None of the options held by the Company's directors were in-the-money as of December 31, 2014. Calculated by subtracting the exercise price from the market price of $0.095 as at the end of the most recently completed financial year on December 31, 2014, multiplied by the number of stock options held. .

Incentive Plan Awards – Value Vested or Earned During the Year

As none of the options held by any of the Company's directors were in-the-money at any point in the most recently completed financial year, none of the directors would have realized any value if the options underlying their respective option-based awards had been exercised.

Narrative Discussion

For a summary of the material provisions of the Stock Option Plan, pursuant to which all current option-based awards have been granted to directors, please see below under the heading "Approval of Stock Option Plan".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Stock Option Plan, being the Company's only equity compensation plan, as of December 31, 2014. The Stock Option Plan was most recently approved by the Company's shareholders at its last annual general and special meeting on September 9, 2014.

Plan Category	Number of shares to be issued upon exercise of outstanding options (1)	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))(2)
Equity compensation plans approved by shareholders	700,000(2)	$0.10	1,092,315
Equity compensation plans not approved by shareholders	Nil	N/A	N/A
Total	**700,000**	**$0.10**	**1,092,315**

(1) The Company does not have any warrants or rights outstanding under any equity compensation plans.

(2) The Stock Option Plan is a rolling stock option plan under which the Company can issue such number of options as is equal to 10% of the Company's issued and outstanding Common Shares from time to time. As of June 1, 2015, there were 24,923,147 Common Shares outstanding and the Company could issue up to 2,492,315 options to acquire Common Shares on such date.

A copy of the Stock Option Plan is attached as Schedule "A" to the Company's management information circular dated May 7, 2012, which was filed under the Company's profile on SEDAR on May 14, 2012 and is available at www.sedar.com. A copy of the Stock Option Plan is also available for review at the office of Clark Wilson LLP, the registered offices of the Company, at Suite 900 – 885 West Georgia Street, Vancouver, BC, V6C 3H1, during normal business hours up to and including the date of the Meeting.

In accordance with Policy 4.4 of the Exchange, as the Stock Option Plan is a "rolling" stock option plan, it must receive approval of the Company's shareholders yearly at the Company's annual general meeting. See "Particulars Of Matters To Be Acted Upon – Approval of Stock Option Plan", below.

APPOINTMENT OF AUDITOR

At the Meeting, shareholders will be asked to vote for the appointment of BDO Canada LLP to serve as auditor of the Company for the fiscal year ending December 31, 2015, to hold such position until the next annual general meeting of the shareholders or until it is removed by the Board or resigns as provided by law, and to authorize the Board to fix the remuneration to be paid to BDO Canada LLP.

Management recommends that shareholders vote for the approval of the appointment of BDO Canada LLP as the Company's auditor for the Company's fiscal year ending December 31, 2015 at remuneration to be fixed by the Board.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The Audit Committee Charter

The full text of the Company's Audit Committee Charter is as follows:

Purpose of the Committee

The purpose of the Audit Committee (the "**Committee**") of the Board is to provide an open avenue of communication between management, the Company's external auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's external auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of a minimum of three directors who are appointed and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with international financial report standards ("**IFRS**"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The external auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the external auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the external auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the external auditor including the resolution of any disagreements between management and the external auditor regarding financial reporting. The external auditor shall report directly to the Committee. The Committee is also entitled to engage independent counsel and other advisers in the performance of its duties and to set and pay the compensation for such counsel or advisers.

Authority and Responsibilities

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any changes to the Board from time to time.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the external auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the external auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management the Company's financial statements, management's discussion and analysis and any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the external auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the external auditor without the presence of management.

8. Review with management and the external auditor significant related party transactions and potential conflicts of interest.

9. Pre-approve and monitor all non-audit services to be provided to the Company by the external auditor.

10. Monitor the independence of the external auditor by reviewing all relationships between the external auditor and the Company including reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the Company's current and formal external auditors.

11. Establish and review the Company's procedures for the:

    (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and

    (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.

13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors consisting of Logan Anderson, Gregory Burnett and Malcolm Clay. As defined in National Instrument 52-110, Mr. Anderson, the Company's Chief Financial Officer and Secretary, is not "independent", as he is an executive officer of the Company, and Messrs. Burnett and Clay are independent. All of the Audit Committee members are "financially literate", as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

The following sets out the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member and that provides each member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting:

Logan Anderson is the Chief Financial Officer of the Company and is primarily responsible for its financial management and administration. Mr. Anderson is a graduate of Otago University, New Zealand, with a Bachelors Degree of Commerce in Accounting and Economics (1977). From 1977 to 1982, Mr. Anderson was employed as an associate chartered accountant with Coopers & Lybrand in New

Zealand (1977 to 1980) and Canada (1980 to 1982). From 1982 to 1992, Mr. Anderson was comptroller of Corhart Management Group Inc., a management services company which was responsible for the management of a number of private and publicly traded companies. Mr. Anderson has also been the President and a principal of Amteck Financial Corp. (and its predecessor, Amteck Financial Services Company), a private financial consulting services company, since 1993. Over the years, Mr. Anderson has also acted as a director and/or officer of a number of publicly traded companies, including PLC Systems, Inc. and 3D Systems Inc.

Gregory Burnett has been providing management consulting services to both private and publicly traded companies through his private consulting company, Carob Management Ltd., since 1988. Mr. Burnett has also acted as a director and/or officer of numerous publicly traded companies over the years. He holds a Masters of Business Administration (1986) and a Bachelors of Applied Science, Civil Engineering (1984) from the University of British Columbia.

Mr. Clay was a partner of KPMG, Chartered Accountants, for 27 years. As a public accountant, he served as lead audit or concurring partner for public companies listed on AMEX, NYSE and the Canadian stock exchanges. Mr. Clay was Partner in Charge of the Vancouver Audit Practice of KPMG for 10 years.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110. Section 2.4 *(De Minimis Non-audit Services)* provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 *(Exemptions)* permits a company to apply to a securities regulatory authority for an exemption from the requirements of National Instrument 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company. A copy of the Company's Audit Committee Charter is set forth above under the heading "Audit Committee Charter".

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company's external auditor in the last two fiscal years, by category, are as follows:

Year Ended December 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2014	$23,593.50	$3,638	$1,819	Nil
2013	$19,850	$1,543	$3,900	Nil

Exemption

The Company is relying on the exemption provided by section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of National Instrument 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, proposed nominee for election to the Board, or associate of such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular.

None of the directors or executive officers of the Company is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Company. None of the directors' or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction of Common Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Common Shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Common Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Common Shares.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are, to any substantial degree, performed by a person other than the directors or executive officers of the Company, except as otherwise described in this Information Circular.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Gregory C. Burnett and Malcolm Clay are "independent" in that they are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from being shareholders of the Company. Thomas A. Doyle is the Chief Executive Officer and President of the Company, Logan B. Anderson is the Chief Financial Officer and Secretary of the Company and J. Douglas Blanchflower is the Vice-President, Exploration. As such, they are not independent.

Directorships

Certain directors of the Company are currently also directors of other reporting issuers, as described in the table below:

Name of Director of the Company	Names of Other Reporting Issuers
Thomas A. Doyle	None
Logan B. Anderson	Manado Gold Corp. – TSX Venture Exchange
Gregory C. Burnett	Garibaldi Resources Corp. – TSX Venture Exchange Marifil Mines Limited – TSX Venture Exchange
J. Douglas Blanchflower	Pacific Bay Minerals Ltd. – TSX Venture Exchange
Malcolm Clay	Minco Gold Corporation – Toronto Stock Exchange GreenPower Motor Company Inc. – TSX Venture Exchange Hanwei Energy Services Corp. – TSX Venture Exchange

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

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

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board conducts reviews with regard to the compensation of the directors and Chief Executive Officer once a year.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, nor any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Common Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors and the grant of options which may be granted to such persons upon the approval of the Stock Option Plan, as further discussed below.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of Stock Option Plan

The Stock Option Plan is a "rolling" stock option plan, whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the exercise of options is 10% of the issued shares of the Company and, as such, will increase with the issue of additional shares of the Company. The TSX Venture Exchange (the "**Exchange**") requires listed companies that have a "rolling" stock option plan in place to receive shareholder approval of such plan on a yearly basis at the company's annual meeting. Accordingly, shareholders of the Company will be asked at the Meeting to ratify and approve the Stock Option Plan. The Stock Option Plan complies with the current policies of Exchange for Tier 2 issuers.

The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating selected directors, officers, employees, consultants and management company employees of the Company of high caliber and potential, and to encourage and enable such persons to acquire an ownership interest in the Company.

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Stock Option Plan, which is attached as Schedule "A" to the Company's management information circular dated May 7, 2012, which was filed under the Company's profile on SEDAR on May 14, 2012 and is available at www.sedar.com:

1. The number of shares that may be the subject of options granted shall be determined by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board, provided, at the time the options are granted, that:

   (a) the number of shares subject to outstanding options, in the aggregate, not exceed 10% of the Company's then issued and outstanding shares;

   (b) no more than 5% of the issued shares of the Company may be granted to any one optionee in any 12 month period (unless the Company has obtained "disinterested" shareholder approval);

   (c) no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12 month period; and

   (d) no more than an aggregate of 2% of the issued shares of the Company may be granted to persons employed to provide "investor relations activities" in any 12 month period.

2. The exercise price of the options cannot be set at less than the last closing price of the Company's shares on the stock exchange on which the Common Shares of the Company are then listed before the date on which the options are granted by the Company, less the maximum allowable discount to market as may be permitted under the policies of such exchange, if any, or such other minimum exercise price as may be required by such exchange.

3. Options may be exercisable for a period of up to 10 years, as determined by the Board.

4. All options are non-assignable and non-transferable and, if granted at an exercise price less than market, will be legended with a four month Exchange hold period commencing on the date the stock options are granted.

5. Options shall be subject to such vesting requirements, if any, as may be determined by the Board from time to time, provided that options granted to consultants performing "investor relations activities" must vest in stages over 12 months with no more than 1/4 of the options vesting in any three month period.

6. Options can only be exercised by the applicable optionee and only so long as the optionee is a director, officer, employee or consultant of the Company, any of its subsidiaries, or within a reasonable period of time, not to exceed one year, after the optionee ceases to be in at least one of such positions to the extent that the optionee was entitled to exercise the options at the date of such cessation.

7. In the event of death of an optionee, the options previously granted to it shall be exercisable as to all or any of the Common Shares in respect of which such options had not previously been exercised at the date of the optionee's death (including in respect of the right to purchase Common Shares not otherwise vested at such time), by the legal representatives of the optionee at any time up to and including (but not after) a date one year following the date of death of the optionee or the expiry time of the options, whichever occurs first.

8. Option agreements may provide that, in the event of the sale by the Company of all or substantially all of the property and assets of the Company or in the event of a take-over bid is made for the Common Shares of the Company, the optionees shall be entitled, for a stated period of time thereafter, to exercise and acquire all Common Shares under their options, including in respect of Common Shares available under the options that are not otherwise vested at that time.

9. Disinterested shareholder approval for any reduction in the exercise price of previously granted options shall be obtained prior to the exercise of such options if the optionee is an "insider" of the Company at the time of the proposed reduction.

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

The Stock Option Plan is subject to receipt of annual Exchange acceptance to its filing. Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution ratifying and approving the Stock Option Plan.

As of the date hereof, there are an aggregate of 700,000 stock options outstanding, which is equal to 2.8% of the issued and outstanding Common Shares of the Company.

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION THAT:

1. The Company's Stock Option Plan (the "**Plan**") as set forth in the Information Circular dated June 8, 2015, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued Common Shares of the Company, be and is hereby ratified, confirmed and approved, subject to the acceptance of the Plan by the TSX Venture Exchange (the "**Exchange**");

2. The Board be authorized in its absolute discretion to administer the Plan and amend or modify the Plan in accordance with its terms and conditions and with the policies of the Exchange; and

3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by the Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Plan."

It is the intention of the Designated Persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxies FOR the ordinary resolution to approve the Plan. An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

Management of the Company recommends that shareholders vote in favour of the above ordinary resolution.

Approval of the Right to the Conversion of Convertible Debentures, the Exercise of Warrants and the Exercise of Stock Options issued to Thomas A. Doyle and TAD Financial Corp.

Summary

Under the rules and policies of the Exchange, shareholder approval is required if the issuance of securities issued on conversion or exercise of a convertible security would result in the creation of a new control person, which includes any person or entity that holds, or is one of a combination of persons or entities that holds, a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer subject to certain exceptions (a "**Control Person**").

Thomas A. Doyle ("**Doyle**") and TAD Financial Corp. ("**TAD Financial**"), a company controlled by Mr. Doyle, currently own 4,982,000 Common Shares which represents approximately 19.9% of the Company's issued and outstanding Common Shares. In addition, Doyle and TAD Financial own the following convertible securities:

	Stock Options	**Warrants**	**Convertible Debentures**
Thomas A. Doyle	100,000 options exercisable at $0.10 until December 14, 2015	500,000 warrants exercisable at $0.10 until June 18, 2016	convertible debenture in the principal amount of $80,000, which principal amount is convertible into 1,600,000 Common Shares and 1,600,000 warrants and which accrued interest is convertible into units at the greater of $0.05 or the Market Price (as defined in the policies of the TSX Venture Exchange), with each unit consisting of one Common Shares and one warrant. Each warrant is exercisable into Common Share at a price of $0.05 per share until December 30, 2017
	50,000 options exercisable at $0.10 until August 12, 2015		convertible debenture in the principal amount of $55,000, which principal amount is convertible into 1,100,000 Common Shares and 1,100,000 warrants and which accrued interest is convertible into units at the greater of $0.05 or the Market Price (as defined in the policies of the TSX Venture Exchange), with each unit consisting of one Common Share and one warrant. Each warrant is exercisable into Common Shares at a price of $0.05 per share until May 6, 2018
	100,000 options exercisable at $0.10 until February 28, 2017		convertible debenture in the principal amount of $15,000, which principal amount is convertible into 300,000 Common Shares and 300,000 warrants and which accrued interest is convertible into units at the greater of $0.05 or the Market Price (as defined in the policies of the TSX Venture Exchange), with each unit consisting of one Common Share and one warrant. Each warrant is exercisable into Common Shares at a price of $0.05 per share until May 21, 2018
TAD Financial Corp.		1,675,000 warrants exercisable at $0.10 until June 18, 2016	convertible debenture in the principal amount of $30,000, which principal amount is convertible into 600,000 Common Shares and 600,000 warrants and which accrued interest is convertible into units at the greater of $0.05 or the Market Price (as defined in the policies of the TSX Venture Exchange), with each unit consisting of one Common Share and one warrant. Each warrant is exercisable into

			Common Shares at a price of $0.05 per share until December 30, 2017
		2,000,000 warrants exercisable at $0.10 until June 18, 2016	convertible debenture in the principal amount of $50,000, which principal amount is convertible into 1,000,000 Common Shares and 1,000,000 warrants and which accrued interest is convertible into units at the greater of $0.05 or the Market Price (as defined in the policies of the TSX Venture Exchange), with each unit consisting of one Common Share2 and one warrant. Each warrant is exercisable into Common Shares at a price of $0.05 per share until May 6, 2018

In connection with the purchase of the above noted securities, Doyle and TAD Financial undertook not to exercise or convert any of the securities if it would result in Doyle and TAD Financial becoming a Control Person or owning more than 20% of the outstanding Common Shares without obtaining prior approval of the Shareholders.

The Company is seeking the approval of the Shareholders to the passing of an ordinary resolution (the "**Doyle Resolution**") to approve Doyle's and TAD Financial's right to:

(i) convert all outstanding principal amounts under, and accrued interest on, the convertible debentures (the "**Debentures**") set out above;

(ii) exercise all of the warrants (the "**Warrants**") set out above; and

(iii) exercise all of the stock options (the "**Stock Options**") set out above

and for the resulting material effect on control of the Company (i.e. the creation of a new Control Person that owns more than 20% of the issued and outstanding Common Shares) resulting from the issuance of Common Shares upon the conversion of the Debentures and/or the exercise of the Warrants and Stock Options.

Debentures

All of the Debentures issued to Doyle and TAD Financial bear interest at the rate of 10% per annum, payable on maturity. The principal amount of the Debentures will be convertible into units (each, a "**Debenture Unit**") at a conversion price of $0.05 per Debenture Unit, subject to adjustment in accordance with the terms of the Debentures, with each Debenture Unit to be comprised of one Common Share (each, a "**Debenture Share**") and one non-transferable share purchase warrant (each, a "**Debenture Warrant**"), and with each Debenture Warrant to be exercisable into one Debenture Share (each, a "**Debenture Warrant Share**") at an exercise price of $0.05 per Debenture Warrant Share. The accrued interest on the principal amount of the Debentures will also be convertible into Debenture Units, having the same terms as set forth above, at a conversion price equal to the greater of: (i) $0.05 per Debenture Unit, and (ii) the Market Price (as defined in Policy 1.1 of the of the TSXV Corporate Finance Manual).

Warrants

Doyle and TAD Financial participated in private placements of units (each a "**PP Unit**") of the Company. Each PP Unit consisted of one Common Share (each, a "**PP Share**") and one Warrant. Each Warrant is exercisable into one PP Share (each, a "**PP Warrant Share**") at an exercise price of $0.10 per PP Warrant Share. Doyle purchased 500,000 PP Units and TAD Financial purchased 3,675,000 PP Units.

<u>**Stock Options**</u>

Doyle has been granted Stock Options to acquire an aggregate of (i) 100,000 Common Shares at a price of $0.10 per share until December 14, 2015, (ii) 50,000 Common Shares at a price of $0.10 per share until August 12, 2016, and (iii) 100,000 Common Shares at a price of $0.10 per share until February 28, 2017.

<u>**Ownership**</u>

If Doyle and TAD Financial converted all of principal amount of the Convertible Debentures (not including the conversion of any accrued interest) and exercised all of the Debenture Warrants, the Warrants and the Stock Options, then Doyle and TAD Financial would collectively own 18,607,000 of 38,548,147 Common Shares issued and outstanding, on a partly diluted basis or 48.3% of the issued and outstanding Common Shares, on a partly diluted basis, as of June 1, 2015.

<u>**Minority Shareholder Approval of the Right to the Conversion of Convertible Debentures, the Exercise of Warrants and the Exercise of Stock Options issued to Thomas A. Doyle and TAD Financial Corp.**</u>

The Company is seeking the approval of the Shareholders to the passing of an ordinary resolution (the "**Doyle Resolution**") to approve Doyle's and TAD Financial's right to:

(i) convert all outstanding principal amounts under, and accrued interest on, the Convertible Debentures set out above;

(ii) exercise all of the Warrants set out above; and

(iii) exercise all of the Stock Options set out above

and for the resulting material effect on control of the Company (i.e. the creation of a new Control Person that owns more than 20% of the issued and outstanding Common Shares) resulting from the issuance of Common Shares upon the conversion of the Debentures and/or the exercise of the Warrants and Stock Options.

Doyle and TAD Financial will not be entitled to vote on this resolution as the Exchange excludes such parties from being able to vote on such resolution. To the knowledge of the directors and executive officers of the Company, after reasonable inquiry, no votes attached to the Common Shares other than those owned by Doyle and TAD Financial will be excluded in determining whether approval for the Doyle Resolution has been received by non-interested Shareholders.

<u>**Recommendation of the Board**</u>

Management and the Board believe that the best interests of the Company and the Shareholders will be served by approving the Doyle Resolution and recommend that the Shareholders vote for the approval of the Doyle Resolution because the Company's management believes that the Company will benefit from having Doyle and TAD Financial as a significant strategic investor in the Company. The Board has previously approved the Debentures and the Debenture Warrants, the Warrants and the Stock Options, including the terms and conditions of the Debentures and the Debenture Warrants, the Warrants and the Stock Options, and the conversion by the Purchasers of the Debentures and the exercise by the Purchasers of the Debenture Warrants, the Warrants and the Stock Options.

At the Meeting, Shareholders, except Doyle and TAD Financial, will be asked to consider and, if deemed appropriate, approve the following resolution as an ordinary resolution:

BE IT RESOLVED as an ordinary resolution of the disinterested shareholders that:

1. the conversion by Thomas A. Doyle and TAD Financial Corp. of certain convertible debentures (each, a "**Debenture**") issued to Thomas A. Doyle and TAD Financial Corp. in the aggregate principal amount $230,000, plus accrued interest thereon, into units of the Company (each, a "**Unit**") at a price of $0.05 per Unit, subject to adjustment in accordance with the terms of the Debentures, be and is hereby authorized and approved;

2. the exercise by Thomas A. Doyle and TAD Financial Corp. of an aggregate of 4,600,000 warrants (the "**Debenture Warrants**") into Common Shares of the Company (each, a "**Debenture Warrant Share**") at a price of $0.05 per Debenture Warrant Share, subject to adjustment in accordance with the terms of the Debenture Warrants, be and is hereby authorized and approved;

3. the exercise by the Purchasers of an aggregate of 4,175,000 warrants (the "**Warrants**") into Common Shares of the Company (each, a "**Warrant Share**") at a price of $0.10 per Warrant Share, subject to adjustment in accordance with the terms of the Warrants, be and is hereby authorized and approved;

4. the exercise by the Purchasers of an aggregate of 250,000 stock options (the "**Stock Options**") into Common Shares of the Company (each, a "**Stock Option Share**") at a price of $0.10 per Option Share, subject to adjustment in accordance with the terms of the Stock Options, be and is hereby authorized and approved

5. the material effect on control of the Company and the creation of a new Control Person (as defined in the policies of the TSX Venture Exchange) resulting from the issuance of the Common Shares and Warrants pursuant to the due conversion of the Debentures, the issuance of Debenture Warrant Shares pursuant to the due exercise of the Debenture Warrants, the issuance of Warrant Shares pursuant to the due exercise of the Warrants and/or the issuance of the Stock Option Shares pursuant to the due exercise of the Stock Options, all in accordance with the terms of the Debentures, the Debenture Warrants, the Warrants and the Stock Options, as applicable, and as described in the Company's Information Circular, be and are hereby authorized and approved; and

6. any one director or officer of the Company be and is hereby authorized and empowered, acting for, in the name of and on behalf of Company, to execute and to deliver or cause to be delivered, all instruments and documents and to do, or cause to be done, all acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to fulfill the intent of the foregoing resolution.

Management recommends the approval of the Doyle Resolution to approve the right of Doyle and TAD Financial to convert the Debentures, to exercise the Debenture Warrants, to exercise the Warrants and to exercise the Stock Options.

ADDITIONAL INFORMATION

Shareholders may contact the Company at its office by mail at Suite 1085 – 555 Burrard Street, PO Box 201, Bentall Two, Vancouver, BC, V7X 1M8, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "**MD&A**"). Financial information is provided in the Company's audited financial statements and MD&A for the year ended December 31, 2014, which are available, together with additional information relating to the Company, under the Company's profile on SEDAR at www.sedar.com.

OTHER MATTERS

Other than the above, management of the Company know of no other matters to come before the Meeting other than those referred to in the Notice. If any other matters that are not currently known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the Designated Persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

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

Dated at Vancouver, British Columbia this 8th day of June, 2015.

ON BEHALF OF THE BOARD OF DIRECTORS OF

WOLVERINE MINERALS CORP.

"Thomas A. Doyle"
Thomas A. Doyle
President, Chief Executive Officer
and Director