

METALLIS RESOURCES INC.
Suite #515 – 850 West Hastings St
Vancouver, British Columbia V6C 1E1

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
METALLIS RESOURCES INC.**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of METALLIS RESOURCES INC. (the “**Company**”) will be held at the offices of Suite #1780 – 400 Burrard St, Vancouver, BC V6C 3A6 on **Thursday, May 31, 2018 at 10:00 a.m.** (Vancouver time), for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2017 together with the auditor's report thereon.
3. To elect the directors of the Company until the Company's next annual general meeting and to fix the number of directors at four (4).
4. To appoint Davidson & Company LLP, Chartered Accountants, as the Company's auditor for the fiscal year ended December 31, 2018 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor.
5. To consider, and if thought fit, approval a special resolution for the adoption of a new set of articles for the Company, which new set of Articles contain, *inter alia*, provisions relating to (i) advance notice procedures with respect to the nomination of persons for election as a director of the Company, and (ii) directors only approval of fundamental changes to the share capital of the Company, including the subdivision or consolidation of all or any unissued or fully paid, issued shares of the Company, the full text of which special resolution is set out in the accompanying Information Circular, all as more particularly described therein.
6. To approve the proposed Stock Option Plan (the “Plan”) of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange.
7. To transact such other business as may properly come before the meeting.

Specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular. Any registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, such proxy must be received by the transfer agent at its office in accordance with the instructions set out in the form of proxy and in the Information Circular no later than May 29, 2018 at 10:00 a.m. (Vancouver time), or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting. Non-registered Shareholders should complete and return the accompanying voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in the shares held by such Shareholder not being voted at the Meeting. If you have any questions about the information contained in the Information Circular or require assistance in completing your form of proxy or letter of transmittal, please contact the transfer agent.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is April 26, 2018. Only Shareholders whose names have been entered in the central securities register of the Company on the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

The Information Circular and a form of proxy accompany this Notice.

If you have any questions about the information contained in the Information Circular or require assistance in completing your form of proxy or letter of transmittal, please contact the transfer agent.

Dated at the City of Vancouver, in the province of British Columbia, this 26th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"Fiore Aliperti"

Fiore Aliperti
Chief Executive Officer and Director



**Suite #515 – 850 West Hastings Street
Vancouver, BC V6C 1E1
Phone: 604-688-5077
Fax: 604-688-5017**

INFORMATION CIRCULAR

As at April 26, 2018

This Information Circular is being furnished in connection with the solicitation of proxies by the management of Metallis Resources Inc. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of the holders of its common shares (the “**Common Shares**”) to be held on Thursday, May 31, 2018 at 10:00 am Pacific Standard Time and at Suite #1780 – 400 Burrard St, Vancouver, British Columbia V6C 3A6, for the purposes set forth in the accompanying Notice of Meeting.

Cautionary Note Regarding Forward Looking Statements

This Information Circular includes “forward-looking statements” within the meaning of Canadian securities laws. All statements, other than statements of historical facts, included in this Information Circular that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements. When used in this Information Circular, the words “estimate”, “plan”, “anticipate”, “expect”, “intend”, “believe” and similar expressions are intended to identify forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, you should not place undue reliance on forward-looking statements.

The forward-looking statements contained in this Information Circular are expressly qualified in their entirety by this cautionary statement. Such forward-looking statements are made as of the date of this Information Circular and, except as required under applicable securities laws, the Company does not undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise.

General

In this Information Circular, references to “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name; and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that hold securities on behalf of Beneficial Shareholders. Unless otherwise indicated herein, all references to currency are to Canadian dollars.

No person has been authorized to give any information or to make any representation in connection with any matter described in this Information Circular other than those contained herein and, if given or made, any such information or representation should be considered not to have been authorized by the Company. This Information Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person 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 any person to whom it is unlawful to make such solicitation. The information contained in this Information Circular should not be construed as legal, tax or financial advice.

PROXY INFORMATION

GENERAL PROXY INFORMATION

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. In accordance with National Instrument 54-101 of the Canadian Securities Administrators, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the voting common shares in the capital of the Company (the “Shares”) held on a record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of this solicitation will be borne by the Company.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy are directors, officers or other representatives of the Company. A shareholder entitled to vote at the Meeting has the right to appoint a person or company, who need not be a shareholder, to attend and act for the shareholder on the shareholder's behalf at the Meeting other than either the persons or company designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the accompanying form of proxy or by completing and delivering another suitable form of proxy. Submitting a proxy by mail, by hand or by fax are the only methods by which a shareholder may appoint a person as proxy other than a director or officer of the Company named on the form of proxy.

Voting by Proxyholder

On a poll the nominees named in the accompanying form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If the shareholder has specified a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the proxy, the nominees named in the accompanying form of proxy will vote the Shares represented by the proxy at their own discretion for the approval of such matter.

Registered Shareholders

Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy must complete, date and sign the form of proxy. It must then be returned to the Company at Suite #515 – 850 West Hastings Street, Vancouver, British Columbia V6C 1E1, by May 29, 2018 at 10:00 am. (PST) or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting at which the Proxy is to be used. Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person.

Advice to Beneficial Holders of Shares

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Beneficial Shareholders should ensure that they follow the instructions of their broker to ensure their instructions respecting the voting of their Shares are communicated to the appropriate person.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Services ("Broadridge") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of the form of proxy provided by the Company. The voting instruction form will name the same persons as the proxy to represent the Beneficial Shareholder at the Meeting. A Beneficial Shareholder has the right to appoint a person (who need not be a Beneficial Shareholder of the Company) other than the persons designated in the voting instruction form, to represent the Beneficial Shareholder at the Meeting. To exercise this right, the Beneficial Shareholder should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use it to vote

Shares directly at the Meeting - the voting instruction form must be returned to Broadridge, as the case may be, well in advance of the Meeting in order to have the Shares voted. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, Beneficial Shareholders may request in writing that their broker send to them a legal proxy which would enable them to attend at the Meeting and vote their Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to the Company, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. In addition, a proxy may be revoked by the registered shareholder personally by attending the Meeting and voting the registered shareholder's Shares. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Board of Directors of the Company (the "**Board**") has fixed April 26, 2018 as the record date (the "**Record Date**") for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of **April 26, 2018**, there were **32,183,629 Common Shares** issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. As of April 26, 2018, the Company had no other class of securities.

To the knowledge of the directors and executive officers of the Company, other than as described herein, no person or company beneficially owns, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company.

FINANCIAL STATEMENTS

The comparative audited financial statements of the Company for the year ended December 31, 2017 and the report of the auditor thereof will be placed before the Meeting. The audited financial statements, the report of the auditor, together with the management's discussion and analysis can be found on www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to approve the resolutions described herein. A special resolution is a resolution passed by a majority of not less than **two-thirds (2/3rds)** of the votes cast by the shareholders who, being entitled to do so, voted in person or by proxy at the Meeting. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The number of directors on the Board is currently set at four (4), and the Board proposes that the number of directors remain at four (4). Shareholders will therefore be asked to approve, by ordinary resolution, that the number of directors elected be fixed at four (4).

Management of the Company recommends that you vote **FOR** fixing the number of directors at **four (4)**. Unless instructed otherwise, the individuals named as proxy holders in the enclosed form of proxy intend to vote any Shares represented thereby as recommended.

The term of office of each of the current directors will expire at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "**Act**"), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as directors, all positions with the Company and any of its subsidiaries each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at April 26, 2018.

Name of Nominee, Current Position(s) and Province or State and Country of Residence	Principal Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled
Fiore Aliperti ⁽¹⁾ <i>President, CEO and Director</i>	President and CEO of the Company since July 2013 and Director of the Company since February 6, 2012. President of Avanti Consulting Inc. since December 2009.	February, 2012 - present	887,367 ⁽²⁾
Jon Lever <i>Chief Financial Officer and Director</i>	Director of the Company since January 12, 2012 and Chief Financial Officer since May 11, 2012. CFO of Solar Alliance Energy Inc. from June 2006 to January 2016.	January, 2012 – present	479,334 ⁽²⁾
Michael Sikich ⁽¹⁾ <i>Director</i>	Director of the Company since February 6, 2012. Managing Broker of TRG – the Residential Group Downtown Realty since September 2006.	February, 2012 - present	1,270,489
Dave Webb ⁽¹⁾ <i>Director</i>	Director of the Company since February 12, 2014. Professional Engineer, Professional Geologist, President and Director of DRW Geological Consultants Ltd. since 1985, President and Director of New Discovery Mines Ltd. since 1992.	February, 2014 - present	100,000

(1) Member of the Company's Audit Committee

(2) Shares held directly and indirectly through a wholly-owned company.

The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled by each director nominee is not within the knowledge of the management of the Company and has been furnished by each respective nominee. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.

Further Information

Jon Lever, Fiore Aliperti and Michael Sikich were appointed directors of the Company in early 2012 under a corporate restructuring. The Company became subject to a CTO issued by the British Columbia Securities Commission on May 9, 2012 for failure to file interim and annual financial statements in a timely manner. A CTO was issued by the Ontario Securities Commission on May 30, 2012 and subsequently by the Alberta Securities Commission on August 10, 2012. The Company filed its late annual and interim period filings and addressed all issues raised by the respective securities commissions and the TSX-V. As such, the CTO's were revoked on June 14, 2013, and the Company's shares were re-listed for trading on the TSX-V.

Mr. Lever was an officer of Concord Green Energy Holdings Ltd. (formerly, Finavera Wind Energy Inc.) ("Concord Green") when its insiders were granted a management cease trade order ("MCTO") issued by the British Columbia Securities Commission on May 1, 2015, to allow time for Concord Green to complete material transactions and file its comparative annual financial statements for the year ended December 31, 2014. The filings were completed and a Revocation Order was issued in respect of the MCTO on June 22, 2015.

Mr. Lever was an officer of Salmon River Resources Ltd. when it became subject to a CTO issued by the British Columbia Securities Commission on November 5, 2013 for failure to file its 2013 annual financial statements for the year ended June 30, 2013. Mr. Lever resigned as an officer in June 2015. The CTO remains in effect.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants ("**Davidson**"), will be nominated at the Meeting for reappointment as the Company's auditor with remuneration to be fixed by the Board. Davidson was first appointed as the auditor of the Company on January 16, 2007.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the Board of Directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

Board of Directors

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. The Board acts in accordance with:

- (a) the *Business Corporations Act* (British Columbia);
- (b) the Company's articles of incorporation; and
- (c) other applicable laws and Company policies.

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results.

Of the Company's proposed slate of four (4) directors, two (2) would be considered independent. The definition of independence used by the Board is that used by the TSX Venture Exchange. A director is independent if he has no material relationship with the Company. A "material relationship" is a relationship which could, in view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgement. Certain types of relationships are by their nature considered to be material relationships.

The independent Board members are Michael Sikich and Dave Webb. The non-independent Board members are Fiore Aliperti, the Chief Executive Officer of the Company, and Jon Lever, the Chief Financial Officer of the Company.

The Board is responsible for determining whether or not each director is an independent director. The President, CEO and CFO and any other officer are not considered independent. None of the other director's work in the day-to-day operations of the Company, are party to any material contracts with the Company, or receive any fees from the Company except as disclosed in this Information Circular.

The Board is actively involved in the Company's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Board also monitors the Company's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board periodically discusses the systems of internal control with the Company's auditor.

The Board is responsible for choosing the President and CEO and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Company's major communications, including annual and quarterly reports, financing documents and press releases. The Company communicates with its stakeholders through a number of channels including its website. The Board approved the Company's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its audit committee (“Audit Committee”), examines the effectiveness of the Company's internal control processes and management information systems. The Board consults with the auditor and management of the Company to ensure the integrity of these systems. The auditor submits a report to the Audit Committee each year on the quality of the Company's internal control processes and management information systems.

Directorships

The directors of the Company currently do not hold directorships on other reporting issuers.

Orientation and Continuing Education

When new directors are appointed to the Board, they receive an orientation, commensurate with their previous experience, on the Company's business, technology and industry and on the responsibilities of directors.

Meetings of the Board may also include presentations by the Company's management to give the directors additional insight into the Company's business.

Ethical Business Conduct

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number

required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Company had no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services in their capacity as directors, or for board participation, involvement in special assignments or for services as a consultant or expert during the financial year ended December 31, 2017 or subsequently, up to and including the date of this Circular with the exception of stock-based compensation as detailed in this Circular.

In the Board's view, there is, and had been, no need for the Company to design or implement a formal compensation program for directors. While the Board considers option grants to directors under the Stock Option Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of stock options. Other than Stock Option Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for directors.

The Board believes that a compensation package for its executive officers including consulting fees and equity-based incentives is appropriate in achieving its objectives. The Company does not have any predetermined performance goals for its executive officers, but expects each executive officer to serve the Company and its shareholders to the best of his abilities.

Each of the executive officers who serve the Company in both full time or part time capacities are compensated primarily by a consulting fee that is negotiated between the Board and the executive officer. The rationale of providing a consulting fee is to reward the executive officer's time spent on the Company and its development, and provide a reasonable incentive for the executive officer to focus his attention on the Company.

The Company provides a Stock Option Plan to motivate its executive officers by providing them with the opportunity, through stock options, to acquire an interest in the Company and benefit from the Company's growth. The Board does not employ a prescribed methodology when determining the grant or allocation of stock options to its executive officers. Other than the Stock Option Plan, the Company does not offer any long term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for its executive officers.

Stock options are granted to executive officers when the Board wishes to align such officers' interests with those of the shareholders. The number of stock options granted to each executive officer is determined solely by the Board and is based on such factors as the executive officer's performance, his consulting fee, if any, and the Company's share price at the time such options are granted.

Other Board Committees

Subsequent to year ended December 31, 2017, the Board established a Compensation Committee and a Health, Safety, Environment and Social Responsibility Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the audit committee.

COMPENSATION OF EXECUTIVE OFFICERS

Executive Compensation

In this section “Named Executive Officer” means the Chief Executive Officer, the Chief Financial Officer, and each of the three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

Fiore Aliperti, the Company’s Chief Executive Officer as of April 26, 2018, and Jon Lever, the Company’s Chief Financial Officer, are the only Named Executive Officers of the Company for the purposes of the following disclosure. Pursuant to Item 1.3(2) of Form 51-102F6, the Company has omitted certain tables and columns of tables that do not apply to this disclosure.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES
(for the fiscal year ended December 31, 2017)

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Fiore Aliperti, <i>CEO and President</i>	2017 2016	84,000 ⁽¹⁾ 84,000 ⁽¹⁾	Nil Nil	Nil Nil	Nil Nil	Nil Nil	84,000 84,000
Jon Lever, <i>CFO</i>	2017 2016	30,000 ⁽²⁾ 30,000 ⁽²⁾	Nil Nil	Nil Nil	Nil Nil	Nil Nil	30,000 30,000
Michael Sikich, <i>Director</i>	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Dave Webb, <i>Director</i>	2017 2016	3,225 ⁽³⁾ Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	3,225 Nil

⁽¹⁾ Charged by Mr. Aliperti’s wholly-owned company Avanti Consulting Inc.

⁽²⁾ Charged by Mr. Lever’s wholly-owned company Lever Capital Corp.

⁽³⁾ Charged by Mr. Webb’s wholly-owned company DRW Geological Consultants Ltd.

There are currently no formal agreements in place to compensate the Company's executive officers. The Company may pay remuneration to its directors and officers if the Board feels the Company is able to do so. At present, the Company is in the development stage and has not generated any revenue.

COMPENSATION SECURITIES
(for the fiscal year end of December 31, 2017)

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)*	Closing price of security or underlying security at year end (\$)	Expiry Date
Fiore Aliperti, President & CEO	Options	100,000	August 18, 2017	\$0.39	\$0.42	\$1.19	August 18, 2022
Jon Lever, CFO	Options	100,000	August 18, 2017	\$0.39	\$0.42	\$1.19	August 18, 2022
Michael Sikich, Director	Options	125,000	August 18, 2017	\$0.39	\$0.42	\$1.19	August 18, 2022
Dave Webb, Director	Options	50,000	August 18, 2017	\$0.39	\$0.42	\$1.19	August 18, 2022

*The Board of Directors approved the option grant the morning of August 17, 2017 when the last closing price was \$0.39.

PENSION PLAN BENEFITS

The Company has no pension plans that provide for payments or benefits at, following, or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has no employment contracts with any of its Named Executive Officers.

There are no compensation plan(s) or arrangement(s) with respect to the Named Executive Officers resulting from the resignation, retirement or any other termination of the Named Executive Officer's employment with the Company or from a change of control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

MANAGEMENT CONTRACTS

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

AUDIT COMMITTEE

Audit Committee Charter

The Company's Audit Committee is governed by a written charter that sets out its mandate and its duties and responsibilities. The Audit Committee Charter, as approved by the Company's Board of Directors, is included in Schedule "A" of this information circular.

Audit Committee Composition

The Audit Committee is comprised of **Michael Sikich (chair)**, **Fiore Aliperti**, and **Dave Webb**. Two of the three members are independent and all are financially literate, as described in National Instrument 52-110 – Audit Committees ("NI 52-110").

Relevant Education and Experience

Michael Sikich has over two decades of business experience in both private enterprise and with public companies. Mr. Sikich is the owner of a real estate company currently employing over 150 people with sales of several hundred million dollars annually which have required Mr. Sikich to understand, review and approve financial statements.

Fiore Aliperti has over twenty five years of business experience in the private sector. In 2011 Mr. Aliperti managed the Company's Italian subsidiary and was the corporate contact on all Italian matters. In 2012 Mr. Aliperti joined the board of directors, where he played a key role in commencing the restructure of the Company and the acquisition of the Kirkham Property and Mt Dunn Property.

Dave Webb is a Registered Professional Geologist and Professional Engineer with over 30 years of experience in mineral exploration, development and production in Canada and internationally. He holds a B.A.Sc. in engineering from the University of Toronto, a M.Sc. in Geological Sciences from Queen's University and a Ph.D. in Geological Sciences from the University of Western Ontario. During his tenures as president of both public and private companies, projects have been developed from pre-discovery to production.

Audit Committee Oversight

At no time since the commencement of 2015, up to the date of this report, has a recommendation of the Audit Committee to nominate or compensate an auditor, not been adopted by the board of the Company.

Reliance on Certain Exemptions

Since the commencement of 2015 and up to the date of this report, the Company has not relied on:

- a) The exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services); and
- b) An exemption from of NI 52-110, in whole or in part, granted from Part 8 (Exemptions)

Pre-approval policies and procedures

All audit, audit related, tax and non-audited services to be performed by the external audit firm are pre-approved by the Audit Committee. Before approval is given, the Audit Committee examines the independence of the auditor in relation to the services to be provided and assesses the reasonableness of the fees to be charged for such services.

Auditor Service Fees

The following table sets for the aggregate professional fees billed to the Company by its auditor, Davidson and Company LLP during each of the two most recently completed financial years.

Nature of Services	2017	2016
Audit Fees	\$28,000	\$23,500
Audit-Related Fees	\$560	\$485
Tax Fees	\$1,428	\$2,750
All Other Fees	0	0
Total	\$29,988	\$26,735

Audit fees are professional fees billed for the audit of the Company's annual consolidated financial statements and other attestation services provided in connection with regular statutory or regulatory filings.

Exemptions

Company is relying on the exemptions in section 6.1 of NI 52-110 from the requirement in Part 5 of NI 52-110. (Reporting Obligations)

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Adoption of New Articles

The Company is seeking shareholder approval that the Articles of the Company be altered by cancelling the existing Articles and creating and adopting the new form of Articles (the "New Articles").

The New Articles will contain the following provisions: the Company may alter its Notice of Articles, articles and share structure in the following manner: the Company may by directors' resolution, create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares; increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established; subdivide or consolidate all or any of its

unissued, or fully paid issued, shares; if the Company is authorized to issue shares of a class of shares with par value, decrease the par value of those shares; or if none of the shares of that class of shares are allotted or issued, increase the par value of those shares; change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value; alter the identifying name of any of its shares; or adopt alterations to the articles that are procedural or administrative in nature or are matters that pursuant to the articles are solely within the directors' powers, control or authority.

So long as the Company's securities are listed on the TSX Venture Exchange, any share consolidations are subject to acceptance by the TSX Venture Exchange. Any security consolidation which, when combined with any other security consolidation conducted by the Company within the previous 24 months that was not approved by its shareholders, would result in a cumulative consolidation ratio of greater than 10 to 1 over such 24 month period, will require approval by the shareholders of the Company in order for the TSX Venture Exchange to provide its acceptance.

The Company may also alter its Notice of Articles and articles to change its name in the following manner: the Company may by directors' resolution change its name and may, by directors' resolution, adopt or change any translation of that name.

In addition, the New Articles will contain provisions related to advance notice of director nominations ("Advance Notice Provisions").

The Advance Notice Provisions will: (i) facilitate orderly and efficient annual general or, where the need arises, special general, meetings of shareholders; (ii) ensure that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote with respect to the election of directors. The Advance Notice Provisions are meant to integrate and strengthen the procedures with respect to the nomination of directors by Shareholders by incorporating those provisions directing in the constating documents and charter of the Company.

Purpose of the Advance Notice Provisions

The purpose of the Advance Notice Provisions is to provide shareholders, directors and management of the Company with a procedure for shareholders wishing to nominate a person for election as a director. The Advance Notice Provision fixes a deadline by which Shareholders must submit director nominations to the Company prior to any annual or special general meeting of shareholders at which directors are to be elected and sets forth the information that a shareholder must include in the notice to the Company in order for such person to be eligible to stand for election as a director at such meeting.

Effect of the Advance Notice Provisions

Subject to the BCA and the Articles, only persons who are nominated in accordance with the Advance Notice Provisions will be eligible to stand for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual general meeting of shareholders, or at any special general meeting of shareholders if one of the purposes for which the special general meeting was called was the election of directors: (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) pursuant to a proposal made in accordance with the provisions of the BCA, or a requisition made in accordance with the provisions of the BCA; or (c) by any person (a Nominating Shareholder): (A) who, at the close of business on the date of the giving of the notice provided for in the Advance Notice Provisions (a Notice of Nominee) and who at the close of business on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are

entitled to be voted at such meeting and provides evidence in writing satisfactory to the Company of such ownership; and (B) who complies with the notice procedures set forth in the Advance Notice Provisions.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the President or CEO, and Secretary of the Company at the principal executive offices of the Company.

To be timely, a Notice of Nominee sent by a Nominating Shareholder must be: (a) in the case of an annual meeting of shareholders, given not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the Notice Date) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and (b) in the case of a special general meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), given not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special general meeting of shareholders was made. Any adjournment, rescheduling or postponement of a meeting of shareholders or the announcement thereof will not result in the commencement of a new time period for the giving of a Nominating Shareholders notice as described above.

To be in proper written form, a Notice of Nominee sent by a Nominating Shareholder must set forth: (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director, a statement certified by the Nominating Shareholder and such nominee of: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person for at least the five years preceding the date of the Notice of Nominee; (C) the citizenship of such person; (D) the class or series and number of shares of the Company which the proposed nominee beneficially owns or over which the proposed nominee exercises direction or control as of the later of the date of such Notice of Nominee or the record date for the meeting of shareholders (if such date shall then have been publicly announced and shall have occurred); and (E) any other information relating to the nominee that would be required to be disclosed in a dissidents information circular in connection with a solicitation of proxies for election of directors pursuant to the BCA and Applicable Securities Laws (as defined below), regardless of whether the nominee or Nominating Shareholder is required to prepare or file an information circular; and (b) as to the Nominating Shareholder, a description of any contract, arrangement or understanding pursuant to which such Nominating Shareholder has agreed to vote any shares of the Company it beneficially owns or exercises control or direction over, and any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissidents information circular in connection with a solicitation of proxies by the Nominating Shareholder for election of directors pursuant to the BCA and Applicable Securities Laws (as defined below), regardless of whether the nominee or Nominating Shareholder is required to prepare or file an information circular. The Company may require the Nominating Shareholder or any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company with respect of such proposed nominee.

The Chairman of any general meeting will have the power and duty to determine whether any nomination made at that meeting was made in accordance the Advance Notice Provisions and, if any proposed nomination is not in compliance with the Advance Notice Provisions, the Chairman may declare that such nomination was not validly made, may be disregarded and not submitted to a vote at such meeting.

For purposes of the Advance Notice Provisions: (a) public announcement means disclosure in a press release disseminated by the Company through a national news service in Canada, or in a document filed by or on behalf of the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (b) Applicable Securities Laws means the applicable securities laws of each province and territory of Canada governing the calling, holding or conduct of any general meeting of the Company and the rules, regulations, forms, instruments, policies and notices of the securities regulatory authority of each such relevant province or territory of Canada and the bylaws, rules and policies of any stock exchange or trading and quotation service on which the shares of the Company may be listed or traded.

Notwithstanding any other provision of the Advance Notice Provisions, notice given to the Company pursuant to the Advance Notice Provisions may only be given by personal delivery or facsimile transmission and shall be deemed to have been given at the time of personal delivery to the President or CEO, and Secretary of the Company at the address of the principal executive offices of the Company, or if sent by facsimile transmission at the time of confirmed transmission, provided however, that if transmitted after 5:00 p.m. (Vancouver time) then such notice shall be deemed to have been given on the next day that is a business day.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in the Advance Notice Provisions.

The Advance Notice Provisions will be subject to an annual review, and may be updated to reflect changes as required by law or so as to meet prevailing practices and standards from time to time.

In late 2012, the Canadian Securities Administrators adopted amendments to NI 54-101 and National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) that provide eligible reporting issuers with a voluntary notice-and-access mechanism to send proxy-related materials to registered and beneficial owners of securities (Notice-and-Access). Under Notice-and-Access, provided that shareholders are appropriately notified, proxy-related materials may be posted on a website, other than SEDAR, instead of being sent to shareholders by mail.

Presently, the Company's Articles do not allow for delivery of information to registered shareholders by the means contemplated by Notice-and-Access. Therefore, the Company proposes to modify the Articles to allow delivery for all shareholders of information by electronic means and other means permitted by applicable securities laws (for example, via Notice-and-Access). Management believes that updating the Articles to permit electronic delivery and delivery via Notice-and-Access will result in cost-savings for the Company.

Recommendation of the Board

The Board recommends adopting the New Articles. The full text of the proposed New Articles will be presented to the shareholders at the Meeting. Shareholders wishing to view the proposed Articles in advance of the Meeting may do so at the offices of the Company, Suite 515, 850 West Hastings Street, Vancouver, B.C. during normal business hours, or by requesting a copy from the Company.

The legal text of the proposed special resolution is set out as follows:

"RESOLVED, as a special resolution, that:

(a) the Articles of the Company be altered by deleting and cancelling the Company's existing Articles and creating and adopting new Articles, which new set of Articles contain, inter alia, provisions relating to (i) advance notice procedures with respect to the nomination of persons for election as a director of the Company, and (ii)

directors only approval of fundamental changes to the share capital of the Company, including the subdivision or consolidation of all or any unissued or fully paid, issued shares of the Company.

(b) any one officer or director of the Company be and is hereby authorized to execute and deliver all documents and do all things as in the opinion of the Board of Directors is necessary or desirable to implement this special resolution, including any filings with the Registrar of Companies (British Columbia), that may be necessary to effect the amendment, the Board of Directors may make modifications hereto in accordance with the policies of the TSX Venture Exchange and the Board of Directors of the Company, may in their sole discretion and without further approval from the shareholders, revoke this special resolution or postpone the implementation of this special resolution.”

This resolution must be passed by not less than two-thirds (2/3rds) of the cast by the Shareholders present in person or by proxy at the Meeting. Management has recommended that you vote FOR the adoption of the New Articles, which adoption is also subject to TSX Venture Exchange approval.

2. STOCK OPTION PLAN

TSX Venture Exchange (the “Exchange”) policies require that each company listed on the Exchange have a stock option plan if the company issues common shares pursuant to the exercise of stock options. Shareholders approved the adoption of the Company's current 10% rolling option plan (the “Existing Plan”) at a previous annual general meeting.

The following is a summary of the material terms of the Stock Option Plan:

- (a) directors, officers, employees and consultants of the Company, or to person engaged in investor relations activities on behalf of the Company or any of its subsidiaries are eligible to receive grants of options under the Stock Option Plan;
- (b) a number of common shares equal to ten (10%) percent of the issued and outstanding common shares in the capital stock of the Company from time to time are reserved for the issuance of stock options;
- (c) the exercise price of any options granted is determined by the Board in its sole discretion as of the date the Board grants the options, and shall not be less than the last closing price of the Company's common shares traded through the facilities of the Exchange prior to the grant of the options, less any discount permitted by the Exchange, or such other price as may be required by the Exchange;
- (d) options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (e) an optionee's options expire one year (or such other time, not to exceed one year, as shall be determined by the Board) after the date the optionee ceases to be eligible to receive options; and
- (f) notwithstanding the foregoing, if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option.

Under the Stock Option Plan, the number of common shares which may be reserved for issue: (i) to any one optionee who is an insider and any associates of such insider, shall not exceed 5% of the outstanding issue; and (ii) to all persons who undertake investor relations activities, shall not exceed 2% of the outstanding issue. "Outstanding issue" is determined on the basis of the number of common shares that are outstanding immediately prior to the common share issuance in question.

Management has recommended that you vote **FOR** the Company's adoption of the Stock Option Plan containing among other things, provisions consistent with the current policies of the Exchange. The Stock Option Plan is also subject to Exchange approval.

ADDITIONAL INFORMATION

Financial information is provided in the audited consolidated financial statements of the Company for the year ended December 31, 2017 and in the related Management's Discussion and Analysis as filed on SEDAR at www.sedar.com. The audited consolidated financial statements of the Company for the year ended December 31, 2017 will also be placed before the Meeting. Additional information relating to the Company is filed on SEDAR at www.sedar.com and upon request from the Company at (604) 688-5077. Copies of documents will be provided free of charge to securityholders of the Company. The Company may require the payment of a reasonable charge from any person or company who requests a copy of any such document and is not a securityholder of the Company.

OTHER MATTERS

As of the date of this Information Circular, the Board is not aware of any matters, other than those referred to in the Notice of Meeting, which it anticipates will come before the Meeting. Should any other matters properly be brought before the Meeting, the Common Shares represented by the proxies solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting such proxies.

The contents of the Notice of Meeting and this Information Circular and its distribution to the shareholders of the Company have been approved by the Board.

DATED at Vancouver, British Columbia, this 26th day of April, 2018.

By order of the Board

"Fiore Aliperti"

Fiore Aliperti

President, Chief Executive Officer and Director

**SCHEDULE “A”
AUDIT COMMITTEE CHARTER**

A. INTRODUCTION AND PURPOSE

1. The Audit Committee (the “Committee”) is appointed by the Board of Directors to assist the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by administering the Board’s financial oversight responsibilities. The Committee’s primary duties and responsibilities are to:
 - a. Monitor the integrity of the Corporation’s financial reporting process and systems of internal controls over financial reporting;
 - b. Monitor the independence and the performance of the Corporation’s auditors;
 - c. Provide an avenue of communication among the auditors, management and the Board of Directors;
 - d. Encourage adherence to, and continuous improvement of, the Corporation’s policies, procedures and practices relating to financial matters at all levels; and
 - e. Maintain an effective complaints procedure.

B. COMPOSITION AND COMMITTEE ORGANIZATION

1. The Committee shall be comprised of a minimum of three or more directors, as determined by the Board, each of whom shall meet the independence requirements of the relevant securities exchanges and regulatory agencies as may apply from time to time. At least two members will be independent of management and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment. All members of the Committee must be financially literate. Financially literate means that the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
2. The Committee members shall be appointed by the Board at its first meeting following each annual shareholders meeting. If the Committee Chair is not designated by the Board, the members of the Committee may designate a Chair by majority vote of the Committee membership.
3. The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee meetings may be held in person, by telephone conference or by video conference. A majority of the members of the Committee present in person, by teleconferencing or by videoconferencing will constitute a quorum.
4. The Committee may invite the Corporation’s auditors, the Chief Financial Officer (“CFO”), and such other persons as deemed appropriate by the Committee, to attend meetings of the Committee. The Committee shall meet at least annually with management and the auditors to discuss any matters that the Committee or each of these groups believes should be discussed.

C. POWER AND AUTHORITY

The Committee shall have:

1. The power to conduct or authorize investigations into any matter within the scope of its responsibilities;
2. The right to engage independent legal, accounting or other advisors as it deems necessary in the performance of its duties, at a compensation to be determined by the Committee;
3. The right at any time and without restriction to communicate directly with the CFO, other members of management who have responsibility for the audit process, and the auditors; and
4. Such other powers and duties as may be delegated to it from time to time by the Board.

D. DUTIES AND RESPONSIBILITIES – FINANCIAL REPORTING OVERSIGHT

The Committee shall:

1. Review with management any Corporation- initiated changes in accounting practices and policies and the financial impact thereof, and selection or application of appropriate accounting principles and policies;
2. Review with the auditors, in advance of the audit, the audit process and standards, as well as regulatory changes in accounting practices and policies and the financial impact thereof;
3. Review with the auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation and the manner in which these matters are being disclosed in the financial statements; the appropriateness and disclosure of any off-balance sheet matters; and disclosure of related-party transactions;
5. Meet at least annually with the auditors separately from management to review the integrity of the Corporation's financial reporting processes, including the clarity of financial disclosure and the degree of conservatism or aggressiveness of the accounting policies and estimates, performance of internal audit management, any significant disagreements or difficulties in obtaining information, adequacy of internal controls over financial reporting and the degree of compliance of the Corporation with prior recommendations of the auditors. The Committee shall review with management any matters raised by the auditors and direct management to implement such changes as the Committee considers appropriate, subject to any required approvals of the Board arising out of the review;
6. Review with management, the Corporation's annual audited financial statements, management discussion and analysis ("MD&A"), and interim and annual profit or loss press releases, as applicable, prior to public disclosure and make recommendations to the Board respecting approval of the annual audited financial statements and MD&A;
7. Review with management, the Corporation's interim financial statements and MD&A prior to public disclosure. If the statements are to be reviewed by the auditors, the Committee shall consult with the auditors as required during the process. The Committee shall make recommendations to the Board respecting approval of the interim financial statements or, if authorized to do so by the Board, approve the interim statements and MD&A;
8. Periodically assess the procedures in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure of the statements themselves, and satisfy itself that those procedures are adequate;

9. Discuss any significant changes to the Corporation's accounting policies or principles and any items required to be communicated by the auditors.

E. DUTIES AND RESPONSIBILITIES – AUDITORS

The Committee shall:

1. Be responsible for communication with the auditors. The auditors shall report and are accountable directly to the Committee;
2. Be directly responsible for overseeing the work of the auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the auditor regarding financial reporting;
3. At least annually review the independence of the auditors. The Committee should review and discuss with the auditors all significant relationships they have with the Corporation that could impair the auditor's independence;
4. At least annually, review the performance of the auditor and recommend to the Board of Directors the auditors to be approved at a shareholders meeting and recommend to the Board any discharge of auditors when circumstances warrant. If the auditors are not to be reappointed, the Committee shall select and recommend a suitable alternative;
5. Be responsible for approving the fees and other significant compensation to be paid to the auditors, and pre-approving, subject to ratification by the Board, any non-audit services that the auditor may provide. The Committee may delegate certain pre-approval functions for non-audit services to one or more independent members of its Committee if it first adopts specific policies and procedures respecting same and provided such decisions are presented to the full Committee for approval at its next meeting;
6. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Corporation;
7. Obtain from the auditors confirmation that the auditors are a 'participating audit' firm for the purpose of National Instrument 52-108 Auditor Oversight and are in compliance with governing regulations.

F. DUTIES AND RESPONSIBILITIES – FINANCIAL INFORMATION

The Committee shall:

1. Review and discuss the following financial information and disclosure with management, and if applicable, with the internal auditors and the auditors:
 - a. News releases and material change reports announcing annual or interim financial results or otherwise disclosing the Corporation's financial performance or other financial information, including the use of non- GAAP earnings measures;
 - b. All financial-related disclosure to be included in or incorporated by reference into any prospectus that may be prepared by the Corporation;
 - c. annual report, annual information form and management information or proxy circular, as applicable; and
 - d. any other filings, regulatory or otherwise, that incorporate financial information.

2. The Committee may delegate the duty to review certain types of financial information to one of its members or to the Disclosure Committee.

G. DUTIES AND RESPONSIBILITIES – INTERNAL CONTROLS

The Committee shall:

1. Review and assess the adequacy of the Corporation's internal control structure and procedures designed to ensure compliance with applicable laws and regulations.

H. DUTIES AND RESPONSIBILITIES - GENERAL

The Committee shall:

1. At least annually, review with the Corporation's counsel, any legal matters that could have a significant impact on the organization's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies;
2. Annually review a report to shareholders to be included in the Corporation's information circular as required by applicable securities laws;
3. Review and assess the adequacy of this Charter at least annually and submit it to the Board for approval;
4. Annually evaluate the Committee's performance and report its findings to the Board;
5. Maintain minutes of meetings and periodically report to the Board on significant results of the Committee's activities; and
6. Perform any other activities consistent with this Charter, the Corporation's documents, and governing law, as the Committee or the Board deems necessary or appropriate.