

CANADIAN INTERNATIONAL MINERALS INC.

INFORMATION CIRCULAR

(containing information as of August 21, 2015, unless otherwise noted)

INTRODUCTION

This Information Circular is in respect of the Annual General Meeting (the “**Meeting**”) of the shareholders of **Canadian International Minerals Inc.** (the “**Company**”) to be held on September 24, 2015, at the time and place set out in the Notice of Meeting. **This Information Circular is furnished in connection with the solicitation of proxies by management of the Company for use at the Meeting and any adjournment of the Meeting.**

PROXY INSTRUCTIONS

Management Solicitation and Appointment of Proxies

The persons named in the enclosed form of proxy are nominees of the Company’s management. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for and on the shareholder’s behalf at the Meeting other than the persons designated as proxyholders in the form of proxy. To exercise this right, the shareholder must either:**

- (a) **on the form of proxy, strike out the printed names of the individuals specified as proxyholders and insert the name of the shareholder’s nominee in the blank space provided; or**
- (b) **complete another proper form of proxy.**

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder’s attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer of or attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, Toronto, Ontario, M5J 2Y1; fax within North America: 1-866-249-7775; fax outside North America: (416) 263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.

Revocability of Proxies

A shareholder who has given a proxy may revoke it at any time before the proxy is exercised:

- (a) by an instrument in writing that is:
 - (i) signed by the shareholder, the shareholder’s attorney authorized in writing or, where the shareholder is a corporation, a duly authorized officer or attorney of the corporation; and
 - (ii) delivered to Computershare or to the Company’s registered and records office, at Suite 700, 595 Burrard Street, PO Box 49290, Vancouver, British Columbia, V7X 1S8, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of the Meeting, or delivered to the Chairperson of the Meeting on the day of the Meeting or any adjournment of the Meeting before any vote on a matter in respect of which the proxy is to be used has been taken; or
- (b) in any other manner provided by law.

Exercise of Discretion by Proxyholders

A shareholder may indicate the manner in which the persons named in the form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted or withheld from voting on any ballot that may be called for 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 shares represented will be voted or withheld from the vote on that matter 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 proxyholder named in the form of proxy. It is intended that the proxyholder named by management in the form of proxy will vote the shares represented by the proxy in favour of each matter identified in the proxy and for the nominees of the Company for directors and auditor.

The form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Company is not aware of any such amendments or variations, or any other matters, that will be presented for action at the Meeting other than those referred to in the Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the form of proxy intend to vote on them in accordance with their best judgment.

Solicitation of Proxies

It is expected that solicitations of proxies will be made primarily by mail and possibly supplemented by telephone or other personal contact by directors, officers and employees of the Company without special compensation. The Company will not reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the costs incurred in obtaining authorization to execute forms of proxy from their principals. The cost of solicitation will be borne by the Company.

ADVICE TO NON-REGISTERED SHAREHOLDERS

ONLY REGISTERED SHAREHOLDERS OR DULY APPOINTED PROXYHOLDERS ARE PERMITTED TO VOTE AT THE MEETING. SHAREHOLDERS WHO DO NOT HOLD THEIR SHARES IN THEIR OWN NAME (REFERRED TO AS "**NON-REGISTERED SHAREHOLDERS**") ARE ADVISED THAT ONLY PROXIES FROM SHAREHOLDERS OF RECORD CAN BE RECOGNIZED AND VOTED AT THE MEETING. Non-Registered Shareholders who complete and return an instrument of proxy or voting instruction form must indicate thereon the person (usually a brokerage house) who holds their shares as a registered shareholder.

If securities are listed in an account statement provided to a shareholder by a broker, then in almost all cases those securities will not be registered in such shareholder's name on the records of the Company and will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such securities are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Securities held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the beneficial shareholder. Without specific instructions, brokers/nominees are prohibited from voting securities for their clients.

If you are a Non-Registered Shareholder and Computershare has sent Meeting materials directly to you, your name, address and information about your shareholdings have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. Such shareholders can expect to receive a scannable voting instruction form ("**VIF**") with the Notice of Meeting. The VIF is to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described in the VIF. Computershare will tabulate the results of the VIFs received from beneficial shareholders and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. **A NON-REGISTERED SHAREHOLDER RECEIVING A VIF CANNOT USE THAT VIF TO VOTE SECURITIES DIRECTLY AT THE MEETING. THE VIF MUST BE RETURNED TO COMPUTERSHARE WELL IN ADVANCE OF THE MEETING IN ORDER TO HAVE THE SHARES VOTED.**

Non-Registered Shareholders who have objected to their broker/nominee disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners ("**OBOs**"). In accordance with securities regulatory policy, the Company has distributed copies of the required Meeting materials to the brokers/nominees for onward distribution to OBOs. **THE COMPANY DOES NOT INTEND TO PAY FOR A BROKER/NOMINEE TO DELIVER MEETING MATERIALS TO OBOs. THEREFORE, AN OBO WILL NOT RECEIVE THE MATERIALS UNLESS THE OBO'S BROKER/NOMINEE ASSUMES THE COSTS OF DELIVERY.** Brokers/nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Every broker/nominee has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their securities are voted at the Meeting. Often the form

of proxy supplied to a beneficial shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders; however, its purpose is limited to instructing the registered shareholder how to vote on behalf of the beneficial shareholder.

Should a Non-Registered Shareholder receiving a form of proxy or VIF wish to attend and vote at the Meeting, or have someone else attend on his/her behalf, the Non-Registered Shareholder may request (in writing) to the Company or its broker/nominee, as applicable, without expense to the Non-Registered Shareholder, that the Non-Registered Shareholder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed 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 and the adoption of the 2015 Option Plan (as defined below), approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the 2015 Option Plan, and accordingly have an interest in its approval. See "Particulars of Matters to be Acted Upon".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Only shareholders of the Company who are listed on its Register of Shareholders on the record date of August 21, 2015, are entitled to receive notice of and to attend and vote at the Meeting or any adjournment of the Meeting (see "Proxy Instructions" above).

The authorized capital of the Company consists of an unlimited number of common shares without par value. As of August 21, 2015, the Company had 31,465,235 common shares issued and outstanding.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

Approval of Resolutions

To approve a motion by an ordinary resolution, a majority of the votes cast by shareholders in person or by proxy who vote in respect of that resolution will be required. To approve a motion by a special resolution, a majority of not less than two-thirds of the votes cast in person or by proxy by those shareholders who vote in respect of that resolution will be required.

PARTICULARS OF MATTERS TO BE ACTED UPON

Setting Number of Directors

Management of the Company proposes that the number of directors for the Company be determined at four (4) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company. Shareholders will therefore be asked to approve an ordinary resolution setting the number of directors at four (4) for the ensuing year.

Election of Directors

The Company's Board of Directors proposes to nominate the persons named in the table below for election as directors of the Company. Each director elected will hold office until the next annual general meeting of the Company or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Company or the *Business Corporations Act* (British Columbia) (the "Act") or he becomes disqualified to act as a director.

The following table sets out the names of management's nominees for election as directors, the jurisdiction in which each is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each has been a director of the Company, the respective principal occupations or employments during the past five years (if such nominee is not presently a director who was elected to his present term of office by a vote of shareholders) and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

Name, Jurisdiction of Residence and Position Held with the Company	Principal Occupation During the Past Five Years ⁽¹⁾⁽²⁾	Director Since	Number of Shares Owned ⁽¹⁾
Michael Schuss ⁽³⁾ British Columbia, Canada <i>President, Chief Executive Officer, Secretary and Director</i>	CEO of the Company; independent mining and exploration consultant	March 2, 2006	1,716,550
J. Casey Forward British Columbia, Canada <i>Chief Financial Officer and Director</i>	Certified General Accountant; CFO and/or director of several public companies	July 23, 2010	1,612,500
Tor Bruland British Columbia, Canada <i>Director</i>	Geological Consultant with Cascade Geological, 681874 BC Ltd. and Cordillera Development Ltd.	September 2, 2010	15,000
Michael Burns Saskatchewan, Canada <i>Director Nominee</i>	President and Co-Founder of Pioneer Exploration Consultants Inc. (US) and Pioneer Exploration Consultants Ltd. (Canada) since 2014; Project Geologist and Co-Founder of Mackevoy Geosciences Ltd., from 2009 to 2013	Nominee	14,000

- (1) This information as to principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Unless otherwise stated above, any nominee named above not elected at the last annual general meeting has held the principal occupation or employment indicated for at least five years.
- (3) Member of the Audit Committee

Corporate Cease Trade Orders and Bankruptcies

Other than as set out below, as at the date of this Information Circular, and within the last 10 years before the date of this Information Circular, no proposed director (or any of their personal holding companies) of the Company was a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (c) is as at the date of this Information Circular or has been within 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) 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, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

Mr. Forward is Chief Financial Officer and a director of Net Soft Systems Inc. (“**Net Soft**”), a company formerly listed on the TSX Venture Exchange (the “**Exchange**”). On October 7, 2005, trading in securities of Net Soft was subject to a cease trade order issued by the Alberta Securities Commission (“**ASC**”) for 15 days for Net Soft’s failure to file its audited annual financial statements for the financial year ended December 31, 2004, and for the interim periods ended March 31, 2005 and June 30, 2005. This cease trade order expired on October 21, 2005. On October 21, 2005, trading in the securities of Net Soft was again subject to a cease trade order issued by the ASC for Net Soft’s failure to file its

audited annual financial statements for the period ended December 31, 2004, and for the interim periods ended March 31, 2005 and June 30, 2005. The cease trade order was revoked on December 9, 2010.

Mr. Forward was a director of Globetech Ventures Corp. (“**Globetech**”), a company listed on the OTC-BB until December, 2011. On February 6, 2007, trading in the securities of Globetech was subject to a cease trade order issued by the BCSC for Globetech’s failure to file its comparative annual financial statements for the financial year ended September 30, 2006, and the associated management’s discussion and analysis. The cease trade order was revoked on April 19, 2007. On February 5, 2008, trading in the securities of Globetech was subject to a cease trade order issued by the BCSC for Globetech’s failure to file its comparative annual financial statements for the financial year ended September 30, 2007, and the associated management’s discussion and analysis. The cease trade order was revoked on April 3, 2008.

Mr. Verrico is a director of Brandenburg Energy Corp. (“**Brandenburg**”), a company listed on the NEX Board of the Exchange. On January 6, 2015, trading in the securities of Brandenburg was subject to a cease trade order issued by the British Columbia Securities Commission (“**BCSC**”) for failure to file its comparative annual financial statements and associated management’s discussion and analysis for the financial year ended August 31, 2014. On April 7, 2015, trading in the securities of Brandenburg was subject to a cease trade order issued by the ASC for failure to file comparative annual financial statements and the associated management’s discussion and analysis for the financial year ended August 31, 2014, and interim unaudited financial statements and associated management’s discussion and analysis for the interim period ended November 30, 2014.

Appointment and Remuneration of Auditor

Shareholders will be asked to approve the appointment of Crowe MacKay LLP, Chartered Accountants, as the auditor of the Company to hold office until the next annual general meeting of shareholders at remuneration to be fixed by the directors. Crowe MacKay LLP were appointed auditor by the directors of the Company on April 5, 2013 and by the shareholders on May 17, 2013.

The table below discloses the services and related costs provided by the Company’s external auditor. The services are divided into the four categories of work performed.

Type of Work	Financial 2015 Fees	Financial 2014 Fees
Audit Services	\$13,000.00	\$15,300.00
Audit-Related Services	Nil	Nil
Sub-total	\$13,000.00	\$15,300.00
Tax Services	1,500.00	1,500.00
All Other Services	Nil	Nil
Total	<u>\$14,500.00</u>	<u>\$16,830.00</u>

Audit Services

Audit fees were paid for professional services rendered by the auditors for the audit of the Company’s annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Services

No audit-related fees were paid; however, these fees may be paid for assurance and related services that are reasonably related to the performance of the audit or review of the annual financial statements or interim financial statements, and are not reported under the audit services category above. These services may include consultations on International Financial Reporting Standards and financial statement disclosures, and discussion with management and audit committee members on internal controls and account procedures.

Tax Services

Tax fees may be paid for tax compliance, tax advice and tax planning professional services. These services may consist of providing advice regarding transfer pricing issues, intellectual property, commodity and tax reviews, reviewing tax returns, providing advice regarding corporate structure, and assisting in responses to government tax authorities.

Other Services

No other fees were paid for products and services other than the audit services and tax services described above.

THE COMPANY'S AUDIT COMMITTEE RECOMMENDS THE ELECTION OF CROWE MACKAY LLP AS AUDITOR TO HOLD OFFICE, UNTIL THE COMPANY'S NEXT ANNUAL GENERAL MEETING. UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE PROXY INTEND TO VOTE FOR THE APPROVAL OF THE APPOINTMENT OF CROWE MACKAY LLP AS AUDITORS.

2015 Stock Option Plan

The Company proposes to adopt a new stock option plan (the "**2015 Option Plan**"), subject to Exchange acceptance, which shall replace and supersede the current stock option plan of the Company. Shareholder approval of the 2015 Option Plan is required as a condition of obtaining Exchange acceptance of the 2015 Option Plan.

Under the 2015 Option Plan, a maximum of 10% of the issued and outstanding shares of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the 2015 Option Plan increases with the issue of additional shares by the Company, the 2015 Option Plan is considered to be a "rolling" stock option plan.

Particulars of the 2015 Option Plan

The following is a summary of the principal terms of the 2015 Option Plan.

The 2015 Option Plan provides that stock options may be granted to directors, senior officers, employees and consultants of the Company (and any subsidiary of the Company) and management company employees. For the purposes of the 2015 Option Plan, the terms "employees", "consultants" and "management company employees" have the meanings set out in Exchange Policy 4.4. In addition, the term "director" is defined in Exchange Policy 4.4 to include directors, senior officers and management company employees.

Under the 2015 Option Plan, the Company's Board of Directors may, from time to time, designate a director or other senior officer or employee of the Company as administrator (the "**Administrator**") for the purposes of administering the 2015 Option Plan. The Administrator will be Mr. Michael Schuss.

The 2015 Option Plan provides for the issuance of stock options to acquire at any time up to a maximum of 10% of the issued and outstanding common shares of the Company (subject to standard anti-dilution adjustments). If a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of common shares reserved for issuance under that expired or terminated stock option will again be available for the purposes of the 2015 Option Plan. Any stock option outstanding when the 2015 Option Plan is terminated will remain in effect until it is exercised or it expires.

The 2015 Option Plan provides that it is solely within the discretion of the Board to determine who should receive stock options and in what amounts, subject to the following conditions:

- (a) options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death;
- (b) options may be exercisable for a maximum of ten years from the date of grant;
- (c) options to acquire no more than 5% of the issued shares of the Company may be granted to any one person (including companies wholly-owned by such person) in any 12 month period;
- (d) options to acquire no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12 month period;
- (e) options to acquire no more than an aggregate of 2% of the issued shares of the Company may be granted to an employee conducting Investor Relations Activities (as defined in Exchange Policy 1.1), in any 12 month period;

- (f) at no time will options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares;
- (g) at no time will options be issued which could permit at any time the grant to insiders (as a group), within a 12 month period, of an aggregate number of options exceeding 10% of the issued shares calculated at the date an option is granted to any insider;
- (h) options held by an option holder who is a director, employee, consultant or management company employee must expire within one year after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Company determines is reasonable;
- (i) options held by an option holder who is engaged in Investor Relations Activities must expire within 30 days after the option holder ceases to be employed by the Company to provide Investor Relations Activities; and
- (j) in the event of an option holder's death, the option holder's personal representative may exercise any portion of the option holder's vested outstanding options for a period of one year following the option holder's death.

The 2015 Option Plan provides that other terms and conditions may be attached to a particular stock option, such terms and conditions to be referred to in a schedule attached to the option certificate. Stock options granted to directors, senior officers, employees or consultants vest when granted unless otherwise determined by the Board on a case by case basis. Stock options granted to consultants performing Investor Relations Activities, will vest in stages over 12 months with no more than $\frac{1}{4}$ of the options vesting in any three month period.

In addition, under the 2015 Option Plan a stock option will expire immediately in the event a director or senior officer ceases to be a director or senior officer of the Company as a result of:

- (a) ceasing to meet the qualifications under the Act;
- (b) the passing of a special resolution by the shareholders; or
- (c) an order made by a regulatory authority.

A stock option will also expire immediately in the event an employee ceases to be an employee as a result of termination for cause or an employee or consultant ceases to be an employee or consultant as a result of an order made by a regulatory authority.

The price at which an option holder may purchase a common share upon the exercise of a stock option will be as set forth in the option certificate issued in respect of such option and in any event will not be less than the discounted market price of the Company's common shares as of the date of the grant of the stock option (the "**Award Date**"). The market price of the Company's common shares for a particular Award Date will typically be the closing trading price of the Company's common shares on the day immediately preceding the Award Date, or otherwise in accordance with the terms of the 2014 Option Plan. Discounted market price means the market price less a discount of up to 25% if the market price is \$0.50 or less; up to 20% if the market price is between \$2.00 and \$0.51; and up to 15% if the market price is greater than \$2.00.

In no case will a stock option be exercisable at a price less than the minimum prescribed by the organized trading facility or the applicable regulatory authorities that would apply to the award of the stock option in question.

The 2015 Option Plan also provides that: (a) disinterested shareholder approval will be obtained for any reduction in the exercise price of an option held by an insider of the Company; and (b) options cannot be granted to employees, consultants or management company employees that are not bona fide employees, consultants or management company employees, as the case may be.

Common shares will not be issued pursuant to stock options granted under the 2015 Option Plan until they have been fully paid for by the option holder.

Shareholders may request a copy of the 2015 Option Plan by contacting the Company at the address or telephone number listed on the Notice of Meeting until the date of the Meeting and at the Meeting itself.

Shareholder Approval

The 2015 Option Plan complies with the current policies of the Exchange. The 2015 Option Plan is subject to Exchange acceptance. In order to obtain Exchange acceptance, the Exchange requires that 2015 Option Plan be approved by shareholders.

Accordingly, shareholders will be asked to consider and, if thought fit, pass the following ordinary resolution:

“RESOLVED THAT, subject to TSX Venture Exchange (the “**Exchange**”) acceptance:

1. Canadian International Minerals Inc. (the “**Company**”) adopt the 2015 Stock Option Plan (the “**2015 Option Plan**”), including the reserving for issuance under the 2015 Option Plan at any time of a maximum of 10% of the issued and outstanding common shares of the Company;
2. The Board of Directors be authorized on behalf of the Company to make any further amendments to the 2015 Option Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the 2015 Option Plan;
3. The Company file the 2015 Option Plan with the Exchange for acceptance;
4. The 2015 Option Plan shall become effective on the date acceptance of the 2015 Option Plan is received by the Exchange (the “**2015 Option Plan Effective Date**”);
5. On the 2015 Option Plan Effective Date, the 2015 Option Plan shall supersede and replace the current stock option plan of the Company and all outstanding options granted thereunder shall be rolled over into and be subject to the terms and conditions of the 2015 Option Plan; and
6. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

The Board of Directors recommends that shareholders vote in favour of the above resolution. In the absence of contrary instructions, the persons named in the form of proxy intend to vote FOR the foregoing ordinary resolution at the Meeting.

THE DIRECTORS OF THE COMPANY BELIEVE THAT THE APPROVAL OF THE 2015 OPTION PLAN IS IN THE BEST INTERESTS OF THE COMPANY AND THE COMPANY'S SHAREHOLDERS AND RECOMMEND THAT THE SHAREHOLDERS VOTE IN FAVOUR OF THE FOREGOING RESOLUTION.

EXECUTIVE COMPENSATION

Under this heading, the Company is including the disclosure required by Form 51-102F6 *Statement of Executive Compensation*.

For the purposes of this Information Circular, named executive officers of the Company mean the following individuals (the “**Named Executive Officers**”):

- (a) the Company's CEO or an individual who acted in a similar capacity for any part of the most recently completed financial year;
- (b) the Company's CFO or an individual who acted in a similar capacity for any part of the most recently completed financial year;
- (c) each of the Company's three most highly compensated executive officers, 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 whose total compensation (see “Summary of 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 Named Executive Officer 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 that financial year.

As at March 31, 2015, the end of the most recently completed financial year of the Company for which financial statements have been prepared and filed with regulatory authorities, the Company had two Named Executive Officers, Michael Schuss, the CEO, and Casey Forward, the CFO.

Compensation Discussion and Analysis

Remuneration plays an important role in helping the Company attract, motivate, reward and retain knowledgeable and skilled individuals to its management team. The Company does not have a formal compensation policy and relies solely on Board discussion with respect to compensation of its directors and officers. The main objectives the Company hopes to achieve through its compensation are:

- to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- to motivate the Company's management team to meet or exceed targets;
- to recognize the contribution of the Company's executive officers and directors to the overall success and strategic growth of the Company; and
- to align the interests of management and the Company's shareholders.

The Board of Directors has not proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. The Board does not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company's Named Executive Officers 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 Named Executive Officers or directors.

Option-Based Awards

The Board believes that eligible persons working with the Company as Named Executive Officers, directors, consultants or employees should have a stake in the Company's future and that their interests should be aligned with the interests of the shareholders. To this end, the Board determines the overall amount of stock option grants and reviews and recommends to the Board the allocation of such grants to directors, officers, consultants and employees, primarily based on whose decisions and actions can have the greatest impact on the Company's performance.

These option-based awards are granted under the Company's Stock Option Plan. The Company considers previous grants of stock options when considering new grants.

Option Repricings

None of the options held by the Named Executive Officers were repriced downward during the Company's most recently completed financial years ended March 31, 2014 and 2015.

Defined Benefit or Actuarial Plan Disclosure

The Company does not have a defined benefit or actuarial plan under which benefits are determined by final compensation of years of service of the Company's officers and directors.

Pension Plans

The Company does not provide a pension plan for directors or executive officers, and therefore, no pension plan disclosure is applicable.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers for the financial years ended March 31, 2015, 2014 and 2013:

Name and Principal Position	Year ended March 31	Salary (\$) ⁽¹⁾	Share based awards (\$)	Option based awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans ⁽³⁾			
Michael Schuss, CEO	2015	90,000	N/A	Nil	N/A	N/A	N/A	Nil	90,000
	2014	82,600	N/A	Nil	N/A	N/A	N/A	Nil	82,600
	2013	87,500	N/A	Nil	N/A	N/A	N/A	Nil	87,500
Casey Forward, CFO	2015	48,000	N/A	Nil	N/A	N/A	N/A	Nil	48,000
	2014	48,000	N/A	Nil	N/A	N/A	N/A	Nil	48,000
	2013	41,000	N/A	Nil	N/A	N/A	N/A	Nil	41,000

- (1) Includes salary paid or accrued during the fiscal year.
- (2) Option-based awards are valued at the date of grant using the Black-Scholes option pricing model which the Company has chosen because it is one of the most common valuation methodologies used by venture issuers. Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management's view that the existing models may not provide a single reliable measure of the fair value of the Company's stock option grants. The Company uses an option-pricing model because there is no market for which options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an option holder might receive if the options freely traded, nor assume that these amounts are the same as those reported for income tax purposes.
- (3) LTIP or long term incentive plan means any plan that provides compensation intended to motivate performance to occur over a period greater than one fiscal year, but does not include option or stock appreciate right plans or plans to compensate through restricted shares or restrict share units.

Narrative Description

Michael Schuss – Mr. Schuss does not have a formal written agreement with the Company regarding compensation received or accrued by him. He currently receives or accrues a monthly salary of \$5,000. Mr. Schuss receives stock options which are approved by the Board at the time of grant.

Casey Forward – Mr. Forward does not have a formal agreement with the Company regarding compensation paid to or accrued by him with respect to his position as CFO of the Company. His salary changes from month to month to reflect the work he performs on behalf of the Company as CFO. Mr. Forward receives stock options which are approved by the Board at the time of grant.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets out all option-based awards outstanding (no share-based awards are outstanding) as of March 31, 2015:

Name	Option-based awards			
	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Michael Schuss	37,500	\$1.00	April 21, 2016	Nil
Casey Forward	20,000	\$1.00	April 21, 2016	Nil

- (1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option price. This figure was calculated using the closing market price of the Company's shares on the Exchange on March 31, 2015, being \$0.03.

Value Vested or Earned During the Year

The following table sets out the aggregate dollar value of incentive stock options that would have been realized if the options under the option-based award had been exercised on the vesting date for the Named Executive Officers during the most recently completed fiscal year ended March 31, 2015:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Michael Schuss	Nil	N/A
Casey Forward	Nil	N/A

(1) Options were fully vested as of the grant date.

Termination and Change of Control Benefits

The Company has not entered into any plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Company’s most recently completed financial year or current financial year in respect of compensating such officers or directors in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control.

Director Compensation

The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the policies of the Exchange.

During the most recently completed financial year ended March 31, 2015, the directors who were not Named Executive Officers received the following compensation for services provided to the Company:

Name	Fees earned (\$) ⁽¹⁾	Share based awards (\$)	Option based awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Christopher Verrico	Nil	N/A	N/A	N/A	N/A	Nil	Nil
Garth Evans	Nil	N/A	N/A	N/A	N/A	Nil	Nil
Tor Bruland	Nil	N/A	N/A	N/A	N/A	Nil	Nil

(1) Includes fees paid or accrued during the fiscal year.

(2) Refer to footnote (2) in the “Summary of Compensation” table for Named Executive Officers for the method of determining the value of options based awards.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets out all option-based awards outstanding as of March 31, 2013 (no share-based awards are outstanding) to directors who were not Named Executive Officers:

Name	Option-based awards			
	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Christopher Verrico	20,000	\$1.00	April 21, 2016	Nil
Garth Evans	20,000	\$1.00	April 21, 2016	Nil
Tor Bruland	20,000	\$1.00	April 21, 2016	Nil

(1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option price. This figure was calculated using the closing market price of the Company’s shares on the Exchange on March 31, 2015, being \$0.03.

Value Vested or Earned During the Year

The following table sets out the aggregate dollar value of incentive stock options that would have been realized if the options under the option-based award had been exercised on the vesting date for directors who were not Named Executive Officers during the most recently completed fiscal year ended March 31, 2015:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Christopher Verrico	Nil	N/A
Garth Evans	Nil	N/A
Tor Bruland	Nil	N/A

(1) Options were fully vested as of the grant date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the end of the financial year ended March 31, 2015.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾ (c)
Equity compensation plans approved by securityholders (2014 Stock Option Plan)	300,000	1.00	2,528,524
Equity compensation plans not approved by securityholders	None	N/A	N/A
Total	300,000		2,528,524

(1) This figure is based on the total number of shares authorized for issuance under the Stock Option Plan, less the number of stock options outstanding as at the Company's year ended March 31, 2015.

AUDIT COMMITTEE

The Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* (“NI 52-110”) under this heading. The Company is a “venture issuer” under NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110.

Audit Committee Charter

The Charter of the Company's audit committee is included as Schedule “A” to this Information Circular.

Composition of the Audit Committee

The Audit Committee is currently composed of the following three directors: Michael Schuss, Christopher Verrico and Garth Evans. Michael Schuss is an executive officer of the Company and not considered to be independent. Garth Evans and Christopher Verrico are not executive officers nor employees of the Company. All three members are financially literate.

Relevant Education and Experience

All of the members of the Audit Committee are financially literate, in that they have the ability to read and understand a balance sheet, an income statement, a cash flow statement and the notes attached thereto. Additionally, all of the members of the Audit Committee have accounting or related financial experience and are able to analyze and interpret a full set of financial statements, with the level of complexity of a mineral resource issuer such as the Company, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles. The following table sets out each committee member's relevant experience:

Michael Schuss	Mr. Schuss has been involved in the public company sector for 35 years and has served as a director and/or senior officer of public companies since 1987
Christopher Verrico	Mr. Verrico has been a director and executive officer of several public companies, of which he has been an integral part of the administration and finance
Garth M. Evans	Mr. Evans is a lawyer and has been involved in the public company sector for seven years

The Company is relying on the exemption provided by section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

External Auditor Service Fees by Category

See above under the heading “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor” for the disclosure required by this item of Form 52-110F2.

CORPORATE GOVERNANCE

National Instrument 58-101 – Disclosure of Corporate Governance Practices (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with NI 58-101. The Company is a “venture issuer” within the meaning of NI 58-101. A discussion of the Company’s governance practices in accordance with Form 58-101F2 of NI 58-101 is set out below.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship that could, in the view of the Company’s Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Michael Schuss and J. Casey Forward are executive officers of the Company and are therefore not considered to be “independent”. Tor Bruland receives compensation from the Company and is therefore not considered independent. Garth Evans and Christopher Verrico are independent directors.

The Board of Directors facilitates its exercise of independent supervision over management by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board of Directors believes that fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director’s participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that each director exercises independent judgment in carrying out his responsibilities and acting in the best interests of the Company.

Directorship

The directors of the Company are currently directors of the following other reporting issuers:

Tor Bruland	None
Garth Evans	None
J. Casey Forward	None
Michael Schuss	None
Christopher Verrico	Ardonblue Ventures Inc. since August, 2011 Brandenburg Energy Corp. since September, 2013

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company’s properties, business, technology and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business. Individual directors are responsible for maintaining their own education, skills and knowledge at

an appropriate level. Board members are encouraged to attend educational courses or presentations in relation to the Company's projects or the industry within which the Company operates.

Ethical Business Conduct

The Board of Directors has not, to date, adopted a formal written Code of Ethical Business Conduct. The current limited size of the Company's operations, and the small number of officers and employees allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained. The Board is aware of the recommendation in National Policy 58-201 *Corporate Governance Guidelines* to adopt a written code of business conduct and ethics and will review different standards that may be appropriate for the Company to adopt if warranted.

To date, the Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Under 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. A director must 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 disclosure must be evidenced in writing by being included in the consent resolutions or minutes of the meeting that approved the transaction or in a written disclosure delivered to the Company's records office. Unless the director properly discloses his interest and has the transaction properly approved, he may be liable to account to the Company for any profit he makes as a result of the transaction, unless the court finds that the transaction was fair and reasonable to the Company. Once the appropriate disclosure has been made by the interested director, the transaction must be approved by the directors or by the shareholders by special resolution. An interested director would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees to fill vacancies and for the next annual meeting the shareholders. 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. 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 time required, show support for the Company's mission and strategic objectives and a willingness to serve.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole; however, this policy may be reviewed in the future depending on the circumstances of the Company.

Compensation

The Board periodically reviews the compensation paid to directors, management and other employees based on such factors as time commitment and level of responsibility and the Company's current position as an exploration company with limited operating revenue.

The Board does not have a compensation committee, and these functions are currently performed by the Board as a whole; however, this policy may be reviewed in the future depending on the circumstances of the Company.

Other Board Committees

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

Assessments

The Board of Directors conducts periodic assessments of its members including individual assessments to determine if the board and the individual directors are performing efficiently. Based on the Company's size, stage of development and the limited number of individuals on the Board of Directors, the Board considers a formal assessment process to be

unnecessary at this time. As the activities of the Company develop, it will consider the establishment of more formal evaluation procedures, including more quantitative measures of performance.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the last completed fiscal year, no director, executive officer, or nominee for director of the Company or any of their associates has been indebted to the Company or any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the last completed fiscal year, no “informed person”, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. “Informed Person” means: (a) a director or executive officer of the Company; (b) a director or officer of a person or company that is itself an informed person or subsidiary of the Company; or (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company.

MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and executive officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Financial information is provided in the Company’s financial statements and Management’s Discussion and Analysis for the most recently completed financial year.

The Company will provide to any securityholder upon request, copies of the Company’s financial statements and Management’s Discussion & Analysis for the most recently completed financial year. Please direct your request to the Company at PO Box 28012 West Pender PO, Vancouver, British Columbia, V6C 3T7, to request the Company’s financial statements and Management’s Discussion & Analysis.

ON BEHALF OF THE BOARD

“Michael Schuss”

President and Chief Executive Officer

SCHEDULE "A"

**CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
OF CANADIAN INTERNATIONAL MINERALS INC.
(the "Company")**

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the "**Board**") to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee's primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor;
- (e) review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company's financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfil its duties and responsibilities.

The Company is relying on the exemption provided by section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.