

MINAURUM GOLD INC.

INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, DECEMBER 18, 2015

(as at October 30, 2015, except as indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **MINAURUM GOLD INC.** (the “Company”) for use at the Annual General Meeting (the “Meeting”) of the shareholders of the Company (“Shareholders”), to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders’ nominees or agents (including brokers holding common shares of the Company (“Shares”) on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy are directors or officers of the Company. **A Shareholder has the right to appoint a person other than the persons named in the enclosed Instrument of Proxy to attend and act for him on his behalf at the Meeting. To exercise this right, a Shareholder shall strike out the names of the persons named in the Instrument of Proxy and insert the name of his nominee in the blank space provided, or complete another Instrument of Proxy. The completed Instrument of Proxy should be deposited with the Company's Registrar and Transfer Agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays.**

The Instrument of Proxy must be signed by the Shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the Instrument of Proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the Shareholder is a corporation, the Instrument of Proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Instrument of Proxy is required to be executed as set out in the notes to the Instrument of Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the Scrutineer at the Meeting as a Shareholder present in person, whereupon such Proxy shall be deemed to have been revoked. Only registered shareholders have the right to revoke a proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their nominees to revoke the proxy on their behalf.

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are “non-registered Shareholders” because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **TMX Equity Transfer Services** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

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

In accordance with the requirements of National Instrument 54-101 (“NI 54-101”), the Company has elected to send meeting materials directly to “non objecting beneficial owners”. If the Company or its agent has sent these materials directly to you (instead of through a nominee), your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the nominee holding on your behalf) has assumed responsibility for (i)

delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company does not intend to pay for intermediaries to deliver the meeting materials and Form 54-101F7 *Request For Voting Instructions Made By Intermediary* to objecting beneficial owners. The objecting beneficial owners will not receive the meeting materials unless the objecting beneficial owner's intermediary assumes the cost of delivery of the meeting materials.

NOTICE AND ACCESS

The Company is not sending these meeting materials to shareholders using "notice and access" as defined in NI 54-101.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

Shares represented by a properly executed proxy will be voted or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

In the absence of any direction in the Instrument of Proxy, it is intended that such Shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. The enclosed Instrument of Proxy does not confer authority to vote for the election of any person as a Director of the Company other than for those persons named in this Information Circular. At the time of printing of this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. On October 30, 2015, 138,416,659 common shares were issued and outstanding, each common share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every Shareholder present in person shall have one vote and, on a poll, every Shareholder shall have one vote for each Share of which he is the holder.

Only Shareholders of record on the close of business on October 30, 2015 who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her Shares voted at the Meeting or any adjournment thereof.

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

Other than as disclosed elsewhere in this Information Circular, to the knowledge of management of the Company, none of the directors or executive officers of the Company, no proposed nominee for election as a Director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and the approval of the Company's stock option plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, “informed person” means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Except as otherwise disclosed, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

Certain directors and officers of the Company have been granted incentive stock options by the Company and have subscribed for securities of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

A. General Provisions

For the purposes of this Information Circular:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“equity incentive plan” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment*;

"executive officer" of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, or any other individual who is performing a policy-making function in respect of the Company;

“incentive plan” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“incentive plan award” means compensation awarded, earned, paid or payable under an incentive plan;

"NEO" or “named executive officer” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (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 was, individually, more than \$150,000 for that financial year; and

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

“non-equity incentive plan” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, Share options, Share appreciation rights, and similar instruments that have option-like features;

“plan” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“replacement grant” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“repricing” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

“Share-based award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common Shares, restricted Shares, restricted Share units, deferred Share units, phantom Shares, phantom Share units, common Share equivalent units, and stock.

B. Compensation Discussion and Analysis

As there is no appointed compensation committee for the Company, the independent directors of the Board are solely responsible for the compensation program for the Company’s NEOs.

The compensation program’s objectives are to:

- Attract and retain qualified and experienced executives to drive the continued development of the Company and its current and future mineral exploration assets, thereby creating Shareholder value; and
- Provide executives, through independent research and analysis, with appropriate salaries and incentives with respect to the development of the Company.

Compensation for the Company’s NEOs consists of base cash salary or consulting fee and option grants pursuant to the Company’s Stock Option Plan. The Board determines the specific compensation to be paid to NEOs based on a number of factors, including: the Board’s understanding of executive compensation offered by companies comparable to the Company; the roles and responsibilities of the NEOs; and the individual experience and skills of each NEO.

The Company’s compensation program is designed to be competitive with similar junior mining exploration companies and to recognize and reward executive performance. The Company intends to continue to consider executive compensation paid by companies with similar stage exploration properties, similar management structures and listed on the same stock exchange in establishing compensation to be paid to the Company’s directors and officers. Compensation to be awarded to the directors and officers will also reflect the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company.

Option-Based Awards

Compensation for the Company's executive officers is intended to reflect a fair evaluation of overall performance and is intended to be competitive in aggregate with levels of compensation of Brixton Metals Corp. and Vendetta Mining Corp., comparable corporations. The Company generally strives to use long term incentives, such as the grant of stock options, as performance incentives for executive management and to provide the opportunity for overall compensation of employees, including executives, to be above industry average levels as well as to increase the alignment of interests between employees, executive management and shareholders. Executive officers and directors are eligible to be granted stock options under the Company's Stock Option Plan. The Board of Directors has responsibility to administer the grant of options under the Company's Stock Option Plan. In determining the number of options to be granted to executive officers, the Board takes into account previous issuances and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange.. The Company is of the view that the Stock Option Plan is in the best interests of the Company and will assist the Company to attract, motivate and retain talented and capable board members and executive management.

Risk Considerations

Executive compensation is comprised of base salary/fee through the grant of stock options. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term shareholder value.

The Board also has the ability to set out vesting periods in each stock option agreement. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, all elements of executive compensation are discretionary. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the relatively small size of the Company and its current management group, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company is reviewed. The Board has identified no risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a formal policy forbidding officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by officers. The Company is not, however, aware of any officers having entered into this type of transaction.

Compensation Governance

A compensation committee has not been appointed as the independent directors determine compensation for the Directors and executive officers of the Company. No formal policies and practices to determine director or executive compensation has been adopted.

The Board does not employ any formal objectives, criteria or analysis, for determining compensation for directors and executive officers other than those set forth in this Compensation Discussion and Analysis. When determining compensation policies and individual compensation levels for the Company's executive officers, the Board takes into consideration a variety of factors including the Board's understanding of the amount of compensation generally paid by similarly situated companies to their executives who have

similar roles and responsibilities such as Brixton Metals Corp. and Vendetta Mining Corp.; each executive officer's individual performance during the fiscal year; each executive officer's experience, skills and level of responsibility; the executive's historical compensation and performance within the Company; and existing market standards within the mining industry.

The Company's Board of Directors is composed of Darrell Rader, Michael Williams, David J. Baker, Peter Megaw, David Jones and Lawrence W.E. Talbot. The Company considers each of Lawrence W.E. Talbot, Peter Megaw and David J. Baker to be independent. Each has extensive experience with the financial and accounting aspects of the mining industry.

The Company did not retain professional executive compensation consultants at any time since the Company's most recently completed financial year.

C. Summary Compensation Table

Darrell Rader, President and CEO, Stephen Maynard, VP Exploration and Cale Moodie, CFO are the NEOs of the Company for the purposes of the following disclosure. The compensation for the NEOs, directly or indirectly, for the Company's three most recently-completed financial years is as follows:

Name and Principal Position	Year	Salary (\$)	Share based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation \$		Pension value (\$)	All other compensation (\$) ⁽²⁾	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Darrell Rader ⁵ President & CEO	Apr. 30, 2014	Nil	Nil	\$56,700	Nil	Nil	Nil	\$132,000	\$188,700
	Apr. 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	\$132,000	\$132,000
	Apr. 30, 2012	Nil	Nil	Nil	Nil	Nil	Nil	\$132,000	\$132,000
Stephen Maynard VP Exploration	Apr. 30, 2014	Nil	Nil	\$36,450	Nil	Nil	Nil	\$110,339	\$146,789
	Apr. 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	\$120,380	\$120,380
	Apr. 30, 2012	Nil	Nil	Nil	Nil	Nil	Nil	\$133,469	\$133,469
Cale Moodie CFO	Apr. 30, 2014	Nil	Nil	\$8,000	Nil	Nil	Nil	\$30,000	\$38,000
	Apr. 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	\$48,692	\$48,692
	Apr. 30, 2012	Nil	Nil	\$42,619	Nil	Nil	Nil	\$61,505	\$104,124

D. Incentive Plan Awards

The Company's Stock Option Plan is in place for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted

⁽¹⁾ In 2015, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming the following: a risk free interest rate of 0.97% (2014 – 1.55%; 2013 – 1.23%), a dividend yield of nil (2014 – nil; 2013 – nil), the expected annual volatility of the Company's share price of 148.50% (2014 – 147.55%; 2013 – 121.69%) and an expected life of the options of 4.71 years (2014 – 5.0 years; 2013 – 2.9 years).

⁽²⁾ Darrell Rader, President & CEO, charged consulting fees for services rendered of \$132,000 during the year (2013 - \$132,000), payable to 0872599 BC Ltd, a private company of which Mr. Rader is the owner. Stephen Maynard, VP Exploration, charged consulting fees of \$110,339 (US\$108,000) (2013 - \$120,380 or US\$120,375) during the year. Cale Moodie, CFO, charged consulting fees for services rendered for \$30,000 (2013 - \$48,692) during the year, payable to Spartan Pacific Financial Ltd., a private company of which Mr. Moodie is the owner.

under the Stock Option Plan to purchase Shares of the Company. Details on the Stock Option Plan are described under “Particulars of Matters to be Acted Upon – Approval of Stock Option Plan”. A copy of the Stock Option Plan will be available for review at the Meeting.

The Company does not have any Share-based award plans in place.

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company’s financial year ended April 30, 2015, including awards granted before this most recently completed financial year:

Name	Option-based Awards				Share-based Awards		Market or payout value of vested share-based awards not paid out or distributed (\$)
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽³⁾ (\$)	Number of Shares or units of Shares that have not vested (#)	Market or payout value of Share-based awards that have not vested (\$)	
Darrell Rader	300,000	\$0.76	Dec. 3/15	Nil	N/A	N/A	N/A
	700,000	\$0.10	Apr. 3/19				
Stephen Maynard	250,000	\$0.76	Dec. 3/15	Nil	N/A	N/A	N/A
	450,000	\$0.10	Apr. 3/19				
Cale Moodie	125,000	\$0.78	Mar. 11/16	Nil	N/A	N/A	N/A
	100,000	\$0.10	Apr. 3/19				

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended April 30, 2015:

Name	Option-based awards – Value vested during the year(\$) ⁽⁴⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Darrell Rader	Nil	Nil	Nil
Stephen Maynard	Nil	Nil	Nil
Cale Moodie	Nil	Nil	Nil

⁽³⁾ “In-the-money options” means the difference between the market value of the Company’s shares underlying the options on April 30, 2015 and the exercise price of the options. The last trading price of the Company’s shares on the TSX Venture Exchange on April 30, 2015 was at \$0.09.

⁽⁴⁾ As at April 30, 2015 all option-based rewards were priced above market value and therefore Nil value was associated with options which had vested during the year.

OPTION REPRICINGS

There were no re-pricings of stock options under the Stock Option Plan or otherwise during the Company's completed financial year ended April 30, 2015.

E. Pension Plan Benefits

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

The Company also does not have any deferred compensation plans relating to any NEO.

F. Termination and Change of Control Benefits

The Company has a management agreement with 0872599 B.C. Ltd., a company 100% owned and controlled by Darrell Rader, a NEO of the company, stating that:

Resignation or Termination After a Change of Control: Notwithstanding any other provision in this Agreement, if within 12 months following a Change of Control of the Company (as defined below), the Corporation's engagement is terminated by the Company without Good Cause or, the Executive Corporation terminates this Agreement with or without Good Cause at any time within 12 months after a Change of Control, in either case, it will receive as severance an amount equal to 24 months Annual Compensation as at that date of April 30, 2015. an amount equaling \$264,000).

Termination Without Cause and Resignation for Good Cause. The Company may terminate this Agreement and the engagement of the Executive Corporation without cause at any time by notice in writing stating the last day of employment (the "Termination Date"), and the Executive Corporation may terminate this Agreement on two weeks' written notice (the end of such notice also being the "Termination Date") for "Good Cause" (as defined below), in which either event the Company shall be obligated to pay the Executive Corporation, on the Termination Date, an amount equal to 12 months Annual Compensation at that date (an amount equaling \$132,000). The Corporation may direct the Company to pay such amount in a lump sum or in installments on regular paydays of the Company. However all Benefits will cease as of the Termination Date.

Good Cause Defined as the occurrence of one of the following events without the Executive Corporation's express written consent:

- (a) the assignment by the Company to the Executive of any substantially new or different duties inconsistent with the Executive's positions, duties, responsibilities and status with the Company immediately prior to such change in assigned duties;
- (b) a material reduction in the Executive's responsibilities, except as a result of the Executive's death, disability or retirement;
- (c) a reduction by the Company in the Annual Compensation not agreed to by the Executive Corporation;
- (d) a change in the principal executive office of the Company to a location more than 50 kilometers from the then-current location of the principal executive office of the Company;
- (e) the requirement by the Company that the Executive be based anywhere other than within a 50 kilometer radius of the Executive's then current location;
- (f) the failure by the Company to continue in effect, or a material change in the terms of the Executive's participation in benefits under any Incentive Plan or Benefits plan (collectively, the "Existing Plans"), the effect of which would be

to materially reduce the total value, in the aggregate, of the benefit to the Executive under the Existing Plans;

- (g) any other events or circumstances which would constitute a constructive dismissal at common law.

Change of Control Defined: For *all* purposes of this Agreement, "Change of Control" means:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, as such terms are defined in the *Securities Act*, British Columbia, of common shares of the Company which, when added to all other common shares of the Company at the time held directly or indirectly by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 25% or more of the outstanding common shares of the Company and such shareholding exceeds the collective shareholding of the current directors of the Company, excluding any directors acting in concert with the acquiring party; or
- (b) the removal, by extraordinary resolution of the shareholders of the Company, of more than 51% of the then incumbent Board of the Company, or the election of a majority of Board members to the Company's board who were not nominees of the Company's incumbent board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Company; or
- (d) the consummation of a reorganization, plan of arrangement, merger, amalgamation or other transaction which has substantially the same effect as (a) (b) or (c) above.

During the most recently completed financial year, the Company did not provide compensation, monetary or otherwise to any person who now acts or previously acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, or as a result of a change of control of the Company.

G. Management Contracts

No management functions of the Company or a subsidiary are performed to any substantial degree by a person other than the executive officers of the Company or a subsidiary.

H. Director Compensation

The following table sets forth all amounts of compensation provided to the Directors, who are each not also a NEO, for the Company's most recently completed financial year:

Name	Year	Fees earned (\$)	Share based awards (\$)	Option-based awards (\$) ⁽⁵⁾	Non-equity incentive plan compensation \$		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Michael Williams	Apr. 30, 2015	Nil	Nil	\$30,822	Nil	Nil	Nil	\$42,000 ¹	\$72,822
David J. Baker	Apr. 30, 2015	Nil	Nil	\$20,411	Nil	Nil	Nil	Nil	\$20,411
Lawrence W.E. Talbot	Apr. 30, 2015	Nil	Nil	\$17,123	Nil	Nil	Nil	Nil	\$17,123
Peter Megaw	Apr. 30, 2015	Nil	Nil	\$17,123	Nil	Nil	Nil	Nil	\$17,123
David Jones	Apr. 30, 2015	Nil	Nil	\$47,946	Nil	Nil	Nil	\$41,114	\$89,060

Narrative Discussion

Other than as set forth above, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Circular.

The Company has the Stock Option Plan for the granting of incentive stock options to directors, officers and employees. The purpose of granting such options to the Company's directors is to assist the Company in compensating, attracting, retaining and motivating the directors and to closely align the personal interests of the directors to that of the Company's shareholders.

⁽⁵⁾ In 2015, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming the following: a risk free interest rate of 0.97% (2014 – 1.55%; 2013 – 1.23%), a dividend yield of nil (2014 – nil; 2013 – nil), the expected annual volatility of the Company's share price of 148.50% (2014 – 147.55%; 2013 – 121.69%) and an expected life of the options of 4.71 years (2014 – 5.0 years; 2013 – 2.9 years).

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table discloses the particulars of all awards for each director who is not a NEO outstanding at the end of the Company's financial year ended April 30, 2015, including awards granted before this most recently completed financial year:

Name	Option-based Awards				Share-based Awards		Market or payout value of share-based awards not paid out or distributed (\$)
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽⁶⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	
Michael Williams	500,000	\$0.35	Jan. 18/20	Nil	Nil	Nil	N/A
	125,000	\$0.76	Dec. 3/15	Nil	Nil	Nil	N/A
	450,000	\$0.10	Apr. 3/19	Nil	Nil	Nil	N/A
David J. Baker	250,000	\$0.10	Apr. 3/19	Nil	Nil	Nil	N/A
Peter Megaw	200,000	\$0.76	Dec. 3/15	Nil	Nil	Nil	N/A
	250,000	\$0.10	Apr. 3/19	Nil	Nil	Nil	N/A
David Jones	200,000	\$0.76	Dec. 3/15	Nil	Nil	Nil	N/A
	700,000	\$0.10	Apr. 3/19	Nil	Nil	Nil	N/A
Lawrence W.E. Talbot	125,000	\$0.78	Mar. 11/16	Nil	Nil	Nil	N/A
	250,000	\$0.10	Apr. 3/19	Nil	Nil	Nil	N/A

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes the value of each incentive plan award vested or earned by each director for each director who is not a NEO during the financial year ended April 30, 2015:

Name	Option-based awards – Value vested during the year (\$) ⁽⁷⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Michael Williams	Nil	Nil	Nil
David J. Baker	Nil	Nil	Nil
Peter Megaw	Nil	Nil	Nil
David Jones	Nil	Nil	Nil
Lawrence W.E. Talbot	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's most recently completed financial year.

⁽⁶⁾ "In-the-money options" means the difference between the market value of the Company's shares underlying the options on April 30, 2014 and the exercise price of the options. The last trading price of the Company's shares on the TSX Venture Exchange on April 30, 2015 was at \$0.09

⁽⁷⁾ The vesting of stock options is at the discretion of the Board. Options were fully vested in prior year.

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)) (c)
Equity compensation plans approved by securityholders	6,475,000	\$0.29	3,299,250
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	6,475,000	\$0.29	3,299,250

The Company's equity compensation plan consists of stock options only. Details regarding the Company's stock option plan are under the heading "Approval of Stock Option Plan".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at October 30, 2015 there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or
- (ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

in relation to a securities purchase program or other program.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 ("NP 58-201") 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. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

INDEPENDENCE OF MEMBERS OF THE BOARD

The Company's Board consists of seven directors, three of whom the directors consider to be independent based upon the tests for independence set forth in National Instrument 52-110. David J. Baker, Peter Megaw and Lawrence W.E. Talbot are considered to be independent. Darrell Rader is not considered to be independent as he is the President and CEO of the Company. Michael Williams and David Jones are not considered to be independent as each accepts a consulting fee. David Jones is not considered independent as he is the partial owner of many properties optioned to the Company.

MANAGEMENT SUPERVISION BY BOARD

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing the operations of the Company and have regular and full access to management. The independent directors are able to meet at any time without any members of management including the non-independent directors, being present. Further supervision is performed through the audit committee which is composed of independent directors who meet with the Company's auditors.

PARTICIPATION OF DIRECTORS IN OTHER REPORTING ISSUERS

The participation of the directors in other reporting issuers is described in the table provided under "Particulars of Matters to be Acted Upon – Elections of Directors" in this Information Circular.

ORIENTATION AND CONTINUING EDUCATION

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors and committees;
2. access to recent, publicly filed documents of the Company, technical reports in respect of the Company's mineral properties and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and social responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

ETHICAL BUSINESS CONDUCT

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The board has not adopted a formal code of business conduct and ethics. The board is of the view that the fiduciary duties placed on individual directors, officers, employees and consultants by the Company's governing legislation and the common law together with corporate statutory restrictions on an individual director's participation in board decisions in which the director has an interest are sufficient to ensure the board operates independently of management and in the best interests of the Company.

NOMINATION OF DIRECTORS

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining exploration industry are consulted for possible candidates.

BOARD COMMITTEES

The Company has an Audit Committee. The Board has determined that additional committees are not necessary at this stage of the Company's development.

ASSESSMENTS

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board periodically conducts informal assessments of the Board's effectiveness, the individual directors and each of its committees.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule "A" to this Information Circular.

The Company's audit committee is comprised of three directors: Peter Megaw, David Baker and Lawrence W.E. Talbot. As defined in NI 52-110, Messrs. Baker, Megaw and Talbot are considered "independent" directors and all three directors are considered "financially literate".

The educational background or experience of the following audit committee members has enabled each to perform his responsibilities as an audit committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

David J. Baker, B.Ec, CA is a chartered accountant with over 20 years of mining financial management experience. With experience in all aspects of exploration, development, construction and operations, David is currently the principal of a financial management advisory firm. He has previously held senior positions with Turquoise Hill Resources, Ivanhoe Mines, Savage River and Pasminco and is currently engaged in the MBA program at the Sauder School of Business at UBC. Mr. Baker is also the Chairman of the Company's Audit Committee.

Peter Megaw was an audit committee member for Candente Resources from 2005-2007. As a director of various public companies, Dr. Megaw has become familiar with public company financial statements and the accounting principles used in reading and preparing financial statements.

Lawrence W.E. Talbot is a mining lawyer with over 28 years of experience representing a wide range of clients in the mining industry, from individual prospectors and junior and mid-size explorers and producers through to major mining companies, in both the hard-rock and industrial mineral fields. He has extensive experience acting for public natural resource companies and providing advice on all aspects of their businesses, including corporate finance, securities and regulatory matters, corporate governance and shareholder issues, and all aspects of corporate acquisitions, takeovers, divestitures and reorganizations. Mr. Talbot has been a director, and member of the audit committee, of a number of public companies similar to the Company and, in such roles, he has had experience with the review and understanding of the accounting principles relevant to public natural resource companies and interpreting and assessing the financial statements of public natural resource companies, and has been involved in the development and analysis of internal controls and procedures for financial reporting.

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4 of NI 52-110 or an exemption from NI 52-110 in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

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

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
April 30, 2015	\$20,910	Nil	\$2,750	Nil
April 30, 2014	\$19,890	Nil	\$2,750	Nil

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

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at six (6).

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a Director before then. In the absence of instructions to the contrary the Shares represented by proxy will be voted for the nominees herein listed.

Management proposes that the number of directors for the Company be determined at six for the ensuing year. The Management nominees for the Board of Directors and information concerning them as at October 30, 2015 as furnished by the individual nominees are as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment	Previous Service as a Director	Holdings of Securities of the Company¹
Darrell Rader, British Columbia, Canada, President/CEO/Director	President/CEO, Minaurum Gold Inc.	Since March, 2010	² 1,201,150
Michael Williams, British Columbia, Canada, Director	Partner, McLeod Williams Capital Corporation	Since Jan 2009	⁵ 400,167

¹ Peter Megaw, Arizona, USA, Director	Geologist and President of International Mineral Development and Exploration (IMDEX) Inc.	Since November 2010	³ 1,263,667
David Jones, Arizona, USA, Director	Geologist; President/Owner of Minera Zalamera S.A. de C.V.	Since November 2010	⁴ 6,695,000
¹ Lawrence W.E. Talbot, British Columbia, Canada, Director	Barrister & Solicitor; Owner, Lawrence W.E. Talbot Law Corporation since April, 2006; Vice President & General Counsel of each of Cardero Resource Corp. and Wealth Minerals Ltd. (each public mineral exploration companies) since July 1, 2006	Since March 2011	⁶ 200,000
¹ David J.Baker, British Columbia, Canada, Director	Principal, David J. Baker Consulting	Since May 20, 2014	Nil

¹ Member of the Audit Committee.

²839,350 of these shares are held by Kesa Capital Corp., a private company controlled 100% by Darrell Rader.

³974,750 of these shares are held by Minera Coplau, S.A. de C.V., a private company controlled 25% by Peter Megaw and 181,792 of these shares are held by Minera Mariposa S.A. de C.V., a private company controlled 17% by Peter Megaw.

⁴1,000,000 of these shares are held by Minera Mariposa S.A. de C.V., a private company controlled 50% by David Jones and 5,525,000 of these shares are held by Minera Zalamera S.A. de C.V., a private company controlled 100% by David Jones.

⁵ 254,167 of these shares are held by Octavian Capital, a private company controlled 100% by Michael Williams

⁶200,000 of these shares are held by Pagurus Enterprises Ltd., a private company controlled 100% by Lawrence W.E. Talbot

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Michael Williams	Full Metal Minerals Ltd. Aftermath Silver Ltd. (formerly Full Metal Zinc Ltd.) Vendetta Mining Corp. Adventure Gold Inc. Western Pacific Resources Corp.
Darrell Rader	Defiance Silver Corp.
Peter Megaw	Candente Gold Corp.
Lawrence W.E. Talbot	Balmoral Resources Ltd. Pedro Resources Ltd.

To the knowledge of the Company, no proposed director of the Company:

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Company) that:
 - i) was the subject, while the proposed director was acting in the capacity of a director, CEO or CFO of such company, of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days; or
 - ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, CEO or CFO 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
- (c) has within the 10 years prior to 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Management proposes the re-appointment of Davidson & Company LLP as auditor of the Company for the ensuing year at a remuneration to be fixed by the directors.

The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of Shares who has given such proxy has directed that the votes be otherwise cast.

APPROVAL AND RATIFICATION OF STOCK OPTION PLAN

Pursuant to the Company's Stock Option Plan, the number of Shares which may be issued pursuant to options previously granted and those authorized to be granted under the Stock Option Plan is a maximum of 10% of the issued and outstanding Shares of the Company at the time of the grant. In addition, the number of Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities, or, is a consultant. Based on the issued and outstanding common Shares of the Company as at October 30, 2015, options exercisable to acquire an aggregate of 13,841,666 Shares of the Company are currently authorized to be granted under the Stock Option Plan, of which options exercisable to acquire an aggregate of 7,670,000 Shares of the Company have been granted.

Under TSX Venture Exchange policy, all such rolling stock option plans which set the number of Shares issuable under the plan at a maximum of 10% of the issued and outstanding Shares must be approved and ratified by Shareholders on an annual basis. Therefore, at the Meeting, Shareholders will be asked to pass a resolution in substantially the following form:

"RESOLVED that the shareholders approve and ratify, subject to regulatory acceptance, the stock option plan of the Company pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company to a maximum of 10% of the issued and outstanding common Shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding Shares being reserved to any one person on a yearly basis."

The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the Shareholders. Options will be exercisable over periods of up to ten years as determined by the Board of Directors of the Company and are required to have an exercise price no less than the closing market price of the Shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSX Venture Exchange. Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the issue of options to directors, officers employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Stock Option Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

The full text of the Stock Option Plan is available for viewing by request to the Company at Suite 1500 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2 and will be available for viewing at the Meeting.

The directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that Shareholders of the Company vote in favour of the resolution.

The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of Shares who has given such proxy has directed that the votes be otherwise cast.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company at Suite 1500 – 409 Granville Street, Vancouver, B.C. V6C 1T2, Telephone: (778) 330-0994.

Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year which are filed on SEDAR.

BY ORDER OF THE BOARD OF DIRECTORS

"Darrell Rader"

Darrell Rader
President
& CEO

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.

- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of

the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (e) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (f) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (g) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (a) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (b) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (j) Review certification process.
- (k) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.