



INFORMATION CIRCULAR

Containing information as at March 23, 2015

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **MARITIME RESOURCES CORP.** (the "Company") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Company, 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 shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. 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. The Company is not relying on the Notice-and-Access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting.

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 to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed Instrument of Proxy. 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, Computershare Trust Company of Canada ("Computershare Trust") at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays 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 Member present in person, whereupon such Proxy shall be deemed to have been revoked.

NON-REGISTERED HOLDERS

In the Notice of Annual Meeting of Shareholders, this Management Proxy Circular and the form of proxy provided, all references to shareholders are to registered shareholders. In many cases, shares beneficially owned by a

shareholder are registered either in the name of an intermediary that the nonregistered shareholder deals with in respect of the shares or in the name of a clearing agency such as the Canadian Depository for Securities of which the intermediary of the non-registered shareholder is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the Company, referred to as objecting beneficial owners (óOBOsô) and those who do not object to the Company knowing who they are, referred to as non-objecting beneficial owners (óNOBOsô). The Meeting materials are being sent to both OBOs and NOBOs. In accordance with new legal requirements, the Company has decided this year to distribute copies of the Notice of Annual Meeting, Management Proxy Circular, and the enclosed form of proxy to NOBOs directly. Their name and address and information about their holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on their behalf. By choosing to send the Meeting materials to NOBOs directly, the Company has assumed responsibility for delivering these materials to them and executing their proper voting instructions. The Meeting materials for OBOs will continue to be distributed through clearing houses and intermediaries, who often use a service company such as Broadridge Financial Solutions, Inc. to forward meeting materials to non-registered shareholders.

Objecting Beneficial Owners

Intermediaries are required to forward Meeting materials to OBOs unless an OBO has waived the right to receive them. Generally, OBOs who have not waived the right to receive Meeting materials will either be given a proxy which has already been signed by the intermediary and is restricted as to the number of shares beneficially owned by the OBO but which is otherwise not completed or, more typically, be given a voting instruction form (óVIFô) which must be completed and signed by the OBO in accordance with the directions on the VIF.

Non-Objecting Beneficial Owners

The Meeting materials with a form of proxy will be forwarded to NOBOs by the Company's transfer agent, Computershare Trust. These proxies are to be completed and returned to Computershare Trust in the envelope provided or by facsimile. Computershare Trust will tabulate the results of the proxies received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the proxies they receive. The purpose of these procedures is to permit non-registered shareholders to direct the voting of the shares they beneficially own.

Should a non-registered shareholder who receives either a proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered shareholder), the non-registered shareholder should strike out the names of the persons named in the proxy and insert the non-registered shareholder's (or such other person's) name in the blank space provided, or in the case of a VIF, follow the instructions on the form. By doing so the non-registered shareholder is instructing the intermediary to appoint them or their designee as proxyholder.

In any event, non-registered shareholders should carefully follow the instructions of their intermediaries and their service companies or Computershare Trust, as the case may be.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

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

On **March 23, 2015**, **35,867,795** common shares without par value were issued and outstanding, each 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 **March 23, 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.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company except as follows:

Shareholder	Number of Shares	% of Outstanding Shares
Commander Resources Ltd.	9,444,000	26.3%
Rambler Metals & Mining Canada Ltd.	6,400,793	17.8%

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

Other than as disclosed elsewhere in this Information Circular, none of the Directors or Senior Officers of the Company, no proposed nominee for election as a Director of the Company, none of the persons who have been Directors or Senior 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.

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, directly or indirectly, voting securities of the Company or who exercises control or direction over 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.

Other than as set out in the following, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last 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.

Related Party Transactions

(a) Services

- i. The Company receives professional services from related parties consisting of directors, executive officers, significant shareholders and companies controlled or influenced by them. The Company incurred the following fees and expenses in the normal course of operations in connection with companies owned by such parties for the years ended December 31, 2014 and 2013:

	2014		2013	
Consulting	\$	137,167	\$	151,600
Directors' fees		-		90,000
Geological consulting		64,800		64,800
	\$	201,967	\$	306,400

- ii. From January 1 to June 30, 2014, the Company had arrangements with a company related by virtue of common directorship and which, at December 31, 2014, held approximately 32% of the Company's issued and outstanding shares, in respect of rent, accounting, investor relations, office administration, and insurance. The Company incurred the following charges during the years ended December 31, 2014 and 2013:

	2014		2013	
Rent	\$	20,912	\$	35,341
Accounting		-		10,000
Investor relations		20,084		36,843
Office administration		2,413		11,010
Insurance		3,712		4,308
	\$	47,121	\$	97,502

- iii. Effective July 1, 2014 the Company entered into arrangement with an administration and exploration services contractor in which a director is a shareholder, pursuant to which it receives office, administrative and exploration services. For the period ended December 31, 2014 the Company was charged for exploration costs and to reimburse office and administrative costs as follows:

	2014		2013	
Rent	\$	11,014	\$	-
Consulting		15,000		-
Office administration		7,515		-
	\$	33,529	\$	-

(b) Compensation of key management personnel

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including stock-based compensation, of key management personnel during the years ended December 31, 2014 and 2013 were as follows:

	2014		2013	
Consulting	\$	137,167	\$	151,600
Directors' fees		-		90,000
Geological consulting		64,800		64,800
Share-based payments		130,893		93,574
	\$	332,860	\$	399,974

From October 1, 2012, the Company agreed to compensate its 5 non-executive directors for their services, as to \$1,500 per month for each non-executive director. The Company and the 5 non-executive directors agreed to terminate the arrangement effective with January 1, 2014.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices (óNI 58-101ô) prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

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

The Board is comprised of eight (8) directors, of whom each of Andrew Pooler, Allan Williams and Peter Mercer are independent for the purposes of NI 58-101. Douglas Fulcher, Bernard H. Kahlert and David McCue are not independent since they serve as the President and Chief Executive Officer, Vice President and Chairman of the Board of the Company respectively. Maynard Brown is not independent as he served as the Company's Chairman of the Board within the last three years. Mr. Brown was replaced as Chairman of the Board by David McCue on May 29, 2014. Eric Norton is not independent as he served as the Company's Chief Executive Officer within the last three years. Mr. Norton was replaced as President and Chief Executive Officer by Douglas Fulcher on June 11, 2014.

Directorships

Certain of the directors and proposed directors are also directors of other reporting issuers, as follows:

Director	Other Reporting Issuer
Maynard E. Brown	Adamera Minerals Corp. New Oroperu Resources Inc. Schmitt Industries, Inc.*
Douglas Fulcher	Burnstone Ventures Inc. True Grit Resources Ltd.
Bernard H. Kahlert	Commander Resources Ltd. China Minerals Mining Corporation Adamera Minerals Corp.
David McCue	True Grit Resources Ltd.
Peter Mercer	Rambler Metals and Mining Canada Limited
Eric Norton	Commander Resources Ltd.
Andrew Pooler	True Grit Resources Ltd.
Allan Williams	Calico Resources Corp. Goldrush Resources Ltd. Invenio Resources Corp. True Grit Resources Ltd.

*Reports in the United States of America and trades on NASDAQ.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are generally held at the Company's offices or by conference call and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual

director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board 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 view and experience.

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

Compensation Governance

The Compensation Committee is responsible for, among other things, evaluating the performance of the Company's executive officers, determining or making recommendations to the Board with respect to the compensation of the Company's executive officers, making recommendations to the Board with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations to the Board with respect to the compensation policy for the employees of the Company or its subsidiaries and ensuring that the Company is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Compensation Committee is currently composed of David McCue, Douglas Fulcher and Allan Williams one of whom is an independent director within the meaning set out in NI 58-101. David McCue is not independent as he currently serves as Chairman of the Board to the Company. Douglas Fulcher is not independent as he currently serves as President and Chief Executive Officer to the Company. All three of the members of the Compensation Committee are experienced participants in business or finance, and have sat on the board of directors of other companies, charities or business associations, in addition to the Board of the Company.

The recommendations of the Compensation Committee are based primarily on a benchmarking analysis which compares the Company's pay levels and compensation practices with other reporting issuers of the same size as and which are active in the industry and/or market in which the Company competes for talent. This analysis provides valuable information that will allow the Company to make adjustments, if necessary, to attract and retain the best individuals to meet the Company's needs and provide value to the Company's shareholders. The Board does not have a pre-determined compensation plan. The Company does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Compensation Committee and the Board.

The Compensation Committee has not engaged the services of independent compensation consultants to assist it in making recommendations to the Board with respect to director and executive officer compensation.

In performing its duties, the Compensation Committee has considered the implications of risks associated with the Company's compensation policies and practices. At its present early stage of development and considering its present compensation policies, the Company currently has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. An NEO or director is permitted for his or her own benefit and at his or her own risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Other Board Committees

The Board has no other committees, other than the Audit Committee and Compensation Committee.

Assessments

Due to the minimal size of the Company's Board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

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 Section 3870 of the Canadian Institute of Chartered Accountants Handbook;

"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, an officer of the Company or any of its subsidiaries who performed a policy-making function in respect of the Company, or any other individual who performed 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

The Company's Compensation Committee, which is comprised of Allan Williams, Douglas Fulcher and David McCue, is responsible for the compensation program for the Company's Named Executive Officers. At the request of the Compensation Committee, other directors may, from time to time, provide recommendations to the Compensation Committee with respect to compensation 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 research and analysis, with appropriate salaries and incentives and encourage the achievement of specific milestones with respect to the development of the Company.

The deliberations of the Compensation Committee are private. Compensation for the Company's NEOs consists of: (i) base cash salary or consulting fee; (ii) cash bonus payments for achievement of specific milestones or benchmarks; and (iii) option grants pursuant to the Company's Stock Option Plan. The Company does not provide the NEOs with personal benefits nor does the Company provide any additional compensation to its NEOs for serving as directors of the Company.

C. Summary Compensation Table

Douglas Fulcher, the Company's President and CEO (effective June 11, 2014), David McCue, the Company's Chairman (effective May 29, 2014), Jeannine Webb, the Company's CFO (effective February 1, 2013), Gong (Michael) Chen, the Company's former CFO (until February 1, 2013), Eric Norton, the Company's former President and CEO (until June 11, 2014) and Maynard Brown, the Company's former Chairman of the Board (until May 29, 2014) are the NEOs of the Company for the purposes of the following disclosure. The compensation for the NEOs, directly or indirectly, for the four most recently-completed financial years is as follows.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Share-based awards (\$) (d)	Option-based awards (\$) ⁽¹⁾⁽²⁾ (e)	Non-equity incentive plan compensation \$ (f)		Pension value (\$) (g)	All other compensation (\$) ⁽³⁾ (h)	Total compensation (\$) (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Douglas Fulcher President / CEO	Dec 31, 2014	\$15,000	Nil	\$11,810	Nil	Nil	Nil	Nil	\$26,810
	Dec 31, 2013	Nil	Nil	\$8,505	Nil	Nil	Nil	\$18,000	\$26,505
	Dec 31, 2012	Nil	Nil	Nil	Nil	Nil	Nil	\$4,500	\$4,500
	Dec 31, 2011	Nil	Nil	\$7,096	Nil	Nil	Nil	Nil	\$7,096

¹ In respect of the year 2014, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 1.37 to 1.53%, a dividend yield of nil, the expected annual volatility of the Company's share price of 112 to 125% and an expected life of the options of 5 years.

² In respect of the year 2013, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 1.41%, a dividend yield of nil, the expected annual volatility of the Company's share price of 127% and an expected life of the options of 5 years.

³ Non-executive directors fees for each of Douglas Fulcher, David McCue and Maynard Brown were accrued during each of the years ended December 31, 2013 (\$18,000 for each non-executive director) and December 31, 2012 (\$4,500 for each non-executive director). Payment of these accruals was made during the year ended December 31, 2014.

Eric Norton Former President / CEO	Dec 31, 2014	\$58,567	Nil	\$29,525	Nil	Nil	Nil	Nil	\$88,092
	Dec 31, 2013	\$94,500	Nil	\$17,010	Nil	Nil	Nil	Nil	\$111,510
	Dec 31, 2012	\$63,000	Nil	Nil	Nil	Nil	Nil	Nil	\$63,000
	Dec 31, 2011	\$31,500	Nil	\$7,096	Nil	Nil	Nil	Nil	\$38,596
David McCue Chairman	Dec 31, 2014	Nil	Nil	\$11,810	Nil	Nil	Nil	Nil	\$11,810
	Dec 31, 2013	Nil	Nil	\$8,505	Nil	Nil	Nil	\$18,000	\$26,505
	Dec 31, 2012	Nil	Nil	Nil	Nil	Nil	Nil	\$4,500	\$4,500
	Dec 31, 2011	Nil	Nil	\$7,096	Nil	Nil	Nil	Nil	\$7,096
Maynard Brown Former Chairman	Dec 31, 2014	Nil	Nil	\$11,810	Nil	Nil	Nil	Nil	\$11,810
	Dec 31, 2013	Nil	Nil	\$8,505	Nil	Nil	Nil	\$18,000	\$26,505
	Dec 31, 2012	Nil	Nil	Nil	Nil	Nil	Nil	\$4,500	\$4,500
	Dec 31, 2011	Nil	Nil	\$7,096	Nil	Nil	Nil	\$20,000	\$27,096
Jeannine Webb CFO	Dec 31, 2014	\$30,000	Nil	\$5,905	Nil	Nil	Nil	Nil	\$35,905
	Dec 31, 2013	\$30,000	Nil	\$12,758	Nil	Nil	Nil	Nil	\$42,758
Gong (Michael) Chen Former CFO	Dec 31, 2013	\$4,000	Nil	Nil	Nil	Nil	Nil	Nil	\$4,000
	Dec 31, 2012	\$24,000	Nil	Nil	Nil	Nil	Nil	\$13,500	\$37,500
	Dec 31, 2011	\$18,000	Nil	\$13,305	Nil	Nil	Nil	\$24,000	\$55,305

D. Incentive Plan Awards

The Company has in place a Stock Option Plan (the "Plan") 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 under the Plan to purchase shares of the Company. A copy of the Plan will be available for review at the Meeting.

The Company does not have any share-based awards 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 years ended **December 31, 2014** and **December 31, 2013**:

Name (a)	Year Ended Dec 31,	Option-based Awards				Share-based Awards	
		Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options ⁽⁴⁾ (\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)
Douglas Fulcher	2014	100,000	\$0.15	Oct 1/15	\$Nil	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$Nil		
		50,000	\$0.20	Jan 21/18	\$Nil		
		50,000	\$0.28	May 29/19	\$Nil		
Eric Norton	2013	100,000	\$0.15	Oct 1/15	\$11,000	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$2,400		
		50,000	\$0.20	Jan 21/18	\$3,000		
David McCue	2014	400,000	\$0.15	Oct 1/15	\$Nil		
		40,000	\$0.20	Dec 14/16	\$Nil		
		100,000	\$0.20	Jan 21/18	\$Nil		
		125,000	\$0.28	May 29/19	\$Nil		
David McCue	2013	400,000	\$0.15	Oct 1/15	\$44,000	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$2,400		
		100,000	\$0.20	Jan 21/18	\$6,000		
Maynard Brown	2014	100,000	\$0.15	Oct 1/15	\$Nil	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$Nil		
		50,000	\$0.20	Jan 21/18	\$Nil		
		50,000	\$0.28	May 29/19	\$Nil		
Maynard Brown	2013	100,000	\$0.15	Oct 1/15	\$11,000	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$2,400		
		50,000	\$0.20	Jan 21/18	\$3,000		
Jeannine Webb	2014	75,000	\$0.20	Jan 21/18	\$Nil	N/A	N/A
		25,000	\$0.28	May 29/19	\$Nil		
Jeannine Webb	2013	75,000	\$0.20	Jan 21/18	\$4,500	N/A	N/A
Gong Chen	N/A	N/A	N/A	N/A	N/A	N/A	N/A

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEARS

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial years ended **December 31, 2014 and December 31, 2013**:

⁽⁴⁾ In-the-money options means the excess of the market value of the Company's shares on December 31, 2014 and 2013 over the exercise price of the options. The last trading price of the Company's shares on the TSX Venture Exchange on December 31, 2014 was \$0.10 and on December 31, 2013 was \$0.26.

Name (a)	Year Ended Dec 31,	Option-based awards – Value vested during the year (\$) ⁽⁵⁾ (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Douglas Fulcher	2014	Nil	N/A	N/A
	2013	\$3,125	N/A	N/A
Eric Norton	2014	Nil	N/A	N/A
	2013	\$6,300	N/A	N/A
David McCue	2014	Nil	N/A	N/A
	2013	\$3,125	N/A	N/A
Maynard Brown	2014	Nil	N/A	N/A
	2013	\$3,125	N/A	N/A
Jeannine Webb	2014	Nil		
	2013	\$4,688	N/A	N/A
Gong (Michael) Chen	N/A	N/A	N/A	N/A

OPTION REPRICINGS

There were no re-pricings of Stock Options under the Stock Option Plan or otherwise during either of the Company's completed financial years ended **December 31, 2014 and December 31, 2013**.

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

Other than as disclosed herein, the Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

G. Director Compensation

During each of the Company's completed financial years ended **December 31, 2014 and December 31, 2013**, the following options were granted to directors who are not NEOs:

⁽⁵⁾ "Value vested during the year" means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

Name	Year Ended Dec 31,	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date
Bernard Kahlert	2014	90,000	\$0.28	May 29/19
	2013	100,000	\$0.20	Jan 21/18
Peter Mercer	2014	50,000	\$0.28	May 29/19
	2013	50,000	\$0.20	Jan 21/18
Andrew Pooler	2014	100,000	\$0.15	Oct 15/19
	2013	N/A	N/A	N/A
Allan Williams	2014	50,000	\$0.28	May 29/19
	2013	50,000	\$0.20	Jan 21/18

The following table discloses the particulars of all awards by the Company to its directors who are not NEOs which were outstanding at the end of the Company's financial years ended **December 31, 2014 and December 31, 2013**, including awards granted before this most recently completed financial year:

Name	Year Ended Dec 31,	Option-based Awards				Share-based Awards	
		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 (\$)
(a)		(b)	(c)	(d)	(e)	(f)	(g)
Bernard Kahlert	2014	200,000	\$0.15	Oct 1/15	\$Nil	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$Nil		
		100,000	\$0.20	Jan 21/18	\$Nil		
		90,000	\$0.28	May 29/19	\$Nil		
	2013	200,000	\$0.15	Oct 1/15	\$22,000	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$2,400		
Peter Mercer	2014	100,000	\$0.20	Jan 21/18	\$6,000	N/A	N/A
		200,000	\$0.175	Apr 26/17	\$Nil		
		50,000	\$0.20	Jan 21/18	\$Nil		
		50,000	\$0.28	May 29/19	\$Nil		
	2013	200,000	\$0.175	Apr 26/17	\$17,000	N/A	N/A
		50,000	\$0.20	Jan 21/18	\$3,000		
Andrew Pooler	2014	100,000	\$0.15	Oct 15/19	\$Nil	N/A	N/A
	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Allan Williams	2014	100,000	\$0.15	Oct 1/15	\$Nil	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$Nil		
		50,000	\$0.20	Jan 21/18	\$Nil		
		50,000	\$0.28	May 29/19	\$Nil		
	2013	100,000	\$0.15	Oct 1/15	\$11,000	N/A	N/A
		40,000	\$0.20	Dec 14/16	\$2,400		
		50,000	\$0.20	Jan 21/18	\$3,000		

⁽⁶⁾ "In-the-money options" means the excess of the market value of the Company's shares on December 31, 2012 over the exercise price of the options. The last trading price of the Company's shares on the TSX Venture Exchange on December 31, 2012 was at \$0.205.

The following table discloses all amounts of compensation provided by the Company to its directors who are not NEOs for the financial years ended **December 31, 2014 and December 31, 2013**:

Name (a)	Year Ended Dec 31, (b)	Fees earned (\$) ⁽⁷⁾ (c)	Share-based awards (\$) (d)	Option-based awards (\$) ⁽⁸⁾⁽⁹⁾ (e)	Non-equity incentive plan compensation (\$) (f)	Pension value (\$) (g)	All other compensation (\$) (h)	Total (\$) (i)
Bernard Kahlert	2014	\$64,800	N/A	\$21,258	N/A	N/A	Nil	\$86,058
	2013	\$64,800	N/A	\$17,010	N/A	N/A	Nil	\$81,810
Peter Mercer	2014	Nil	N/A	\$11,810	N/A	N/A	Nil	\$11,810
	2013	\$18,000	N/A	\$8,505	N/A	N/A	Nil	\$26,505
Andrew Pooler	2014	Nil	N/A	\$9,250	N/A	N/A	Nil	\$9,250
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Allan Williams	2014	Nil	N/A	\$11,810	N/A	N/A	Nil	\$11,810
	2013	\$18,000	N/A	\$8,505	N/A	N/A	Nil	\$26,505

Other than as set forth in the foregoing, no director of the Company who is not an NEO has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

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 each of December 31, 2014 and December 31, 2013.

Plan Category	Year Ended Dec 31,	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	2014	3,275,000	\$0.194	311,780
	2013	2,425,000	\$0.175	915,313

⁽⁷⁾ Accrued during the year ended December 31, 2013 and paid during the year ended December 31, 2014.

⁽⁸⁾ In respect of the year 2014, the Company calculated the compensation cost by using the Black Scholes option pricing model assuming a risk free interest rate of 1.37 to 1.53%, a dividend yield of nil, the expected annual volatility of the Company's share price of 112 to 125% and an expected life of the options of 5 years.

⁽⁹⁾ In respect of the year 2013, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 1.41%, a dividend yield of nil, the expected annual volatility of the Company's share price of 127% and an expected life of the options of 5 years.

Equity compensation plans not approved by securityholders	2014	Nil	Nil	Nil
	2013	Nil	Nil	Nil
TOTAL	2014	3,275,000	\$0.194	311,780
	2013	2,425,000	\$0.175	915,313

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

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 in the following.

A. Audit Committee Charter

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.

B. Composition of the Audit Committee

The Company's audit committee consists of three directors, Maynard Brown, Douglas Fulcher and David McCue. As defined in NI 52-110, none of the three directors are considered "independent".

A member of the audit committee is "independent" if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's board of directors, reasonably interfere with the exercise of the member's independent judgment.

C. Relevant Education and Experience

NI 52-110 provides that a member of the audit committee is considered to be "financially literate" if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexities of the issues that can reasonably be expected to be raised by the Company.

All of the members of the Company's audit committee are considered to be "financially literate", as that term is defined in NI 52-110.

Maynard Brown is a retired lawyer who previously practiced in Vancouver, BC in matters related primarily to mineral exploration, securities and corporate transactions. In addition to a Bachelor of Laws degree, Mr. Brown holds a Bachelor of Commerce with a major in economics. Mr. Brown sits on the audit committees of three other publicly traded companies.

Douglas Fulcher is a seasoned industry veteran with over 35 years of mineral exploration experience. He has worked with numerous senior and junior mining companies domestically and at an international level, both publicly and privately. Doug is currently the President, CEO of Burnstone Venture Inc. and most recently Doug was the President, CEO of Abacus Mining and Exploration from 2003 until 2010 where he was instrumental in the development of the Afton Ajax project. Doug also serves on the Boards of Burnstone Ventures Inc., Redstar Gold Corp. and True Grit Resources Ltd and previously was the President of Skygold Ventures Ltd and a director Niblack Mining Corp which was formed as a spin out company of Abacus Mining.

David McCue is a retired lawyer who practiced securities and corporate law in British Columbia for over 25 years. Mr. McCue has sat on the audit committees of a number of other publicly traded companies.

The board of directors believes that the audit committee members have the relevant education and experience to comply with NI 52-110.

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

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 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. Section 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.

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the audit committee, on a case-by-case basis.

D. External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit 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⁽¹⁰⁾	Audit Related Fees	All Other Fees
December 31, 2014	\$15,000	\$Nil	\$Nil
December 31, 2013	\$15,000	\$Nil	\$Nil

E. Exemption

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

A. Financial Statements

The audited financial statements of the Company for the financial years ended December 31, 2013 and December 31, 2014, together with the Auditors' Report thereon, will be presented to the shareholders at the Meeting.

B. 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)**.

⁽¹⁰⁾ Tax fees are included in the Audit Fees.

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, on a poll, be voted for the nominees herein listed.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT PRIOR TO THE MEETING ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY THE PERSON NAMED IN THE PROXY AS NOMINEE TO VOTE THE SHARES REPRESENTED BY PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS DIRECTORS.

Management proposes that the number of directors for the Company be determined at six (6) for the ensuing year subject to such increases as may be permitted by the Articles of the Company, and the Management nominees for the Board of Directors and information concerning them as furnished by the individual nominees are as follows:

Name, Municipality of Residence and Office Held⁽¹¹⁾	Principal Occupation or Employment	Date of Appointment	Holdings in Securities of the Issuer
Maynard Brown West Vancouver, BC Director	Retired Barrister & Solicitor	May 14, 2007	Common 490,000
Douglas Fulcher North Vancouver, BC President, CEO & Director	President & CEO, Burnstone Ventures Inc.; CEO, Abacus Mining and Exploration, 2003-2010.	Mar 11, 2008	Common 540,000
David McCue Vancouver, BC Chairman & Director	Retired Barrister & Solicitor	May 14, 2007	Common 723,333
Peter Mercer Baie Verte, NL Director	Vice President, Rambler Metals and Mining Canada Limited; Corporate Secretary, Rambler Metals and Mining PLC	Feb 15, 2012	Common 90,000
Andrew Pooler Vancouver, BC Director	Mining Engineer; President, EMC Green Group S.A., a private Peruvian registered company	Oct 15, 2014	Common 0
Allan Williams Langley, BC Director	Self employed businessman over 26 years	Mar 11, 2008	Common 814,795

No proposed director of the Company is, or within the ten years prior to the date of this Information Circular, has been, a director or executive officer of any company that while that person was acting in that capacity:

- i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days;
- ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- iii) 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;

⁽¹¹⁾ This information has been furnished by the respective nominees.

- iv) has individually, within the 10 years prior to 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 director, officer or shareholder.

No director, officer or promoter of the Company has, within the ten years prior to the date of this Information Circular, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded issuer, or involving theft or fraud.

The above information was provided by Management of the Company.

C. Appointment of Auditor

Management proposes the appointment of Davidson & Company LLP, Chartered Accountants, of 1200 ñ 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, BC, Canada V7Y 1G6 as auditor of the Company for the ensuing year and that the directors be authorized to fix the remuneration. Davidson & Company LLP were first appointed as auditor of the Company on December 12, 2013 and replaced Smythe Ratcliffe LLP, Chartered Accountants, previous auditors of the Company (the "Change of Auditor"). The Change of Auditor was not due to any "reportable event", as defined in National Instrument 51-102 ñ *Continuous Disclosure Obligations*. Copies of documents effecting the Change of Auditor are attached hereto as Schedule "B".

D. Approval of Stock Option Plan

The Company has a Plan pursuant to which the number of shares which may be issued pursuant to options previously granted and those granted under the 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 March 23, 2015, options exercisable to acquire an aggregate of 3,586,780 Shares of the Company are currently authorized to be granted under the Plan of which options exercisable to acquire an aggregate of 3,425,000 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, subject to TSX Venture Exchange acceptance, the Company's Plan is approved."

The purpose of the 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 five years as determined by the Board 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 Plan, the Board 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 Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion. The 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 Plan is available for viewing by request to the Company at Suite 615, 815 West Pender Street, Vancouver, British Columbia, V6C 2V6 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.

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. Financial Information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial years ended December 31, 2014 and December 31, 2013, available on the Company's website at www.maritimeresourcescorp.com

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company at Tel. (604) 336-7322 or by email at info@maritimeresourcescorp.com.

BY ORDER OF THE BOARD OF DIRECTORS

"Douglas Fulcher"

Douglas Fulcher, President & CEO

SCHEDULE "A"

MARITIME RESOURCES CORP.

(the "Company")

AUDIT COMMITTEE CHARTER

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AUDIT COMMITTEE CHARTER

1.0 Purpose of the Committee

- 1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

2.0 Members of the Audit Committee

- 2.1 At least one Member must be "financially literate" as defined under MI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- 2.2 The Audit Committee shall consist of no less than three Directors.
- 2.3 At least one Member of the Audit Committee shall be "independent" as defined under MI 52-110, while the Company is in the developmental stage of its business.

3.0 Relationship with External Auditors

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.
- 3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4.0 Non-Audit Services

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:

- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
- (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5.0 Appointment of Auditors

5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6.0 Evaluation of Auditors

6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7.0 Remuneration of the Auditors

7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.

7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8.0 Termination of the Auditors

8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9.0 Funding of Auditing and Consulting Services

9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10.0 Role and Responsibilities of the Internal Auditor

- 10.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company shall be responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11.0 Oversight of Internal Controls

- 11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12.0 Continuous Disclosure Requirements

- 12.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13.0 Other Auditing Matters

- 13.1 The Audit Committee may meet with the external auditors independently of the management of the Company at any time, acting reasonably.
- 13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14.0 Annual Review

- 14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15.0 Independent Advisers

- 15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.



NOTICE OF CHANGE OF AUDITOR ("Notice")

**TO: BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION
TSX VENTURE EXCHANGE**

At the request of Maritime Resources Corp. (the "Company") Smythe Ratcliffe LLP, Chartered Accountants, resigned as the Company's auditor effective December 12, 2013. Davidson & Company LLP, Chartered Accountants, have been appointed as the Company's successor auditors.

In accordance with National Instrument 51-102 ("NI 51-102") we confirm that:

- (a) Smythe Ratcliffe LLP, Chartered Accountants, was asked to resign as auditor of the Company to facilitate the appointment of Davidson & Company LLP, Chartered LLP Chartered Accountants, of 1200 – 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, BC, Canada V7Y 1G6;
- (b) Smythe Ratcliffe LLP, Chartered Accountants, has not expressed any reservation in its reports for two the most recently completed fiscal years of the Company, nor for any period subsequent thereto for which an audit report was issued and preceding the date hereof;
- (c) The resignation of Smythe Ratcliffe LLP, Chartered Accountants and the appointment of Davidson & Company LLP, Chartered Accountants as auditor of the Company were considered and approved by the Board of Directors of the Company;
- (d) There have been no reportable events, being "disagreements", "consultations" or "unresolved issues" as those term as are defined in National Instrument 51-102; and
- (e) The Notice of Resignation, and the appointment of Davidson & Company LLP, Chartered Accountants, has been reviewed by the Audit Committee and the Board of Directors.

December 12, 2013

Maritime Resources Corp.

Per 

Jeannine Webb
Chief Financial Officer

Suite 1100 – 1111 Melville Street, Vancouver, B.C. Canada, V6E 3V6
MAE – TSX Venture Exchange



Telephone 604-685-5254 Fax: 604-685-2814
www.maritimeresourcescorp.com

December 13, 2013

British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC
V7Y 1L2

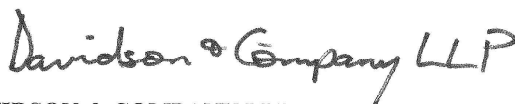
Alberta Securities Commission
600, 250 – 5th Street S.W.
Calgary, AB
T2P 0R4

Dear Sirs / Mesdames:

Re: Maritime Resources Corp. (the "Company")
Notice Pursuant to NI 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated December 12, 2013, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Accountants

cc: TSX Venture Exchange



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

December 13, 2013

British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2

TSX Venture Exchange
PO Box 11633
2700 – 650 West Georgia Street
Vancouver, BC V6B 4N9

Alberta Securities Commission
400 – 300 Fifth Avenue SW
Calgary, AB T2P 3C4

Dear Sirs:

Re: Maritime Resources Corp. (the "Company")
Change of Auditor

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated December 12, 2013 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Smythe Ratcliffe LLP

Chartered Accountants

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