WESTERN PACIFIC
RESOURCES CORP.

INFORMATION CIRCULAR
as at June 3, 2015

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Western Pacific Resources Corp. (the "Company") for use at the Annual General Meeting of the holders of common shares ("Common Shares") of the Company to be held on Wednesday, July 8, 2015 (the "Meeting") and any adjournment thereof, at the time and place and for the purposes set forth in the accompanying notice of the Meeting (the "Notice of the Meeting"). While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors and regular employees of the Company. All costs of solicitation will be borne by the Company.

ADVICE TO BENEFICIAL HOLDERS

Only registered holders of Common Shares or the person they appoint as their proxy holders are permitted to vote at the Meeting. The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to herein as "Beneficial Shareholders") should note that only proxies deposited by shareholders who appear on the records maintained by the Company's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the shareholder's name. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depositary for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("Broadridge") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Beneficial Shareholder may attend the Meeting as proxy holder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders, who wish to attend the Meeting and indirectly vote their Common Shares as proxy holder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

All references to shareholders in this Circular and the accompanying Instrument of Proxy and Notice are to registered shareholders unless specifically stated otherwise.

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment

The individuals named in the accompanying form of proxy are the Chief Executive Officer and a director of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES OR BY COMPLETING ANOTHER FORM OF PROXY**. A proxy will not be valid unless the completed, dated and signed form of proxy is received by Computershare Trust Company of Canada ("Computershare Trust") at 3rd Floor – 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof. The time limit for the deposit of proxies may be waived by the Company at its discretion without notice.

Voting

Common Shares represented by any properly executed proxy in the accompanying form will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given by the shareholder. **In the absence of such direction, such Common Shares will be voted in favour of the matters set forth herein.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of the Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgement on such matters or business. As at the date hereof, the management of the Company knows of no such amendment, variation or other matter that may be come before the Meeting.

Revocation

A registered shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, 1500 – 409 Granville Street, Vancouver, British Columbia, V6C IT2, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As at the date hereof, the Company has issued and outstanding 52,465,733 fully paid and non-assessable common shares, each share carrying the right to one vote. The Company has no other classes of voting securities.

Registered holders of Common Shares as at the Record Date of June 3, 2015 who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

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

STATEMENT EXECUTIVE COMPENSATION

As at February 28, 2015, the Company's most recently completed fiscal year, three individuals were "named executive officers" of the Company within the meaning of the definition set out in National Instrument Form 51-102F6, "Statement of Executive Compensation". As required by Form 51-102F6, the following includes disclosure of the compensation paid or payable by the Company to:

- Michael Callahan, the President and Chief Executive Officer
- Kevin Bales, the Chief Financial Officer,
- Eric Saderholm, the Vice-President, Exploration and former President

(together referred to as "NEOs").

Compensation Discussion and Analysis

Compensation Philosophy

The Compensation Committee of the Company's Board of Directors (the "Board") is responsible for ensuring that the Company has appropriate procedures for making recommendations to the Board with respect to the compensation of the Company's executive officers and directors. The Compensation Committee consists of Lawrence Roulston, Arthur Brown and Oliver Rodz, of whom Messrs. Roulston and Rodz are independent and Mr. Brown is not independent. The Committee members have the necessary experience to enable them to make decisions on the suitability of the Company's compensation policies or practices. The Board is satisfied that the composition of the Compensation Committee ensures an objective process for determining compensation.

The general philosophy of the Company's compensation strategy is to: (a) encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interest of shareholders; (c) provide a compensation package that is commensurate with other junior mining companies in order to attract and retain highly qualified executives and directors; and (d) ensure that total compensation paid takes into account the Company's overall financial position.

There are no identified risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company. Directors and NEOs have not purchased financial instruments such as prepared variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly by the directors and NEOs.

Elements of Compensation

Compensation of the Company's NEOs for the fiscal years ended February 28, 2014 and February 28, 2015 was comprised primarily of salaries and incentive stock options. In establishing levels of cash compensation and the granting of stock options, the executive's performance, level of expertise, and responsibilities are considered.

Incentive stock options are granted pursuant to the Company's Stock Option Plan which is designed to encourage share ownership on the part of management, directors and employees. The Compensation Committee and the Board believe that the Stock Option Plan aligns the interests of the Company's personnel with shareholders by linking compensation to the longer term performance of the Company's shares. The granting of incentive stock options is a significant component of executive compensation as it allows the Company to reward each executive officer's efforts to increase shareholder value without requiring the use of the Company's cash reserves.

Stock options are generally granted at the time of the executive's hiring or appointment and periodically thereafter. Previous grants of options are taken into account by the Compensation Committee and the Board when they consider the granting of new stock options.

Summary Compensation Table

The following summarizes all compensation paid or payable to NEOs during the fiscal years ended February 28, 2014, February 28, 2015:

Name and Principal Position	Fiscal Year	Salary	Share-based Awards	Option-based Awards[(1)]	Non-Equity Annual Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
					Performance Bonus	Option Bonus			
Warwick Smith	2014	$137,087[(2)]	$70,000[2]	Nil	$20,000[(2)]	Nil	Nil	$35,000[(2)]	$262,087
CEO	2013	115,000[(2)]	Nil	Nil	$20,000[(2)]	Nil	Nil	Nil	$135,000
*Resigned Feb. 21/14									
Michael Callahan[(3)]	2015	$313,520[(3)]	182,000[3]	98,211	Nil	Nil	Nil	Nil	$593,731
President & CEO	2014	$263,977[(3)]	Nil	Nil	Nil	Nil	Nil	Nil	$263,977
	2013	Nil	Nil	$74,400	Nil	Nil	Nil	Nil	$74,400
Kevin Bales	2015	$30,350	Nil	$4,938	Nil	Nil	Nil	Nil	$35,288
CFO	2014	$12,350	Nil	Nil	Nil	Nil	Nil	Nil	$12,350
	2013	$16,094	Nil	Nil	Nil	Nil	Nil	Nil	$16,094
Eric Saderholm	2015	$191,453[(4)]	Nil	$12,342	Nil	Nil	Nil	Nil	$203,795
VP, Exploration;	2014	$177,838[(4)]	Nil	Nil	Nil	Nil	Nil	Nil	$177,838
Former President[(4)]	2013	$181,990[(4)]	Nil	Nil	Nil	Nil	Nil	Nil	$181,990

Notes:

(1) Amounts represent the grant date fair value of the options which was estimated using the Black-Scholes option pricing model with the following assumptions for the year ended February 28, 2015: risk-free interest rate of 1.59%, dividend yield of 0%, expected life of 5 years, and a volatility factor of 97%; and for the year ended February 28, 2013: risk-free interest rate of 1.34%, dividend yield of 0%, expected life of 5 years, and a volatility factor of 87%. Option pricing models require the input of subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the stock option.

(2) Paid to Harbourside Consulting Corporation ("Harbourside"), a private company controlled by Warwick Smith. Upon his resignation Mr. Smith was paid an amount of $35,000 and issued 500,000 shares with a value of $70,000.

(3) Michael Callahan was appointed President on February 27, 2013 and CEO on Feb. 21/14. US$278,400 was paid or payable to Michael Callahan during the year ended February 28, 2015 which equals CAD$313,520 based on an exchange rate of 1.1261,

and US$252,000 during the year ended February 28, 2014 which equals CAD$263,977 based on an exchange rate of 1.0475. Each monthly payment to Mr. Callahan was converted to CAD$ and recorded on the Company's books using the average noon exchange rate for the particular month. **During the year ended February 28, 2015, the Company issued 1,200,000 common shares to Mr. Callahan upon the exercise of share purchase options. Consideration of $182,000 for the option exercises was offset with a cash bonus of equal amount.**

(4) Eric Saderholm was appointed Vice-President, Exploration on February 27, 2013. Previously, Eric Saderholm was the President of the Company from September 30, 2010 to February 27, 2013. US$170,004 was paid or payable to Eric Saderholm during the year ended February 28, 2015 which equals CAD$191,453 based on an exchange rate of 1.1261, US$170,004 during the year ended February 28, 2014 which equals CAD$177,838 based on an exchange rate of 1.0461, and US$177,867 during the year ended February 28, 2013 which equals CAD$181,990 based on an exchange rate of 1.0232. Each monthly payment to Mr. Saderholm was converted to CAD$ and recorded on the Company's books using the average noon exchange rate for the particular month.

Option-Based and Share-Based Awards to NEOs

The following sets forth the details of incentive stock options to purchase Common Shares of the Company and share-based awards held by NEOs as at February 28, 2015:

	OPTION-BASED AWARDS					SHARE-BASED AWARDS		
Name	No. of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value Vested During the Year(1)	Value of Unexercised In-The-Money Options (2)	Value of Awards Vested During the Year	No. of Awards That Have Not Vested	Market Value of Awards That Have Not Vested
Warwick Smith *Resigned Feb. 21/14	Nil	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Michael Callahan	250,000	$0.13	May 22, 2019	Nil	Nil	N/A	N/A	N/A
	225,000	$0.135	June 16, 2019	Nil	Nil	N/A	N/A	N/A
	475,000							
Kevin Bales	150,000	$0.35	January 27, 2020	Nil	Nil	N/A	N/A	N/A
	70,000	$0.57	July 12, 2021	Nil	Nil	N/A	N/A	N/A
	50,000	$0.135	June 16, 2019	Nil	Nil	N/A	N/A	N/A
	270,000							
Eric Saderholm	150,000	$0.35	January 27, 2020	Nil	Nil	N/A	N/A	N/A
	125,000	$0.57	July 12, 2021	Nil	Nil	N/A	N/A	N/A
	125,000	$0.135	June 16, 2019	Nil	Nil	N/A	N/A	N/A
	400,000							

Notes:
(1) Calculated using the closing price of the Company's shares on the Exchange on the applicable dates of vesting less the exercise price of the stock option.
(2) Value of unexercised in-the-money options is calculated using the closing price of the Company's shares on the TSX Venture Exchange on February 28, 2015 of $0.07 less the exercise price of in-the-money stock options

Management Contracts / Termination and Change of Control Benefits

Michael Callahan, President & Chief Executive Officer

Pursuant to a consulting contract dated February 27, 2013, the Company's U.S. subsidiary (the "Subsidiary") pays to Michael Callahan, the President of the Company, a monthly fee of US$23,200 for his management, mineral exploration and development consulting services. The agreement contains provisions regarding salary, eligibility for benefits and change of control of the Company. The Subsidiary may terminate the contract without cause upon 12 months' notice to Mr. Callahan, and Mr. Callahan may terminate the contract upon one month's notice to the Subsidiary.

If Mr. Callahan or the Subsidiary terminate the contract within 12 months of a change of control of the Company, Mr. Callahan will be entitled to termination pay, any bonuses payable for services provided in the 12 months preceding the termination, and any outstanding stock options held by him at that time will become fully vested. The amount of such termination payments due to Mr. Callahan are based on the months of service he has provided to the Subsidiary. However, Mr. Callahan has agreed to waive any entitlements from its consulting contract with the Company that would have otherwise been triggered by a change of control resulting from the Convertible Note Financing with Quintana completed in February, 2014 except in the circumstance where a change of control payment is triggered by a termination of Mr. Callahan's consulting agreement by the Company without cause.

If on February 28, 2015, Mr. Callahan had been terminated without cause, he would not have received a termination payment because the contract would have been in place for less than one month (and termination payments are based on months of service to the Subsidiary, as described above). If a change of control of the Company had occurred, and either Mr. Callahan or the Subsidiary had terminated the contract within 12 months of such change of control, fees in the amount of US$417,600 (equal to 18 months' consulting fee) would have been payable to Mr. Callahan.

Eric Saderholm, Vice-President, Exploration

Pursuant to a consulting contract dated October 23, 2009, as amended July 31, 2010, May 10, 2012, and January 1, 2013, the Subsidiary pays to Eric Saderholm, the Vice President, Exploration of the Company and the President of the Subsidiary, a monthly fee of US$14,166.67 for his management and geological consulting services. The agreement is renewable on a yearly basis and contains provisions regarding salary and change of control of the Company. The Subsidiary or Mr. Saderholm may terminate the contract upon one month's notice to the other.

If the Subsidiary terminates the contract within 12 months of a change of control of the Company without cause, or if Mr. Saderholm terminates the contract within 12 months of a change of control for cause (including a reduction of authority, responsibility, title or reporting relationship, a reduction of compensation or a requirement that Mr. Saderholm's office be located in another geographic location), then Mr. Saderholm will be entitled to termination pay and any outstanding stock options held by him at that time will become fully vested. However, Mr. Saderholm has agreed to waive any entitlements from its consulting contract with the Company that would have otherwise been triggered by a change of control resulting from the Convertible Note Financing with Quintana completed in February, 2014, except in the circumstance where a change of control payment is triggered by a termination of Mr. Saderholm's consulting agreement by the Company without cause.

If on February 28, 2015, Mr. Saderholm had been terminated without cause, approximately US$15,000 would have been payable to him. If a change of control of the Company had occurred, and if Mr. Saderholm had terminated the contract for cause or if the Subsidiary had terminated the contract without cause within 12 months of such change of control, approximately US$255,000 (equal to 18 months' consulting fee) would have been payable to Mr. Saderholm.

Arthur Brown, Chairman

Pursuant to a consulting contract dated February 27, 2013, the Company pays to Arthur Brown, Chairman of the Company, a monthly fee of US$2,500 for his services as Chairman and as a director. The agreement contains provisions regarding salary and change of control of the Company. The contract does not include provisions regarding termination where there is no change of control of the Company.

If Mr. Brown or the Company terminate the contract within 12 months of a change of control of the Company, Mr. Brown will be entitled to termination pay and any bonuses or directors' fees that would be payable during the 18 months following such termination. However, Mr. Brown has agreed to waive any entitlements from its consulting contract with the Company that would have otherwise been triggered by a change of control resulting from the Convertible Note Financing with Quintana completed in February, 2014, except in the circumstance where a change of control payment is triggered by a termination of Mr. Brown's consulting agreement by the Company without cause.

If on February 28, 2015, Mr. Brown had been terminated without cause, he would not have received a termination payment. If a change of control of the Company had occurred, and either Mr. Brown or the Company had terminated the contract within 12 months of such change of control, fees in the amount of US$45,000 (equal to 18 months' consulting fee) would have been payable to Mr. Brown.

Compensation to Directors

The following summarizes all compensation paid or payable to the Directors who are not NEOs of the Company during the fiscal year ended February 28, 2015:

Name	Director Fees Earned	Share-based Awards	Option-based Awards[(1)]	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
Arthur Brown February 28, 2015	$33,785	$71,500	$45,403	Nil	Nil	Nil	$150,688
Alfred Hills February 28, 2015	$12,000	Nil	$9,874	Nil	Nil	Nil	$21,874
Michael Williams February 28, 2015	$12,250	Nil	$7,406	Nil	Nil	Nil	$19,656
Oliver Rodz February 28, 2015	Nil	Nil	$22,217	Nil	Nil	Nil	$22,217
Lawrence Roulston February 28, 2015	$12,000	Nil	$12,342	Nil	Nil	Nil	$24,342

Notes:

(1) Amount represents the grant date fair value of the option which was estimated using the Black-Scholes option pricing model with the following assumptions for the year ended February 28, 2015: risk-free interest rate of 1.59%, dividend yield of 0%, expected life of 5 years, and a volatility factor of 97%. Option pricing models require the input of subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the stock option.

(2) During the year ended February 28, 2015, the Company issued 500,000 common shares to Mr. Brown upon the exercise of share purchase options. Consideration of $71,500 for the option exercises was offset with a cash bonus of equal amount.

Option-Based and Share-Based Awards to the Directors

The following sets forth the details of incentive stock options to purchase common shares of the Company and share-based awards held by the Directors who are not NEOs of the Company as at February 28, 2015:

	OPTION-BASED AWARDS					SHARE-BASED AWARDS	
Name	No. of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value Vested During the Year(1)	Value of Unexercised In-The-Money Options (2)	No. of Shares or Units of Shares That Have Not Vested	Market or Payout Value of Share-Based Awards That Have Not Vested
Arthur Brown	75,000	$0.135	June 16, 2019	Nil	Nil	N/A	N/A
Alfred Hills	100,000	$0.135	June 16, 2019	Nil	Nil	N/A	N/A
Oliver Rodz	225,000	$0.135	June 16, 2019	Nil	Nil	N/A	N/A
Lawrence Roulston	125,000	$0.135	June 16, 2019	Nil	Nil	N/A	N/A
Michael Williams	200,000 90,000 75,000 365,000	$0.38 $0.57 $0.135	July 25, 2020 July 12, 2021 June 16, 2019	Nil Nil Nil	Nil Nil Nil	N/A N/A N/A	N/A N/A N/A

Notes:
(1) Value of options vested during the year is calculated using the price of the Company's shares on the TSX Venture Exchange at the time of vesting less the exercise price.
(2) Value of unexercised in-the-money options is calculated using the closing price of the Company's shares on the TSX Venture Exchange on February 28, 2015 of $0.07 less the exercise price of in-the-money stock options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is its Share Option Plan (the "Plan") which was previously approved by the shareholders on January 14, 2014. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan provides that the number of common shares of the Company issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding common shares.

The following table sets out information regarding compensation plans under which equity securities of the Company were authorized for issuance, as at February 28, 2015:

EQUITY COMPENSATION PLAN			
Plan Category	(a) No. of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) No. of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in column (a))
Equity Compensation Plan Approved by Shareholders	2,115,000	$0.25	3,108,203
Equity Compensation Plans Not Approved by Shareholders	Nil	N/A	N/A
Total:	2,115,000	$0.25	3,108,203

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

AUDIT COMMITTEE

Pursuant to the provisions of National Instrument 52-110 (the "Instrument"), the Company's Audit Committee has adopted a written charter (the "Charter") that sets out its mandate and responsibilities. A copy of the Charter is attached to the Management Proxy Circular for the 2012 annual meeting and filed on SEDAR at www.sedar.com on November 14, 2012. As the Company is a "venture issuer" (as defined in the Instrument), it is relying on the exemptions provided to it in Section 6.1 of the Instrument with respect to composition of the audit committee and with respect to audit committee reporting obligations.

The Audit Committee is presently comprised of Arthur Brown, Alfred Hills, Michael Williams and Oliver Rodz all of whom are "financially literate" and of whom Messrs. Hills, Williams and Rodz are "independent" within the meanings given to those terms in the Instrument. Arthur Brown is not independent as he is the Chairman of the Company. The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member is as follows:

Audit Committee Member	Education and Experience
Arthur Brown	Mr. Brown has been a member of the audit committee of several public companies during his business career. He served as Chairman of the Audit Committee for Amcol International and Calmat - both companies listed on the NYSE. As CEO of Hecla Mining Company he supervised the work of the CFO who in turn supervised the audit function. Mr Brown is financially literate and familiar with the preparation and review of financial statements and accounting principles used in reading and preparing financial statements. Mr Brown is recognized by the United States Securities and Exchange Commission as a financial expert.
Alfred Hills	Mr. Hills has had extensive management and board experience in the mining industry. He currently is on the audit committee of North American Palladium Ltd. As a former officer, director and audit committee member of various public companies, Mr. Hills is financially literate and familiar with the preparation and review of financial statements and accounting principles used in reading and preparing financial statements.

	Mr. Hills is a graduate of University of British Columbia in Mining and Mineral Process Engineering and has over 35 years of international mine evaluation, development and operating experience. From 2006 to 2013, Mr. Hills was the CEO and a director of Kobex Minerals Inc. and a predecessor company, International Barytex Resources Ltd. Prior to then, he spent 26 years with the Placer Dome Group of Companies.
Oliver Rodz	Mr. Rodz is a senior-level executive and business lawyer who serves Quintana Resources Holdings LP as President and the Quintana Minerals Corp. group of companies as a Managing Director, as well as a member of the board of directors of several of their portfolio companies. Oliver has almost 20 years of experience in corporate and field operations, cross-border transactions, M&A, and P&L management and board governance in several energy and natural resources sectors on a global basis. Mr. Rodz has a B.A. in International Relations from the University of South Florida and a J.D. from Northwestern School of Law at Lewis and Clark College, where he completed advanced tax courses. As an officer, director and audit committee member of various public and private companies, Mr. Rodz is financially literate and familiar with the preparation and review of financial statements and accounting principles used in reading and preparing financial statements.
Michael Williams	Mr. Williams is President and CEO of Full Metal Minerals and Vendetta Mining Corp., Toronto Stock Exchange listed companies, and is responsible for both companies corporate development, marketing and financing. He has also a director and advisor for several other mineral exploration companies.

The Committee has adopted specific policies and procedures for the engagement of non-audit services, all as more particularly described in the Audit Committee's Charter under the heading "Responsibilities". Amounts billed to the Company during the past two fiscal years for services by the auditors are as follows:

	2015	2014
Audit Fees	$25,500	$25,520
Audit-Related Fees	Nil	Nil
Tax Fees (tax return preparation)	$2,000	$2,000
All Other Fees (services other than reported above)	Nil	Nil
Total	$27,500	$27,520

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101, "Disclosure of Corporate Governance Practices", the Company is required to and hereby discloses its corporate governance practices as follows.

Board of Directors

The Board considers Michael Williams, Alfred Hills, Oliver Rodz and Lawrence Roulston to be "independent" according to the definition set out in NI 58-101. Art Brown (Chairman) and Michael Callahan (President & CEO) are not independent as they are officers of the Company.

The independent Directors believe that their knowledge of the Company's business and their independence are sufficient to facilitate the functioning of the Board independently of management. The independent Directors have the discretion to meet in private in the absence of the other Directors and consult with outside counsel and other advisors whenever they believe it is appropriate to do so.

Directorships

Certain of the directors of the Company are presently directors of one or more other reporting issuers, as follows:

Director	Other Reporting Issuers
Michael Williams	Adventure Gold Inc. Full Metal Minerals Inc. Aftermath Silver Ltd. Minaurum Gold, Inc Vendetta Mining Corp. Sona Resources Corp.
Alfred Hills	North American Palladium Ltd.

Orientation and Continuing Education

Management will ensure that a new appointee to the Board of Directors receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director.

Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

Given the Company's current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President of the Company.

Compensation Committee

The Company appointed a Compensation Committee to assist the Board in discharging its oversight responsibilities relating to compensation, including the compensation of key senior management employees of the Company. The members of the Compensation Committee are Lawrence Roulston, Arthur Brow and Oliver Rodz, the majority of whom are independent directors.

The Compensation Committee's mandate is to review and make recommendations to the Board on an annual basis with respect to the adequacy and form of compensation and benefits of all executive officers and directors, and with respect to the Company's stock option plan and the granting of options thereunder. To carry out its duties, the Compensation Committee may retain special legal, accounting, financial or other consultants to advise the Compensation Committee at the Company's expense, and it has the sole authority to retain and terminate any executive compensation consulting firm and to approve any such firm's fees and other retention terms.

Assessments

The Board annually reviews its own performance and effectiveness as well as the Audit Committee Charter. Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no insider, proposed nominee for election as a director, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction or proposed transaction since June 3, 2015 which has materially affected or would materially affect the Company or its subsidiaries.

MANAGEMENT CONTRACTS

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

VOTES NECESSARY TO PASS RESOLUTIONS

Except where otherwise indicated, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice, as more particularly described as follows:

Appointment and Remuneration of Auditors

The management of the Company will recommend to the Meeting to appoint Smythe Ratcliffe LLP, Chartered Accountants, as auditors of the Company for the ensuing year, and to authorize the directors to fix their remuneration. Smythe Ratcliffe LLP were first appointed auditors of the Company in 2009.

Election of Directors

The Board presently consists of six directors and it is intended to elect six Directors at the Meeting. The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Company held by him, his residency, his principal occupation, the period during which he has served as a director, and the number of Common Shares of the Company beneficially owned by him, directly or indirectly, or over which control or direction is exercised, as of the date hereof. Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of Management Designees will be voted for another nominee in their discretion unless the shareholder has specified in his proxy that his shares are to be withheld from voting in the election of directors.

Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the Articles of the Company. Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the election of nominees hereinafter set forth as directors for the ensuing year.

The following information relating to the nominees for election as a director is based partly on the Company's records and partly on the information received by the Company from said nominees.

Name, Position and Residency (1)	Principal Occupation or Employment (1)	Period as a Director of the Company	No. of Shares (1)
ARTHUR BROWN(2) (3) Chairman & Director Idaho, USA	Chairman of the Company; Chairman of Silvermex Resources Inc. (mining), November 2010 to July 2012; Chairman of Silver One Mining Corporation (mining), January 2010 to November 2010.	February 27, 2013	1,166,667
MICHAEL CALLAHAN President, CEO & Director Idaho, USA	President & CEO of the Company Self-employed mining consultant, July 2012 to February 2013; President of Silvermex Resources Inc. (mining), November 2010 to July 2012; President of Silver One Mining Corporation, December 2009 to November 2010; Self-employed mining consultant, January 2009 to December 2009; Vice-President of Hecla Mining Company, (mining), June 2008 to January, 2009	August 31, 2013	2,205,555
ALFRED HILLS(2) Director British Columbia, Canada	Mr. Hills is a mining executive with over 35 years of international mine evaluation, development and operating experience. From 2006 – 2013, Mr. Hills was the CEO and Director of Kobex Minerals Inc., a Canadian exploration phase mining company, and its predecessor company, International Barytex Resources Ltd. Prior to that, Mr. Hills spent 26 years with the Placer Dome Group of Companies in a number of senior positions	February 24, 2014	Nil
OLIVER RODZ(2) (3) Director Houston, USA	President, Quintana Resources Holdings LP Managing Director, Quintana Minerals Corp.	February 21, 2014	Nil
LAWRENCE ROULSTON (3) Director British Columbia, Canada	President, Quintana Resources Capital ULC	February 21, 2014	Nil
MICHAEL WILLIAMS (2) Director British Columbia, Canada	President, Full Metal Minerals Ltd.; President & CEO, Vendetta Mining Corp.	July 26, 2010	Nil

Notes:

(1) The information as to residency, principal occupation, and shares beneficially owned is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
(2) Member of the Audit Committee.
(3) Member of the Compensation Committee.

Cease Trade Orders

No proposed director of the Company is, at the date of this Information Circular or has been within the last 10 years prior to the date of this Information Circular, a director or Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO") of any company (including the Company in respect of which this Information Circular is being prepared) or has acted in that capacity for a company that was: (a) subject to an order that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or (b) subject to an order 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.

Bankruptcies

No proposed director of the Company is, at the date of this Information Circular or has been within the last 10 years prior to the date of this Information Circular, a director or executive officer of any company (including the Company) or has acted in that capacity for a 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.

Penalties and Sanctions

No proposed director of the Company 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 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.

Individual Bankruptcies

No proposed director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Advance Notice Policy

An Advance Notice Policy was voted on, accepted and approved at the Company's January 14, 2014 Annual General Meeting.

Stock Option Plan

The Company's stock option plan complies with the current policies of the TSX Venture Exchange (the "TSXV") and the amendments to the *Income Tax Act* (Canada) which impose withholding obligations on taxable benefits arising at the time options are exercised. Effective January 1, 2011, amendments to the *Income Tax Act* (Canada) require the Company to withhold and remit to Canada Revenue Agency, the estimated tax on the deemed benefit arising from the exercise of options to purchase shares in the Company.

The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the CEO and CFO of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan also provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. Pursuant to the Plan all options expire on a date not later than 10 years after the date of grant of an option.

Pursuant to the policies of the TSXV, the Company wishes to seek shareholder approval to the Plan. The TSXV policies also require shareholders approve the continuation of the Plan at every subsequent annual meeting of the Company by ordinary resolution.

The Plan is subject to the following restrictions:

(a) the Company must not grant an option to a director, employee, consultant, or consultant company (the "Service Provider") in any 12 month period that exceeds 5% of the outstanding shares, unless the Company has obtained by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders' meeting, excluding votes attaching to shares beneficially owned by insiders and their Associates ("Disinterested Shareholder Approval");

(b) the aggregate number of options granted to a Service Provider conducting Investor Relations Activities in any 12 month period must not exceed 2% of the outstanding shares calculated at the date of the grant, without the prior consent of the TSXV;

(c) the Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option;

(d) the number of optioned shares issued to insiders in any 12 month period must not exceed 10% of the outstanding shares (in the event that the Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so; and

(e) the exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

Material Terms of the Plan

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

(a) persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;

(b) options granted under the Plan are non-assignable, and non-transferable and are exercisable for a period of up to 10 years;

(c) for options granted to Service Providers, the Company must ensure that the proposed optionee is a bona fide Service Provider of the Company or its affiliates;

(d) an option granted to any Service Provider will expire within one year (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the optionee at any time prior to expiry of the option), after the date the optionee ceases to be employed by or provide services to the Company, but only to the extent that such option was vested at the date the optionee ceased to be so employed by or to provide services to the Company;

(e) if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;

(f) in the case of an optionee being dismissed from employment or service for cause, such optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;

(g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);

(h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by, or continuing to provide services to, the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period;

(i) in the event of a Change of Control occurring, options granted and outstanding, which are subject to vesting provisions, shall be deemed to have immediately vested upon the occurrence of the Change of Control, subject to the approval of the TSXV (or NEX, as the case may be) for vesting requirements imposed by the policies of the TSXV; and

(j) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the Plan also provide the following:

(a) The Board may, without shareholder approval:

(i) amend the Plan to correct typographical, grammatical or clerical errors;

(ii) change the vesting provisions of an option granted under the Plan, subject to prior written approval of the TSXV, if applicable;

(iii) change the termination provision of an option granted under the Plan if it does not entail an extension beyond the original expiry date of such option;

(iv) make such amendments to the Plan as are necessary or desirable to reflect the changes to securities laws applicable to the Company;

(v) make such amendments as may otherwise be permitted by the policies of the TSXV;

(vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSXV, make such amendments as may be required by the policies of such senior stock exchange or stock market; and

(vii) amend the Plan to reduce the benefits that may be granted to Service Providers.

Shareholder Approval

At the Meeting, shareholders will be asked to consider and vote on the ordinary resolution to adopt the Plan, with or without variation, as follows:

"**RESOLVED** as an ordinary resolution, that:

1. the Plan be ratified and re-approved;

2. all outstanding options be rolled into the Plan;

3. to the extent permitted by law, the Company be authorized to abandon all or any part of the Plan if the Board deems it appropriate and in the best interest of the Company to do so; and

4. any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to this resolution."

The Board recommends shareholders vote in favour of the adoption of the Plan.

The Board is of the view that the Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry. A copy of the Plan will be available for inspection at the Meeting. A shareholder may also obtain a copy of the Plan by contacting the Company at Telephone No. 604-484-7855 or Fax No. 604-484-7155.

Other Matters

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information relating to the Company is available for viewing at www.sedar.com. Financial information is provided in the Company's financial statements and accompanying management's discussion and analysis for the fiscal year ended February 28, 2015. Copies of financial statements and accompanying MD&A may be obtained by contacting the Company, attention Corporate Secretary, at 1500 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2 (Tel: 604-484-7855; Fax: 604-484-7155).

BY ORDER OF THE BOARD

Michael Callahan
President and Chief Executive Officer