INFORMATION CIRCULAR
As of August 31, 2015 (unless otherwise noted)
All figures are expressed in United States dollars (unless otherwise noted)

MANAGEMENT SOLICITATION OF PROXIES

The Company is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general meeting (the "Meeting") of the Company to be held on October 22, 2015 and at any adjournments. Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will not reimburse shareholders, nominees, or agents for their costs of obtaining authorization from their principals to sign forms of proxy. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on your behalf in accordance with the instructions given by you in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the "Management Proxyholders").

As a shareholder, you have the right to appoint a person other than a Management Proxyholder, to represent you at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with your instructions on any ballot that may be called for and if you specify a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If you do not specify a choice and you have appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favor of the matters specified in the Notice of Meeting and in favor of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

You must deliver the completed form of proxy to the office of the Company's registrar and transfer agent, Valiant Trust Company, 600-750 Cambie Street, Vancouver, British Columbia, Canada or fax 604-681-3067or to the Company's head office at the address listed on the cover page of this Information Circular, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment. Alternatively, Shareholders may vote by internet and, if so, it is not necessary to return the proxy. Reference is made to the form of proxy for the specific instructions as to voting by internet.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most of the Company's shareholders are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely an unregistered holder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those non-registered holders who have objected to disclosing ownership information about themselves to the Company are referred to as "OBOs".

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a request for voting instructions (a "VIF"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the shares which they beneficially own. Non-registered shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request (in writing) to the Company or its Nominee, as applicable, without expense to the non-registered holder, that the non-registered holder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.

In addition, Canadian securities legislation now permits the Company to forward meeting materials directly to "non objecting beneficial owners". If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions.

REVOCABILITY OF PROXY

If you are a registered shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, as a registered shareholder, you or your attorney authorized in writing or, if you are a corporation, by an authorized Director, officer or attorney of the corporation, may revoke it by either:

(a) signing a proxy bearing a later date; or
(b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed as set out in the notes to the proxy; or
(c) attending the Meeting in person and registering with the scrutineer as a registered shareholder present in person.

Only registered shareholders have the right to revoke a proxy. The later proxy or the notice of revocation must be delivered to the office the Company's registrar and transfer agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting on the day of the Meeting or any adjournment.

If you are a non-registered shareholder who wishes to revoke a proxy authorization form (voting instructions) or to revoke a waiver of your right to receive Meeting materials and to give voting instructions, you must give written instructions to your Nominee at least seven days before the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS

The Company is authorized to issue an unlimited number of common shares without par value (the "shares"), of which 94,007,966 shares are issued and outstanding as of August 31, 2015 the record date for the Meeting. There is only one class of shares.

Persons who are registered shareholders at the close of business on August 31, 2015, will be entitled to receive notice of and vote at the Meeting. On a show of hands, every shareholder and proxyholder will have one vote and, on a poll, every shareholder present in person represented by proxy will have one vote for each share. In order to approve a motion proposed at the Meeting, a majority of more than 50% of the votes cast will be required to pass an ordinary resolution, and a majority of at least two thirds ($^2/_3$) of the votes cast will be required to pass a special resolution.

To the knowledge of the Directors and executive officers of the Company, no person or company beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company.

ELECTION OF DIRECTORS

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a Director. The shareholders will be asked to pass an ordinary resolution to set the number of Directors of the Company at seven for the next year, subject to any increases permitted by the Company's Articles.

The Company has two committees, an Audit Committee and a Compensation Committee. Members of these committees are as set out below.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below, all of whom are presently members of the Board of Directors. Management does not expect that any of the nominees will be unable to serve as a Director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as Directors.

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	*Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years*	*Previous Service as a Director*	*Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly* [(1)]
Mark E. Jones III Houston, Texas Chairman, Chief Executive Officer ("CEO"), Director	Vice-Chairman of Solitario Exploration and Royalty Corp.; former director of Arequipa Resources Ltd.; former Chairman & CEO of Brazauro Resources Corporation; former Chairman of Crown Resources	Since May 21, 2010	7,925,884
Brian C. Irwin[(2)] Parksville, British Columbia Chief Financial Officer ("CFO"), Corporate Secretary & Director	Retired Barrister & Solicitor; Former Chairman of Callinan Royalties Corporation	Since May 21, 2010	292,000
Leendert G. Krol[(3)] Denver, Colorado Director	Geologist, independent businessman and consultant since October, 2001; former Vice-President International Exploration of Newmont Mining Corporation	Since May 21, 2010	596,666
Patrick L. Glazier[(3)] Prince George, British Columbia Director	President of East Fraser Fiber Co. Ltd.	Since May 21, 2010	905,182
Diane R. Garrett[(3)] Kerrville, Texas Director	President, CEO and Director of Romarco Minerals Inc.	Since March 11, 2011	250,000
Carlos Vilhena[(2)] Brasilia, Brazil Director	Partner, Pinheiro Neto Advogados, Attorneys	Since June 23, 2011	100,000
Quinton Hennigh Longmont, Colorado Director	President, CEO, Director of Novo Resources Corp. Technical Advisor and Director of Gold Canyon Resources Director of Precipitate Gold Corp. Director NV Gold Corp.	Since February 12, 2015	-

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at August 31, 2015, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.
(2) Member of the Compensation Committee.
(3) Member of the Audit Committee.

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

CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES

To the knowledge of the Company, no proposed Director:

(a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a Director, chief executive officer or chief financial officer of any company (including the Company) that:

(i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was issued while the proposed Director was acting in the capacity as Director, CEO or CFO; or

(ii) was subject to a cease trade, and order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO and which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or

(b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or

(d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

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

The following persons proposed for election as Directors of the Company hold Directorships in other reporting issuers as set out below:

Name of Director	*Name of Other Reporting Issuer*
Mark E. Jones, III	Solitario Exploration and Royalty Corp.
Brian C. Irwin	Carlin Gold Corporation, Constantine Metal Resources Ltd., Northair Silver Corp.
Leendert G. Krol	Romarco Minerals Inc., Victoria Gold Corp.
Patrick L. Glazier	Gold Reach Resources Ltd.
Diane R. Garrett	Romarco Minerals Inc.
Carlos Vilhena	Nil
Quinton Hennigh	Novo Resources Corp., Gold Canyon Resources Precipitate Gold Corp., NV Gold Corp.

EXECUTIVE COMPENSATION

During the year ended December 31, 2014, the Company had three (3) Named Executive Officers as defined herein: Mark E. Jones III, CEO, Brian C. Irwin, CFO and Elton L.S. Pereira, Vice-President of Exploration.

Compensation Discussion and Analysis

Compensation, Philosophy and Objectives

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation program. The Compensation Committee meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The Compensation Committee seeks to ensure that total compensation paid to all Named Executive Officers, is fair and reasonable. The Compensation Committee reviews compensation paid to executives of Companies similar in size of development in the industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers, is fair and reasonable. The Board relies on the experience of its members as officers and Directors with other junior mining companies in assessing compensation levels.

Analysis of Elements

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company. Cash bonuses are used, as determined by the Compensation Committee and the Board, to supplement the issuance of option-based awards and are related to the financial performance of the Company, as well of the achievement of individual performance objectives. During the year ended December 31, 2014, no bonuses were paid to any of the Named Executive Officers.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each Named Executive Officer's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to Directors, officers, consultants and employees at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's stock option plan (the "Stock Option Plan").

Long Term Compensation and Option Based Awards

The Company has no long term incentive plans other than the Stock Option Plan. The Company's Directors, officers, consultants and employees are entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and others. The Board believes that the Stock Option Plan aligns the interests of the Named Executive Officer and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's common shares.

Options are granted by the Board of Directors as recommended by the Compensation Committee. In monitoring or adjusting the option allotments, the Board takes into accounts its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the Name Executive Officers and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Stock Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than prescribed discount permitted by the the TSX Venture Exchange (the "Exchange") from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

Pursuant to the Company's Stock Option Plan, the Company's Board grants options to Directors, officers, consultants and employees as incentives, subject to recommendation by the Compensation Committee. The level of stock options awarded to a Named Executive Officer is determined by his position and his potential future contributions to the Company.

Compensation Governance
For more information about the Compensation Committee and its compensation policies, please see the "Corporate Governance Disclosure – Compensation of Directors and Senior Management".

Summary Compensation Table

For the purposes of this Information Circular, a "Named Executive Officer" means each of the following individuals:
(a) a CEO of the Company;
(b) a CFO of the Company;
(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 Canadian dollars ("CAD$") $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the December 31, 2014 year end; and
(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity at December 31, 2014.

Summary Compensation Table

The following table sets forth all direct and indirect compensation for the Named Executive Officers.

Name and principal position	***Period ended***	***Salary ($)***	***Share-based awards ($)***	***Option-based awards ($)***	***Non-equity incentive plan compensation ($)***		***Pension value ($)***	***All other compensation [2] ($)***	***Total Compensation ($)***
					Annual incentive plans [1] ($)	***Long-term incentive plans ($)***			
Mark E. Jones III, Chairman, CEO, & Director	Dec. 31, 2014	31,500[3]	Nil	14,238[6]	Nil	Nil	Nil	Nil	45,738
	Dec. 31, 2013	142,188[3]	Nil	Nil	Nil	Nil	Nil	18,825	161,013
	Dec. 31, 2012	210,000[3]	Nil	35,711[7]	Nil	Nil	Nil	22,550	268,261
Brian C. Irwin, CFO & Director	Dec. 31, 2014	17,240[4]	Nil	12,458[6]	Nil	Nil	Nil	Nil	29,698
	Dec. 31, 2013	86,635[4]	Nil	Nil	Nil	Nil	Nil	12,000	98,635
	Dec. 31, 2012	126,076[4]	Nil	21,427[7]	Nil	Nil	Nil	16,063	163,566
Elton L.S. Pereira VP of Exploration	Dec. 31, 2014	135,454[5]	Nil	12,458[6]	Nil	Nil	Nil	Nil	147,912
	Dec. 31, 2013	167,184[5]	Nil	Nil	Nil	Nil	Nil	Nil	167,184
	Dec. 31, 2012	184,788[5]	Nil	35,711[7]	9,239	Nil	Nil	Nil	229,738

(1) The amounts in this column consist of bonuses paid to Named Executive Officers.
(2) Such other compensation includes Director's fees paid for each Director's meeting or committee meeting attended and for compensation received for a car allowance. It also includes all benefits and perks received by Named Executive Officers that meet the threshold of CAD$50,000 or 10% of total annual salary.
(3) The Company entered into an employment agreement with Mr. Jones on July 20, 2010. From February 1, 2011 to January 31, 2013 his annual salary was $210,000; from February 1, 2013 to November 2013 his annual salary was $157,500. Since December 2013 Mr. Jones voluntarily forfeited his salary but for the period from March 2014 to July 2014 when he received payments in the total amount of $31,500.
(4) Mr. Irwin's retainer was paid in Canadian dollars. Average exchange rates during the respective period were used to convert the CAD$ to US$. The Company entered into a consulting agreement with Mr. Irwin on July 20, 2010. From February 1, 2011 to January 31, 2013 his annual retainer was CAD$126,000, from February 1, 2013 to November 2013 his annual retainer was CAD$94,500. Since December 2013 Mr. Irwin voluntarily forfeited his retainer but for the period from March 2014 to July 2014 when he received payments in the total amount of CAD$20,000.
(5) This retainer was paid in Brazilian Real ("R$") to a company, Geopex - E.L. Da Silva Pereira-Me, which is wholly-owned by Mr. Pereira. Average exchange rates during the respective period were used to convert the R$ to US$. The Company entered into a management agreement on July 20, 2010 with Geopex - E.L. Da Silva Pereira-Me pursuant to which Geopex was paid an annual retainer in the amount of CAD$169,260, paid in Brazilian Real (R$300,000), and from February 1, 2011 to present its annual retainer is R$360,000 (approximately CAD$157,000).
(6) These options were granted on April 29, 2014 with 100% vesting immediately. They are exercisable at a price of CAD$0.15 and expire on April 29, 2019. The fair value has been estimated using the Black-Scholes option pricing model with the assumptions as follows: Risk-free rate: 1.47%, Expected dividend yield: 0, Expected stock price volatility: 113%, Expected life of options: 3.5 years.
(7) These options were granted on August 23, 2012 with 100% vesting immediately. They are exercisable at a price of CAD$0.45 and expire on August 22, 2017. The fair value has been estimated using the Black-Scholes option pricing model with the assumptions as follows: Risk-free rate: 1.12%, Expected dividend yield: 0, Expected stock price volatility: 96%, Expected life of options: 3.5 years.

Incentive Plan Awards

The following table discloses the particulars for each Named Executive Officer all awards outstanding at the end of the most recently completed financial year ended December 31, 2014:

Outstanding share based compensation and option based awards

	Option-based Awards				***Share-based Awards***		
Name	***Number of securities underlying unexercised options (#)***	***Option exercise price (CAD$)***	***Option Expiration Date***	***Value of unexercised in-the-money options (CAD$)*** (1)	***Number of shares or units of shares that have not vested (#)***	***Market of payout value of share-based awards that have not vested ($)***	***Market or payout value of vested share-based awards not paid out or distributed ($)***
Mark E. Jones III	200,000 125,000 300,000 500,000	0.15 0.45 0.81 0.20	4/29/2019 8/22/2017 3/15/2016 7/15/2015	- - - -	N/A	N/A	N/A
Brian C. Irwin	175,000 75,000 150,000 200,000	0.15 0.45 0.81 0.20	4/29/2019 8/22/2017 3/15/2016 7/15/2015	- - - -	N/A	N/A	N/A
Elton L.S. Pereira	175,000 125,000 300,000 200,000	0.15 0.45 0.81 0.20	4/29/2019 8/22/2017 3/15/2016 7/15/2015	- - - -	N/A	N/A	N/A

(1) This amount is based on the difference between the market value of the securities underlying the options at the year ended December 31, 2014, being CAD$0.14, and the exercise price of the option.

Incentive Plan Awards – value vested or earned during the year

The following table sets forth for the Named Executive Officers the values of option-based awards and share-based awards which vested or were earned during the year ended December 31, 2014:

Name	*Option-based awards – Value vested during the year[(1)] ($)*	*Share-based awards – Value vested during the year ($)*	*Non-equity incentive plan compensation – Value earned during the year ($)*
Mark E. Jones III	14,238	N/A	N/A
Brian C. Irwin	12,458	N/A	N/A
Elton L.S. Pereira	12,458	N/A	N/A

(1) The Company used the Black-Scholes Model to calculate the fair value of the options.

Pension Plan Benefits

The Company does not have any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and change of control benefits

The Company entered into an employment agreement (the "Jones Employment Agreement") dated July 20, 2010 with Mark E. Jones III, a consulting agreement (the "Irwin Consulting Agreement") dated July 20, 2010 with Brian C. Irwin and a management agreement (the "Pereira Management Agreement") dated July 20, 2010 with Geopex - E.L. Da Silva Pereira-Me ("Geopex"), a company wholly-owned by Elton Pereira pursuant to which Mr. Pereira's services are provided to the Company.

The Jones Employment Agreement, the Irwin Consulting Agreement and the Pereira's Management Agreement contain provisions operative on a change of control, exercisable for a period of six months from the date of the change of control, entitling Mr. Jones, Mr. Irwin and Geopex to a payment from the Company equal to 23 months' salary, 19 and 10 months' retainer, respectively.

As referred to in this section, a "change of control" is defined to include the occurrence of:

(a) the purchase or acquisition of any common shares or securities convertible into common shares ("Convertible Securities") by a Holder (as defined below) which results in the Holder beneficially owning, or exercising control or direction over, common shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holders, the Holders would beneficially own, or exercise control or direction over, common shares of the Company carrying the right to cast more than 50% of the votes attaching to all such common shares;

(b) incumbent Directors ceasing to constitute a majority of the Board of Directors;

(c) approval by the shareholders of the Company of:

  (i) an amalgamation, arrangement, merger or other consolidation or combination of the Company with another corporation pursuant to which the shareholders of the Company immediately thereafter do not own shares of the successor or continuing corporation which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation which may be cast to elect Directors of that corporation;

  (ii) the liquidation, dissolution or winding-up of the Company; or

  (iii) the sale, lease or other disposition of all or substantially all of the assets of the Company.

For the purposes herein, "Holder" means a person, a group of persons or persons acting jointly or in concert with or persons associated or affiliated, within the meaning of the BCBCA, with any such person, group of persons or any of such persons acting jointly or in concert.

The following table shows the estimated compensation that would have been payable to Messrs Jones, Irwin and Geopex assuming termination and/or change of control events occurring on December 31, 2014:

Named Executive Officer	*Payment Upon Termination without Cause / Upon Death ($)*	*Payment Upon Termination after Change of Control ($)*
Mark E. Jones III	301,875 (1)	301,875 (1)
Brian C. Irwin	135,541 (1)(2)	135,441 (1)(2)
Geopex	127,680 (1)(3)	127,680 (1)(3)

(1) This amount assumes that there is no portion of the Named Executive Officer's annual salary accrued to the date of termination which has not been paid.
(2) Mr. Irwin's retainer is paid in Canadian dollars. Average exchange rates were used to convert CAD$ to US$.
(3) Geopex's retainer is paid in Brazilian Real ("R$"). Average exchange rates were used to convert the R$ to US$.

Director Compensation

The Company currently has seven Directors, two of which Mark E. Jones III and Brian C. Irwin are also Named Executive Officers. For a description of the compensation paid to the Company's Named Executive Officers who also act as Directors, see "Summary Compensation Table".

The Company stablished an annual fee of $12,000 to each Director for their services in their capacity as Directors. Additionally, the Company considers the contributions of the Directors to the Company's affairs, including special assignments or services as a consultant or an expert, and pays the Directors compensation it considers appropriate for the circumstances. Due to cash restriction during the year ended December 31, 2014 no compensation was paid to Directors.

Leendert G. Krol provides consulting services to the Company pursuant to a Consulting Services Agreement dated July 20, 2010 and received a total of $22,500 for such services during the financial year ending December 31, 2014.

Director Compensation Table

The following table sets forth all amounts of compensation paid or granted to the Company's Directors, other than Named Executive Officers, for the most recently completed financial year ended December 31, 2014:

Name	*Fees earned[(1)] ($)*	*Share-based awards ($)*	*Option-based awards[(2)] ($)*	*Non-equity incentive plan compensation ($)*	*Pension value ($)*	*All other compensation ($)*	*Total ($)*
Patrick L. Glazier	Nil	Nil	8,899	Nil	Nil	Nil	8,899
Leendert G. Krol	22,500	Nil	12,458	Nil	Nil	Nil	34,958
Diane R. Garrett	Nil	Nil	17,797	Nil	Nil	Nil	17,797
Carlos Vilhena	Nil	Nil	12,458	Nil	Nil	Nil	12,458

(1) Represents all fees awarded, earned, paid or payable in cash for services.
(2) The Company used the Black-Scholes Model to calculate the option compensation amount.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table discloses the particulars for each Director, other than those that are also the Named Executive Officers, for awards outstanding at the end of the most recently completed financial year ended December 31, 2014:

Name	*Option –based awards*				*Share-based awards*		
	Number of securities underlying unexercised options (#)	*Option exercise price (CAD$)*	*Option expiration date*	*Value of unexercised in-the-money options[(1)] (CAD$)*	*Number of share or units of shares that have not vested (#)*	*Market of payout value of share-based awards that have not vested ($)*	*Market or payout value of vested share-based awards not paid out or distributed ($)*
Patrick L. Glazier	125,000 100,000 400,000 150,000	0.15 0.45 0.81 0.20	4/29/2019 8/22/2017 3/14/2016 7/15/2015	- - - -	N/A	N/A	N/A
Leendert G. Krol	175,000 125,000 300,000 200,000	0.15 0.45 0.81 0.20	4/29/2019 8/22/2017 3/14/2016 7/15/2015	- - - -	N/A	N/A	N/A
Diane R. Garrett	250,000 75,000 300,000	0.15 0.45 0.81	4/29/2019 8/22/2017 3/14/2016	- - -	N/A	N/A	N/A
Carlos Vilhena	175,000 75,000 300,000	0.15 0.45 0.69	4/29/2019 8/22/2017 7/6/2016	- - -	N/A	N/A	N/A

(1) This amount is based on the difference between the market value of the securities underlying the options at the year ended December 31, 2014, being CAD $0.14, and the exercise price of the option.

Incentive Plan Awards – value vested or earned during the year

The following table sets forth for each Director, other than those that are also Named Executive Officers, the value of option-based awards and share-based awards which vested were vested or were earned during the most recently completed financial year ended December 31, 2014.

Name	*Option-based awards – Value vested during the year ($)*	*Share-based awards – Value vested during the year ($)*	*Non-equity incentive plan compensation – Value earned during the year ($)*
Patrick L. Glazier	8,899	N/A	N/A
Leendert G. Krol	12,458	N/A	N/A
Diane R. Garrett	17,797	N/A	N/A
Carlos Vilhena	12,458	N/A	N/A

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year ended December 31, 2014:

Plan Category	*Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)*	*Weighted-average exercise price of outstanding options, warrants and rights (b)*	*Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)*
Equity compensation plans approved by securityholders	7,140,000	CAD$0.419	1,059,430
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	7,140,000	CAD$0.419	1,059,430

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

There is no indebtedness of any Director, executive officer, proposed nominee for election as a Director or associate of them, to or guaranteed or supported by the Company or any of its subsidiaries during the year ended December 31, 2014.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, proposed nominee for election as a Director of the Company, or associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the beginning of the Company's last financial year or in any proposed transaction, which has materially affected or will materially affect the Company or any of the Company's subsidiaries, other than as disclosed under the headings "Executive Compensation" and "Particulars of Other Matters to Be Acted Upon" except as follows:

Quinton Hennigh (Director of the Company) was granted on February 12, 2015 the option to purchase 1,500,000 common shares of the Company at a price of CAD$0.20 until February 11, 2020.

Mark E. Jones, III (Chief Executive Officer, Chairman, and Director of the Company), participated in a private placement (the "Private Placement") of 9,366,413 units of the Company which closed on July 6, 2015. Pursuant to the Private Placement, Mr. Jones acquired 2,632,133 units of the Company. The purchase price for each unit was CAD$0.15 and each unit consisted of one common share and one half (1/2) share purchase warrant. Each whole warrant is exercisable to purchase one common share of the Company at a price of CAD$0.20 until January 6, 2017.

An "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, the Company's voting securities or who exercises control or direction over the Company's voting securities or a combination of both carrying more than 10 percent of the voting rights attached to all the Company's outstanding voting securities 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 the Company's securities, so long as the Company holds any of its securities.

APPOINTMENT OF AUDITORS

Pannell Kerr Forster of Texas, P.C. ("**PKF**") is currently the auditor of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of PKF as the auditor of the Company to hold office for the ensuing year at remuneration to be fixed by the Directors. PKF was appointed auditor of the Company on March 6, 2014.

MANAGEMENT CONTRACTS

None of the management functions of the Company or its subsidiaries are performed to any substantial degree by a person other than the Directors or executive officers of the Company or its subsidiaries.

AUDIT COMMITTEE

Pursuant to section 224(1) BCBCA, the policies of Exchange and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Company is required to have an Audit Committee.

The Audit Committee's Charter

Mandate

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

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

Composition

The Audit Committee shall be comprised of at least three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Meetings

The Audit Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

(a) Review and update this Charter annually.

(b) Review the Company's financial statements, Management's discussion and analysis ("MD&A") and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

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

Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

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

Other

Review any related-party transactions.

Composition of the Audit Committee

The Audit Committee met six times during the financial year ended December 31, 2014. As of August 31, 2015, the following are the members of the Audit Committee:

Patrick L. Glazier	Independent(1)	Financially literate (1)
Leendert G. Krol	Independent(1)	Financially literate (1)
Diane R. Garrett	Independent(1)	Financially literate (1)

(1) As defined by NI 52-110.

Relevant Education and Experience

Patrick L. Glazier: Mr. Glazier served as the President of East Fraser Fiber Co. Ltd. based in Prince George, British Columbia for the past seven years. He served on the board of Directors of Brazauro Resources Corporation from July 1998 until July 2010.

Leendert G. Krol: Mr. Krol has over 45 years of experience in the mining industry and currently serves on the board of Victoria Gold Corp. and Romarco Minerals Inc. Prior to joining TriStar Gold, he held the positions of Director & Advisor of Brazauro Resources Corporation, Vice President, International Exploration, Director of Foreign Exploration and Director of Metallurgical Services with Newmont Mining; Exploration Manager, Diamonds, for Anaconda Copper Company; Consulting Geologist, Diamonds, for ASAM; and Senior Geologist for Anglo American Corporation.

Diane R. Garrett: Ms. Garrett has been a director of the Company since 2011 and is currently President, CEO and Director of Romarco Minerals Inc. Prior thereto Ms. Garrett was VP, Corporate Development for Dayton Mining and senior mining analyst and portfolio manager with US Global Investors. Ms. Garrett holds a masters degree in Mineral Economics and a Ph.D. In Engineering.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services)*, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditors Service Fees (By Category)

The table below sets out all fees billed by the Company's external auditors in each of the last two fiscal years for audit fees:

Period Ending	*Audit Fees*	*Audit Related Fees*	*Tax Fees*	*All Other Fees*
December 31, 2014	US$31,000	-	-	1,960
December 31, 2013	US$29,000	-	-	1,140

Exemption in Section 6.1 of NI 52-110

The Company is relying upon the exemption in section 6.1 of NI 52-110, which exempts issuers whose shares are listed only on the Exchange from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines and, as prescribed by National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company discloses the following:

A summary of the responsibilities and activities and the membership of each of the committees are set out below.

Independence of Members of Board

The Company's Board consists of seven Directors, five of whom are independent based upon the tests for independence set forth in NI 52-110. Patrick L. Glazier, Leendert G. Krol, Quinton Hennigh, Carlos Vilhena and Diane R. Garrett are independent. Mark E. Jones III is not independent as he is the Chairman, and CEO of the Company. Brian C. Irwin is not independent as he is the CFO and Corporate Secretary.

Management Supervision by Board

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent Directors on an informal basis as the independent Directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are however able to meet at any time without any members of management including the non-independent Directors being present. Further supervision is performed through the Audit Committee which is composed entirely of independent Directors who meet from time-to time with the Company's auditors without management being in attendance.

Participation of Directors in Other Reporting Issuers

The participation of the Directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

Orientation and Continuing Education

The Company's Board of Directors takes the following steps to ensure that all new Directors receive orientation regarding the role of the Board, its committees and Directors, and the nature and operations of the Company:

1. An assessment is made of the new Director's set of skills and professional background. This allows the orientation to be customized to that Director's needs since different information regarding the nature and operations of the Company's business will be necessary and relevant to each new Director. Once this is determined, one or more of the existing Directors, who may be assisted by the Company's management, provide the new Director with the appropriate orientation through a series of meetings, telephone calls and other correspondence.

2. Technical presentations are conducted at most Board meetings to ensure that the Directors maintain the skills and knowledge necessary for them to meet their obligations as Directors of the Company.

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

Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board is responsible for the stewardship of the Company including strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks. In addition, the Board is responsible for succession planning and the integrity of the Company's internal controls. The Board seeks to foster a culture of ethical conduct by striving to ensure that the Company conducts its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board encourages management to consult with legal and financial advisors to ensure that the Company is in compliance with legal and financial requirements; is aware of the Company's continuous disclosure obligations and reviews, prior to their distribution, such material disclosure documents including, but not limited to, the interim and annual financial statements and MD&A; relies on the Committee to review and discuss the Company's systems of financial controls with the external auditor; actively monitors the Company's compliance with the Board's directives to ensure that all material transactions are reviewed and authorized by the Board before being undertaken by management. The Board has established a "Whistleblower Policy" which details the complaint procedures for financial concerns.

The Board must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia) ("BCBCA") in addition to the relevant securities regulatory instruments and Exchange policies, in order to ensure that the 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

The Board is responsible for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and persons with experience related to mineral exploration are consulted for possible candidates. At the Company's present stage of development, the Board does not believe that a separate nominating committee is required.

Compensation of Directors and Senior Management

The members of the Compensation Committee are Carlos Vilhena, and Brian C. Irwin, one of whom is independent. The Compensation Committee is responsible for determining compensation for the Directors and senior management.

The Compensation Committee reviews compensation paid to Directors and senior management of companies of similar size and stage of development in the mineral exploration industry and determines appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management, while taking into account the financial and other resources of the Company. In setting the compensation, the Compensation Committee annually review the performance of the senior management in light of the Company's objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

As the Directors are actively involved in the operations of the Company, the Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual Directors and each of the Company's committees. In the Board's view, based on the size and the nature of the relationships between the Board members, a formal committee for assessments is not required at the present time.

ADDITIONAL INFORMATION

Additional information relating to the Company is on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. Shareholders may contact the Company at 16360 Park Ten Place, Suite 125, Houston, Texas 77084, U.S.A., to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for the year ended December 31, 2014 which are filed on SEDAR.

OTHER MATTERS

Approval of 2015 Stock Option Plan

The Company's 2014 stock option plan (the "2014 Plan") provides that the number of shares which may be issued pursuant to options previously granted and those granted under the 2014 Plan be a maximum of 10% of the issued and outstanding shares at the time of the grant. Currently, there are options outstanding to purchase 6,515,000 shares of the Company under the 2014 Plan. It is proposed to create a new stock Option Plan (the "2015 Plan") under which a maximum of 18,800,000 shares, including the shares reserved for outstanding options granted under the 2014 Plan, will be available for issuance.

Under the 2015 Plan, the number of shares which may be reserved for issuance will be as follows:

(a) to all optionees under the Stock Option Plan in aggregate shall not exceed 18,800,000 share of the Company's share capital;
(b) to all insiders as a group may not exceed 18,800,000 shares of the Company's share capital; and
(c) to any one individual may not exceed:
  (i) 5% of the issued shares on a yearly basis; and
  (ii) 2% of the issued shares on a yearly basis if the optionee is engaged in investor relations activities or is a consultant.

Accordingly, at the Meeting, shareholders will be asked to pass a resolution in the following form:

"**UPON MOTION IT WAS RESOLVED THAT:**

1. the shareholders of the Company approve and ratify the 2015 Plan with 18,800,000 shares of the Company being reserved for issuance under the 2015 Plan including shares reserved for outstanding options granted under the 2014 Plan, and
2. any one director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver, and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this resolution."

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote to approve the Stock Option Plan.

Since the Plan also permits the directors to reserve in excess of 10% of the issued shares of the Company to a maximum of 18,800,000 shares, under options granted to insiders as a group, the Company must obtain approval of a majority of the shareholders at the Meeting, excluding insiders and their associates, (the "disinterested shareholders") to such specific term of the amended Plan.

For the purposes hereof, an "insider" is a director or senior officer of the Company, a director or senior officer of a company that is itself an insider or subsidiary of the Company, or a person whose control, or direct or indirect beneficial ownership, or a combination thereof, over securities of the Company extends to securities carrying more than 10% of the voting rights attached to all the Company's outstanding voting securities.

Accordingly, at the Meeting, disinterested shareholders will be asked to pass a resolution in the following form:

"**UPON MOTION IT WAS RESOLVED,** by the disinterested shareholders, **THAT:**

1. the directors have the discretion under the 2015 Plan to reserve common shares for issue upon exercise of stock options to all optionees who are insiders in aggregate of a maximum of 18,800,000 of the issued shares of the Company; and
2. any one director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver, and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this resolution."

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval and ratification of the 2015 Plan.

The 2015 Plan has the same terms as the 2014 Plan. The 2015 Plan may include such amendments as are approved or required by the Exchange.

The full text of the 2015 Plan will be available for review at the Meeting and prior to the Meeting at the Company's head office.

All existing and outstanding options will count against the number of shares reserved for issuance under the 2015 Plan as long as such options remain outstanding. Upon implementation of the 2015 Plan, all existing options will forthwith be governed by the 2015 Plan.

The Directors of the Company believe the passing of the foregoing ordinary resolutions is in the best interests of the Company and recommend that shareholders of the Company vote in favor of the resolutions.

The Company's management is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

The Board of Directors of the Company has approved the contents and sending of this Information Circular.

DATED August 31, 2015.

APPROVED BY THE BOARD OF DIRECTORS

"/s/ Mark E. Jones, III"

Mark E. Jones III
Chairman, CEO, and Director