

**NOTICE OF
ANNUAL GENERAL MEETING
of
SHAREHOLDERS**

and

MANAGEMENT INFORMATION CIRCULAR



Monday, June 17, 2019

2:30 p.m. (Eastern)

**800, Rue du Square-Victoria, Bureau 3700
Montréal, Québec, Canada**



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of the shareholders of International Prospect Ventures Ltd. (“**International Prospect Ventures**”) will be held on **Monday, June 17, 2019**, at **2:30 p.m.** (Eastern) at **800, Rue du Square-Victoria, Bureau 3700, Montréal, Québec**, for the following purposes:

1. to receive the financial statements for the year ended December 31, 2018, and the report of our auditor on those statements;
2. to elect directors;
3. to appoint an auditor;
4. to approve the previously adopted 10% rolling stock option incentive plan, as required annually by the TSX Venture Exchange; and
5. to consider any other proper business.

Details of all matters proposed to be put before the Meeting are set forth in the accompanying Information Circular and form of proxy and should be read in conjunction with this Notice.

DATED at Val-d’Or, Québec, this 30th day of April, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Glenn J. Mullan*”

Glenn J. Mullan
President, Chief Executive Officer and Director

If you cannot attend, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions. Please complete, date and sign your form of proxy and return it to our transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 (facsimile numbers: within North America 1-866-249-7775; outside North America 1-416-263-9524) – or vote by telephone or through the Internet following the instructions on the form of proxy. **To be valid, a completed form of proxy must be received by our transfer agent by no later than 2:30 p.m. (Eastern) on Thursday, June 13, 2019 or, if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned meeting.**

If you are not a registered shareholder, please refer to the accompanying Management Information Circular for information on how to vote your shares.



MANAGEMENT INFORMATION CIRCULAR

The information contained in this management information circular (the “**Circular**”), unless otherwise indicated, is as of April 30, 2019.

This Circular is being mailed by the management of International Prospect Ventures Ltd. (hereinafter referred to as “**International Prospect Ventures**” or the “**Company**”) to everyone who was a shareholder of record of International Prospect Ventures on April 30, 2019, which is the date that has been fixed by our Board of Directors as the record date to determine shareholders who are entitled to receive notice of the Meeting.

This Circular is being mailed in connection with the solicitation of proxies by and on behalf of management for use at the annual general meeting (the “**Meeting**”) of the shareholders of International Prospect Ventures being held on **Monday, June 17, 2019, at 2:30 p.m. (Eastern) at 800, Rue du Square-Victoria, Bureau 3700, Montréal, Québec.** The solicitation of proxies will be primarily by mail. Certain employees, officers or directors of International Prospect Ventures may also solicit proxies by telephone or in person. The cost of solicitation will be borne by International Prospect Ventures.

Under our Articles, a quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the Meeting. If such a quorum is not present in person or by proxy, we will reschedule the Meeting.

PART 1 – VOTING

HOW A VOTE IS PASSED

All of the matters that will come to a vote at the Meeting as described in the attached Notice of Annual General Meeting are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favor, then the resolution is approved. See Part 3 – The Business of the Meeting for more details on the proposed resolutions to be put to shareholders at the Meeting.

WHO CAN VOTE?

If you are a registered shareholder of International Prospect Ventures on April 30, 2019, you are entitled to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating such officer’s authority should be presented at the Meeting. If you are a registered shareholder, but do not wish to, or cannot, attend the Meeting in person, you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see “Voting by Proxy” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “Non-registered Shareholders” set out below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, we invite you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

In order to be valid, you must return a completed form of proxy to our transfer agent, Computershare Investor Services Inc., by 2:30 p.m. (Eastern) on Thursday, June 13, 2019, by mail or delivery to 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; by facsimile: within North America 1-866-249-7775 or outside North America (416) 263-9524; or by voting by telephone or through the Internet following the instructions on the form of proxy.

What is a proxy?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. We have enclosed a form of proxy with this Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

Appointing a proxyholder

You can choose any person to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder of International Prospect Ventures. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxyholder. Those persons are directors and/or officers of International Prospect Ventures.

Instructing your proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxyholder they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the appointment of MNP LLP as the auditor of International Prospect Ventures; and**
- ✓ **FOR approval of the previously adopted 10% rolling stock option incentive plan, as required annually by the TSX Venture Exchange.**

For more information about these matters, see Part 3 - The Business of the Meeting. The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified on the Notice of Meeting. At the time of printing this Circular, the management of International Prospect Ventures is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing your mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the Meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the registered office of International Prospect Ventures at Suite 530, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8; or (d) in any other manner permitted by law.

Your proxy will only be revoked if the Company receives a revocation by 5:00 p.m. (Eastern) on the last business day before the day of the Meeting, or any adjournment thereof, or if a revocation is delivered to the person presiding at the Meeting before it (or any adjournment thereof) commences. If you revoke your proxy and do not replace it with another proxy that is deposited with us before the deadline, you can still vote your shares, but to do so you must attend the Meeting in person.

NON-REGISTERED SHAREHOLDERS

If your shares are not registered in your own name, they are likely held in the name of a “nominee”, usually a bank, trust company, securities dealer or other financial institution. Your nominee must seek your instructions as to how to vote your shares.

Accordingly, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders’ meetings, you will have received this Circular from your nominee, together with a form of proxy or voting instruction form. If that is the case, **it is most important that you comply strictly with the instructions that have been given to you by your nominee on the voting instruction form.** If you have voted and wish to change your voting instructions, you should contact your nominee to discuss whether this is possible and what procedures you must follow.

If your shares are not registered in your own name, Computershare Investor Services Inc., the Company’s transfer agent, will not have a record of your name and, as a result, unless your nominee has appointed you as a proxyholder, will have no knowledge of your entitlement to vote. If you wish to vote in person at the Meeting, therefore, please insert your own name in the space provided on the form of proxy or voting instruction form that you have received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. Please adhere strictly to the signature and return instructions provided by your nominee. It is not necessary to complete the form in any other respect, since you will be voting at the Meeting in person. Please register with the transfer agent, Computershare Investor Services Inc., upon arrival at the Meeting.

The Notice of Meeting and this Circular are being sent to both registered and non-registered owners of common shares of International Prospect Ventures Ltd. If you are a non-registered owner and we have sent these materials to you directly, your name and address and information about your holdings of common shares of the Company have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the securities on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions form.

In accordance with National Instrument 54-101 – *Communication With Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, the Company has elected to send proxy-related materials directly to non-objecting beneficial owners of its common shares. As the Company is unable to send proxy-related materials directly to the objecting beneficial owners (“**OBOs**”) of its common shares (because OBOs are beneficial shareholders who have objected to the release of security ownership details to issuers), proxy-related materials for the Meeting will be sent to OBOs indirectly through the intermediaries who hold securities on behalf of the OBOs. The intermediaries/brokers (or their service companies) are responsible for forwarding the proxy-related materials to their OBO clients. Management of the Company does not intend to pay for intermediaries to forward to their OBO clients the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* under NI 54-101 and, as such, OBOs will not receive the proxy-related materials in connection with the Meeting unless such OBO’s intermediary assumes the cost of delivery.

International Prospect Ventures has chosen not to use the notice-and-access delivery procedures provided by NI 54-101.

PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

International Prospect Ventures has authorized voting capital of an unlimited number of common shares without nominal or par value, of which 27,103,128 common shares were issued and outstanding as at the close of business on April 30, 2019. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on April 30, 2019, the date fixed by our directors as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

The following table lists those persons who, as of the date of this Circular and to the knowledge of our management, beneficially own or exercise control or direction over, directly or indirectly, 10% or more of International Prospect Ventures' issued and outstanding common shares. Information as to shares beneficially owned or over which control or direction is exercised, directly or indirectly, has been furnished by the respective person or has been extracted from insider reports filed by the person and publicly available through the Internet on the Canadian System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

Name	Type of ownership	Number of common shares	Percentage
Golden Valley Mines Ltd.	Direct	4,470,910	16.5%
Lexam VG Gold Inc.	Direct	4,000,000	14.8%

PART 3 - THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The audited annual financial statements of International Prospect Ventures for the year ended December 31, 2018, will be placed before you at the Meeting. These financial statements, as well as Management's Discussion and Analysis for the year ended December 31, 2018, have been electronically filed with regulators and are available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Copies of our audited annual financial statements and Management's Discussion and Analysis related thereto will also be available at the Meeting or upon request by any shareholder who wishes to receive a copy. You may contact International Prospect Ventures at 2864 chemin Sullivan, Val-d'Or, Québec J9P 0B9 - telephone (819) 824-2808; fax (819) 824-3379.

ELECTION OF DIRECTORS

Directors of International Prospect Ventures are elected for a term of one year. The term of office of each of the current directors will expire at the Meeting and each of the nominees for election as directors, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time.

Number of Directors

Under our Articles, the number of directors may be fixed or changed from time to time by ordinary resolution, but shall not be fewer than three, the number of directors having been previously set by resolution of our shareholders at five. We currently have five directors who were elected as such by shareholders and are standing for re-election at the Meeting.

The Board of Directors believes that, at this stage of International Prospect Ventures' development, five directors is an optimum number to efficiently carry out the duties of the Board, as well as enhance the diversity of views, skills and experience the directors bring to the Board.

Nominees for Election as Directors

The following are the nominees proposed for election as directors of International Prospect Ventures, their principal occupation during the last five years, together with the number of common shares beneficially owned, directly or indirectly, or over which control or direction is exercised, and the number of incentive stock options held by each nominee as of the record date for the Meeting. Each of the nominees has agreed to stand for election and we are not aware of any intention of any of them not to do so. However, if one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the Meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

International Prospect Ventures has not, as yet, adopted an advance notice policy for nominations by shareholders of director nominees, nor has it adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected. See Part 6 – Corporate Governance – Nomination and Election of Directors.

Voting for election of directors of International Prospect Ventures is by individual voting and not by slate voting. You can vote your shares for the election of all of these nominees as directors of International Prospect Ventures, or you can vote for some of these nominees for election as directors and withhold your votes for others, or you can withhold all of the votes attaching to the shares you own and, thus, not vote for the election of any of these nominees as directors of International Prospect Ventures.

Management of International Prospect Ventures recommends that shareholders vote FOR the election of these five nominees as directors of International Prospect Ventures for the ensuing year. **Unless they are instructed otherwise, the persons designated by management in the enclosed form of proxy intend to vote FOR the election of these nominees as directors of International Prospect Ventures for the ensuing year.**

Nominee for Election	Director Since	Common Shares ⁽¹⁾	Options
Glenn J. Mullan Québec, Canada <i>President, Chief Executive Officer and Director</i>	February 18, 2010	1,180,412	700,000
Principal Occupation: President, Chief Executive Officer and Chairman (since August 2000) of Golden Valley Mines Ltd.			
Scott Jobin-Bevans Ontario, Canada <i>Vice President Exploration and Director</i> <i>Member of the Compensation and Corporate Governance Committee</i>	June 12, 2017	1,440	350,000
Principal Occupation: President, CEO (director and co-founder) and Principal Geoscientist of Caracle Creek International Consulting Inc., a private geological & geophysical consulting firm; President, CEO and a director of Cordillera Gold Ltd. (a private company) and Stroud Resources Ltd. (listed on the TSX-V); Vice President Exploration and a director of Palladium One Mining Inc. (formerly Nickel One Resources Inc.) (listed on the TSX-V) and of White Metal Resources Corp. (listed on the TSX-V).			
Andrew T. Pepper Québec, Canada <i>Director</i> <i>Member of the Audit Committee</i> <i>Chair of the Compensation and Corporate Governance Committee</i>	February 18, 2010	128,090	350,000
Principal Occupation: Executive Chairman, Link Investment Management Inc. and President, Link Plan Management Inc., a designated portfolio manager of Link Investment Management Inc. (with Link since 2016); Associate advising representative (2011 to May 2016), Gryphon Investment Counsel.			

Nominee for Election	Director Since	Common Shares ⁽¹⁾	Options
Robert I. Valliant⁽²⁾ Ontario, Canada <i>Director</i> <i>Member of the Audit Committee</i> <i>Member of the Compensation and Corporate Governance Committee</i>	December 12, 2017	1,600,000	100,000
Principal occupation for the past five years: President, Chief Executive Officer and a director of Tri Origin Exploration Ltd., a corporation engaged in gold and base metal exploration.			
C. Jens Zinke Québec, Canada <i>Director</i> <i>Chair of the Audit Committee</i> <i>Member of the Compensation and Corporate Governance Committee</i>	February 18, 2010	11,004	350,000
Principal occupation for the past five years: Self-employed businessman and private investor (since January 2003); Vice President, Sales (February 2014 to June 2014), Vice President, Sales and Finance (October 2012 to February 2014), Vice President, Business Development and Concentrate Marketing (June 2010 to October 2012) of Canadian Royalties Inc., a mineral exploration company the shares of which previously traded on the TSX.			

⁽¹⁾ The information as to shares beneficially owned or over which control or direction is exercised has been furnished by each of the nominees or has been extracted from insider reports filed by each of the nominees and publicly available on the Canadian System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

⁽²⁾ See Part 8 – Other Information – Interest of Informed Persons in Material Transactions.

For particulars of the various Committee mandates and responsibilities, see Part 6 – Corporate Governance – Board Committees and Part 7 – Audit Committee.

APPOINTMENT OF THE AUDITOR

At the Meeting, shareholders will be asked to vote for the appointment of MNP LLP as auditor of International Prospect Ventures, to hold office until the next annual general meeting of our shareholders or until a successor is appointed.

MNP LLP was first appointed by shareholders as auditor of International Prospect Ventures at the annual general meeting of shareholders held on June 27, 2016.

Pursuant to International Prospect Ventures' Articles, the directors are authorized to set the auditor's remuneration. See Part 7 – Audit Committee – External Auditor Service Fees.

We recommend that shareholders vote in favor of the appointment of MNP LLP as our auditor for the ensuing year. **Unless they are instructed otherwise, the persons designated by management in the enclosed form of proxy intend to vote FOR the appointment of MNP LLP as auditor of International Prospect Ventures until the close of our next annual general meeting.**

ANNUAL APPROVAL OF STOCK OPTION INCENTIVE PLAN

The Board of Directors of International Prospect Ventures has adopted a stock option incentive plan (the “**International Prospect Ventures Option Plan**”) that reserves for issuance a maximum of 10% of the issued and outstanding common shares of International Prospect Ventures at the time of a grant of options under the International Prospect Ventures Option Plan.

Pursuant to the policies of the TSX Venture Exchange (the “**Exchange**”), a rolling stock option plan, such as the International Prospect Ventures Option Plan, must be approved by shareholders of the issuer and submitted to the Exchange for approval on an annual basis. Shareholders will be asked at the Meeting to consider and, if thought advisable, pass an ordinary resolution giving annual approval to the International Prospect Ventures Option Plan. The International Prospect Ventures Option Plan was most recently approved by the shareholders of International Prospect Ventures at the last annual general meeting held on June 21, 2018.

As of the date of this Circular, International Prospect Ventures has an aggregate 27,103,128 common shares outstanding, 10% of which provides for a reserve of 2,710,312 common shares of International Prospect Ventures for issuance pursuant to options granted under the International Prospect Ventures Option Plan. The following table summarizes incentive stock options that have been granted by the Board of Directors to officers, directors and consultants of International Prospect Ventures, which are outstanding as of the date of this Circular and entitle the purchase of an aggregate 2,210,000 common shares in the capital of International Prospect Ventures:

Date of Grant	Common shares underlying incentive stock options	Exercise price per share	Expiry Date
July 10, 2017	1,565,000	\$0.05	July 10, 2027
December 12, 2017	595,000	\$0.265	December 12, 2027
February 28, 2019	50,000	\$0.17	February 28, 2024

As of the date of this Circular, options entitling the purchase of a further 500,312 common shares remain available for grant under the International Prospect Ventures Option Plan.

The main features of the International Prospect Ventures Option Plan are summarized below.

Summary of the International Prospect Ventures Option Plan

The aggregate number of International Prospect Ventures’ common shares reserved for issuance under the International Prospect Ventures Option Plan, and the number of International Prospect Ventures common shares reserved for issuance under any other share compensation arrangement granted or made available by International Prospect Ventures from time to time, may not exceed 10% of the outstanding International Prospect Ventures common shares at the time of grant. The International Prospect Ventures Option Plan must be approved and ratified by shareholders and submitted to the Exchange for approval on an annual basis.

The International Prospect Ventures Option Plan is administered by the Board of Directors of International Prospect Ventures and provides for grants of options to directors, officers and employees of, and consultants to, International Prospect Ventures at the discretion of the Board. The term of any options granted under the International Prospect Ventures Option Plan will be fixed by the Board of Directors and may not exceed ten years. The exercise price of options granted under the International Prospect Ventures Option Plan will be determined by the Board of Directors, but the exercise price must not be less than the Fair Market Value (as such term is defined in the International Prospect Ventures Option Plan) of the option shares on the date of grant of the option. As the common shares of International Prospect Ventures are listed on the Exchange, the Fair Market Value (as such term is defined in the International Prospect Ventures Option Plan) is the lowest price permitted by the Exchange.

Any options granted pursuant to the International Prospect Ventures Option Plan will terminate at the end of the period of time (to be determined in each instance by the Board of Directors at the time of grant), such period of time to not be in excess of six months after the option holder ceases to act as a director, officer or employee of, or consultant to, International Prospect Ventures or any of its affiliates, unless such cessation is on account of death, disability or termination of employment with cause; and if no such period of time is determined by the Board of Directors at the time of the grant, the 30th day after the optionee ceases to be an eligible person pursuant to the terms of the International Prospect Ventures Option Plan for any reason other than death, disability or cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately. Options granted to a person who is engaged in investor relations activities for International Prospect Ventures terminate on the 30th day after the person ceases to be employed to provide investor relations activities. The International Prospect Ventures

Option Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the common shares of International Prospect Ventures. Our directors may, at their discretion at the time of any grant, impose a schedule over which period of time the options will vest and become exercisable by the optionee.

Options to acquire more than 2% of the issued and outstanding common shares of the Company may not be granted to any one consultant in any 12-month period and options to acquire more than an aggregate of 2% of the issued and outstanding common shares of the Company may not be granted to persons employed to provide investor relations activities in any 12-month period. Options granted to any one individual in any 12-month period to acquire common shares representing more than 5% of the issued and outstanding common shares of the Company require approval by the Company's disinterested shareholders. Disinterested shareholder approval is required if the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeds 10% of the Company's issued shares.

Subject to the approval of any stock exchange on which the securities of International Prospect Ventures are then listed, the Board of Directors may terminate, suspend or amend the terms of the International Prospect Ventures Option Plan, provided that the Board of Directors may not do any of the following without obtaining, within 12 months either before or after the adoption by the Board of Directors of a resolution authorizing such action, shareholder approval, and, where required, disinterested shareholder approval as contemplated by the policies of the Exchange, or by the written consent of the holders of a majority of the securities of International Prospect Ventures entitled to vote:

1. increase the aggregate number of common shares of International Prospect Ventures that may be issued under the International Prospect Ventures Option Plan;
2. materially modify the requirements as to the eligibility for participation in the International Prospect Ventures Option Plan that would have the potential of broadening or increasing insider participation;
3. add any form of financial assistance or any amendment to a financial assistance provision that is more favourable to participants under the International Prospect Ventures Option Plan;
4. add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the International Prospect Ventures Option Plan reserve; and
5. materially increase the benefits accruing to participants under the International Prospect Ventures Option Plan.

However, the Board of Directors may amend the terms of the International Prospect Ventures Option Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

1. amendments to the International Prospect Ventures Option Plan of a housekeeping nature;
2. a change to the vesting provisions of a security or the International Prospect Ventures Option Plan; and
3. a change to the termination provisions of a security or the International Prospect Ventures Option Plan that does not entail an extension beyond the original expiry date.

A copy of the International Prospect Ventures Option Plan is available for viewing by shareholders at International Prospect Ventures' registered office located at Suite 530, 355 Burrard Street, Vancouver, British Columbia, or at International Prospect Ventures' offices located at 2864 chemin Sullivan, Val-d'Or, Québec, during normal business hours prior to the Meeting or any adjournment thereof. A copy of the International Prospect Ventures Option Plan will also be available at the Meeting.

We believe the International Prospect Ventures Option Plan enables us to better align the interests of our directors and officers with those of our shareholders and reduces the cash compensation International Prospect Ventures would otherwise have to pay. Management of International Prospect Ventures recommends that shareholders vote in favour of the resolution to approve the International Prospect Ventures Option Plan. **Unless they are instructed otherwise, the persons designated by management in the enclosed form of proxy intend to vote FOR the resolution to approve the International Prospect Ventures Option Plan.**

PART 4 – EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about International Prospect Ventures' executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers ("**Named Executive Officers**"). For the purposes of this disclosure, the following individuals were the Named Executive Officers of International Prospect Ventures during the year ended December 31, 2018:

- Glenn J. Mullan, President (since June 21, 2018) and Chief Executive Officer (since February 18, 2010);
- Rico De Vega, Chief Financial Officer and Corporate Secretary (since June 21, 2018); and
- Isabelle Gauthier, former Chief Financial Officer and Corporate Secretary (from June 12, 2017 to June 21, 2018).

Compensation Objectives and Principles

As International Prospect Ventures is in an exploration stage with no significant revenue from operations, International Prospect Ventures operates with limited financial resources and controls costs to ensure that funds are available to fulfill its financial obligations. As a result, the Board of Directors has to consider not only the financial situation of International Prospect Ventures at the time of the determination of executive compensation, but also the estimated financial situation of International Prospect Ventures in the mid- and long-term. It is the view of International Prospect Ventures' Board of Directors that the primary goal of an executive compensation program is to attract, motivate and retain experienced, qualified individuals at the executive level. It is International Prospect Ventures' intention to create, in the fullness of time, such a program, designed to ensure that the compensation provided to its executive officers is determined with regard to the business strategy and objectives of International Prospect Ventures, such that the financial interests of the executive officers are matched with the financial interests of International Prospect Ventures' shareholders.

An important element of executive compensation is that of incentive stock options, which do not require cash disbursement by International Prospect Ventures. See "Option Based Awards" below.

Compensation Process and the Role of the Compensation and Corporate Governance Committee

The Compensation and Corporate Governance Committee is responsible for determining and recommending to the Board of Directors for approval all forms of compensation to be awarded to our President and Chief Executive Officer, as well as to International Prospect Ventures' directors, and for reviewing the Chief Executive Officer's recommendations regarding compensation of International Prospect Ventures' other officers, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of International Prospect Ventures' executive officers, the Committee and the Board consider: (i) recruiting and retaining executives critical to International Prospect Ventures' success and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and our shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations in general; and (v) available financial resources.

The members of the Compensation and Corporate Governance Committee have experience relevant to executive compensation through their committee experiences with other issuers, or through experience gained during their professional careers, and they bring a broad base of skills and experience that contributes to their abilities to make decisions on compensation policies and practices, including knowledge of the industry and operational experience, as well as financial and investment backgrounds.

The Compensation and Corporate Governance Committee may, as part of its review and evaluation process, refer to commercially available published reports on executive compensation or engage independent third party executive compensation consultants and be guided in part by reports prepared by such consultants. No such consultants were engaged, nor were any such reports relied on, during International Prospect Ventures' fiscal year ended December 31, 2018.

See Part 6 – Corporate Governance – Board Committees – Compensation and Corporate Governance Committee.

Option Based Awards

Long-term incentives in the form of options to purchase common shares of International Prospect Ventures are intended to align the interests of the directors and executive officers of International Prospect Ventures with those of its shareholders, to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value, and to reduce the cash compensation International Prospect Ventures would otherwise have to pay. The International Prospect Ventures Option Plan is administered by the Board of Directors of International Prospect Ventures. In establishing the number of incentive stock options to be granted, or in determining whether to make any new grants of options, and the size and terms of any such grants, reference is made to and the Board of Directors will consider previous grants of options and the overall number of options that are outstanding relative to the number of outstanding International Prospect Ventures common shares, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer in determining the level of incentive stock option compensation.

The Board of Directors has granted incentive stock options to its directors, officers, consultants and employees which, as of the date of this Circular, entitle the purchase of an aggregate 2,210,000 common shares of International Prospect Ventures.

See “Incentive Plan Awards – Outstanding Option-Based Awards” below, Part 3 – The Business of the Meeting – Annual Approval of Stock Option Incentive Plan and Part 5 – Securities Authorized for Issuance Under Equity Compensation Plans.

Benefits and Perquisites

International Prospect Ventures does not, as of the date of this Circular, offer any benefits or perquisites to its Named Executive Officers, other than entitlement to incentive stock options as otherwise disclosed and discussed herein. International Prospect Ventures does not, as of the date of this Circular, offer any form of pension plan.

Risks Associated with International Prospect Ventures’ Compensation Practises

At the time of preparation of this Circular, International Prospect Ventures’ directors had not, collectively, considered the implications of any risks to International Prospect Ventures associated with decisions regarding compensation of its executive officers.

Hedging by Named Executive Officers or Directors

International Prospect Ventures has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Circular, entitlement to grants of incentive stock options under the International Prospect Ventures Option Plan is the only equity security element available to International Prospect Ventures’ executive officers and directors.

Summary Compensation Table

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to each Named Executive Officer during the years ended December 31, 2018, 2017 and 2016.

Name and principal position	Fiscal year ended	Non-equity incentive plan compensation						
		Salary/ Fee (\$)	Share- based awards (\$)	Option- based awards (\$)	Annual incentive plans (\$)	Long- term incentive plans (\$)	All other compensation (\$)	Total compensation (\$)
Glenn J. Mullan ⁽¹⁾ <i>President & Chief Executive Officer</i>	Dec 31/2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 31/2017	Nil	Nil	60,103 ⁽²⁾	Nil	Nil	Nil	60,103
	Dec 31/2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Rico De Vega ⁽³⁾ <i>Chief Financial Officer & Corporate Secretary</i>	Dec 31/2018	Nil ⁽³⁾	Nil	Nil	Nil	Nil	Nil ⁽³⁾	Nil
	Dec 31/2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Dec 31/2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Isabelle Gauthier ⁽⁴⁾ <i>Former Chief Financial Officer & Corporate Secretary</i>	Dec 31/2018	17,700	Nil	Nil	Nil	Nil	Nil	17,700
	Dec 31/2017	30,000	Nil	3,885 ⁽⁵⁾	Nil	Nil	Nil	33,885
	Dec 31/2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Mr. Mullan has been International Prospect Ventures' Chief Executive Officer since its incorporation on February 18, 2010, and he is also International Prospect Ventures' President. During the periods that Mr. Mullan has served as International Prospect Ventures' President and Chief Executive Officer, he has received no compensation from International Prospect Ventures other than grants of incentive stock options.

(2) Aggregate grant date fair value of incentive stock options to purchase: (a) 550,000 common shares in the capital of International Prospect Ventures at a per share price of \$0.05 until July 10, 2027; and (b) 150,000 common shares in the capital of International Prospect Ventures at a per share price of \$0.265 until December 12, 2027; estimated using the Black-Scholes option pricing model (see Note 9 to International Prospect Ventures' audited financial statements for the fiscal year ended December 31, 2017, for the assumptions used for this calculation).

(3) Mr. De Vega was appointed as International Prospect Ventures' Chief Financial Officer and Corporate Secretary on June 21, 2018. Mr. De Vega is also the Chief Financial Officer and an employee of Golden Valley Mines Ltd., a principal shareholder of International Prospect Ventures (see Part 2 – Voting Shares and Principal Holders Thereof). During the fiscal year ended December 31, 2018, International Prospect Ventures incurred consulting fees of \$9,000 from Golden Valley Mines Ltd. related to the services of Mr. De Vega as International Prospect Ventures' Chief Financial Officer. During the period that Mr. De Vega has served as International Prospect Ventures' Chief Financial Officer, he has received no compensation directly from International Prospect Ventures.

(4) Ms. Gauthier served as Chief Financial Officer and Corporate Secretary of International Prospect Ventures from June 12, 2017 to June 21, 2018, and was a consultant to International Prospect Ventures from December 1, 2016 to July 21, 2018. Ms. Gauthier was paid consulting fees for her services to International Prospect Ventures pursuant to the terms of a Consulting Agreement with International Prospect Ventures, which Agreement was terminated effective July 21, 2018.

(5) Grant date fair value of incentive stock options to purchase 100,000 common shares in the capital of International Prospect Ventures at a per share price of \$0.05 until July 10, 2027, estimated using the Black-Scholes option pricing model (see Note 9 to International Prospect Ventures' audited financial statements for the fiscal year ended December 31, 2017, for the assumptions used for this calculation). These options expired, unexercised, on January 21, 2019, six months after Ms. Gauthier ceased to serve as a consultant to International Prospect Ventures.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets out option-based awards granted to the Named Executive Officers that were outstanding on December 31, 2018. Other than incentive stock options, no share-based awards have been granted by International Prospect Ventures to our Named Executive Officers as of the date of this Circular.

Named Executive Officer	Option-based Awards				Share-based Awards		
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (\$)	Option expiry date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Glenn J. Mullan	550,000	0.05	Jul 10, 2027	63,250	N/A	N/A	N/A
	150,000	0.265	Dec 12, 2027	Nil			
Rico De Vega	Nil	N/A	N/A	N/A	N/A	N/A	N/A

Named Executive Officer	Option-based Awards				Share-based Awards		
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (\$)	Option expiry date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Isabelle Gauthier	100,000	0.05	Jan 21, 2019 ⁽²⁾	11,500	N/A	N/A	N/A

⁽¹⁾ The value of unexercised “in-the-money options” at the financial year-end is the difference between the option exercise price and the market value of the underlying common shares on the TSX Venture Exchange on December 31, 2018. The closing price of the common shares on December 27, 2018, the last day the stock traded prior to December 31, 2018, was \$0.165.

⁽²⁾ These options expired, unexercised, six months after termination of Ms. Gauthier’s consulting arrangement with International Prospect Ventures.

Value Vested or Earned During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

Options granted by International Prospect Ventures to its Named Executive Officers are typically fully vested and exercisable on the date of grant and, as such:

- unless the option exercise price is less than the market price of the underlying shares on the date of grant, there is no value earned by the Named Executive Officers during the fiscal year in which the options are granted; and
- there is no value earned by the Named Executive Officers during a subsequent fiscal year as options granted during a prior fiscal year would have fully vested in the year of grant.

During the fiscal year ended December 31, 2018, the Board of Directors of International Prospect Ventures did not grant any incentive stock options to its Named Executive Officers and, as such, no value was earned by our Named Executive Officers during the fiscal year ended December 31, 2018, as a result of stock options vesting.

The following table summarizes the value vested in favour of the Named Executive Officers of equity and non-equity incentive plan compensation during the fiscal year ended December 31, 2018.

Named Executive Officer	Option-based awards – Value vested ⁽¹⁾ during the year ended Dec 31/2018 (\$)	Share-based awards – Value vested during the year ended Dec 31/2018 (\$)	Non-equity incentive plan compensation – Value earned during the year ended Dec 31/2018 (\$)
Glenn J. Mullan	Nil	N/A	N/A
Rico De Vega	Nil	N/A	N/A
Isabelle Gauthier	Nil	N/A	N/A

⁽¹⁾ Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date - that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

No options were exercised by our Named Executive Officers during the fiscal year ended December 31, 2018, and, as such, no value was earned by our Named Executive Officers during the fiscal year ended December 31, 2018, as a result of exercise of options.

Termination and Change of Control Benefits

International Prospect Ventures is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change of control of International Prospect Ventures or a change in a Named Executive Officer's responsibilities.

Termination of the Management Agreement with Golden Valley

International Prospect Ventures had entered into a Management and Administrative Services Agreement as amended (the "**Management Agreement**") dated October 1, 2010, with Golden Valley Mines Ltd. ("**Golden Valley**"), pursuant to which Golden Valley had agreed to, among other things, provide office space and administrative services to International Prospect Ventures. Golden Valley had also agreed to provide the services of a qualified geologist to International Prospect Ventures at a fee equal to the hourly cost to Golden Valley of providing such services, plus 10%. Pursuant to the Management Agreement, International Prospect Ventures agreed to pay Golden Valley \$96,000 per year plus applicable taxes (the "**Fee**"), payable monthly, with the Fee to be reviewed by the parties on an annual basis to make any necessary adjustments based on the hours that Golden Valley was devoting to performing the services.

The Management Agreement was terminated effective January 1, 2018, by written termination agreement between International Prospect Ventures and Golden Valley, pursuant to which:

- International Prospect Ventures agreed to pay Golden Valley and Golden Valley agreed to accept \$60,000 (the "**Consideration Payment**") as consideration in settlement of accrued debt payable under the terms of the termination agreement; and
- the Consideration Payment would be satisfied by issuance of shares in the capital of International Prospect Ventures in settlement of the debt upon receipt of TSX Venture Exchange approval.

On May 28, 2018, International Prospect Ventures issued to Golden Valley Mines Ltd. 300,000 common shares at a deemed per share price of \$0.20 in satisfaction of the Consideration Payment.

As a result of the termination of the Management Agreement, administrative, management and financial services previously provided by Golden Valley have been assumed by International Prospect Ventures.

Director Compensation

During the fiscal year ended December 31, 2018, International Prospect Ventures did not pay its directors a fee for acting as such. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and International Prospect Ventures may, from time to time, grant incentive stock options to purchase common shares to its directors (see "Outstanding Option-Based Awards" below).

The following disclosure of director compensation during the most recently completed financial year ended December 31, 2018, excludes compensation of Glenn J. Mullan, a director of International Prospect Ventures and its President and Chief Executive Officer. Mr. Mullan's compensation is disclosed above at Part 4 – Executive Compensation – Summary Compensation Table.

Director	Director fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Scott Jobin-Bevans ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	8,800 ⁽¹⁾	8,800
Andrew T. Pepper	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert I. Valliant	Nil	Nil	Nil	Nil	Nil	Nil	Nil
C. Jens Zinke	Nil	Nil	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ Dr. Jobin-Bevans was appointed as International Prospect Ventures' Vice-President Exploration on March 5, 2018. Dr. Jobin-Bevans is paid consulting fees for his services to International Prospect Ventures.

Outstanding Option-Based Awards

The following table sets out option-based awards granted to our non-executive directors, which were outstanding at December 31, 2018. No other share-based awards have been granted to our non-executive directors. See also Part 4 – Executive Compensation – Incentive Plan Awards for outstanding options held by Glenn J. Mullan.

Name	Option-based Awards				Share-based Awards		
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (\$)	Option expiry date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out of distributed (\$)
Scott Jobin-Bevans	250,000	0.05	July 10, 2027	28,750	N/A	N/A	N/A
	100,000	0.265	December 12, 2027	Nil			
Andrew T. Pepper	250,000	0.05	July 10, 2027	28,750	N/A	N/A	N/A
	100,000	0.265	December 12, 2027	Nil			
Robert I. Valliant	100,000	0.265	December 12, 2027	Nil	N/A	N/A	N/A
C. Jens Zinke	250,000	0.05	July 10, 2027	28,750	N/A	N/A	N/A
	100,000	0.265	December 12, 2027	Nil			

⁽¹⁾ The value of unexercised “in-the-money options” at the financial year-end is the difference between the option exercise price and the market value of the underlying common shares on the TSX Venture Exchange on December 31, 2018. The closing price of the common shares on December 27, 2018, the last day the stock traded prior to December 31, 2018, was \$0.165.

Value Vested or Earned During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

Options granted by International Prospect Ventures to its directors are typically fully vested and exercisable on the date of grant and, as such:

- unless the option exercise price is less than the market price of the underlying shares on the date of grant, there is no value earned by the directors during the fiscal year in which the options are granted; and
- there is no value earned by the directors during a subsequent fiscal year as options granted during a prior fiscal year would have fully vested in the year of grant.

The following table summarizes the value vested in favour of non-executive directors of equity and non-equity incentive plan compensation during the fiscal year ended December 31, 2018.

Director	Option-based awards – Value vested ⁽¹⁾ during the year ended Dec 31/2018	Share-based awards – Value vested during the year ended Dec 31/2018	Non-equity incentive plan compensation – Value earned during the year ended Dec 31/2018
	(\$)	(\$)	(\$)
Scott Jobin-Bevans	Nil	N/A	N/A
Andrew T. Pepper	Nil	N/A	N/A
Robert I. Valliant	Nil	N/A	N/A
C. Jens Zinke	Nil	N/A	N/A

⁽¹⁾ Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date - that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

No options were exercised by our non-executive directors during the fiscal year ended December 31, 2018, and, as such, no value was earned by the non-executive directors during the fiscal year ended December 31, 2018, as a result of exercise of options.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of December 31, 2018.

Plan Category	Number of securities ⁽²⁾ 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 ⁽²⁾ remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	2,260,000	\$0.11	290,312
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

⁽¹⁾ The International Prospect Ventures Option Plan was most recently given annual approval by shareholders of International Prospect Ventures at the last annual general meeting held on June 21, 2018, as required by the policies of the TSX Venture Exchange.

⁽²⁾ Underlying securities are common shares in the capital of International Prospect Ventures Ltd.

At the Meeting, shareholders will be asked to give annual approval of the International Prospect Ventures Option Plan, as required by the policies of the TSX Venture Exchange. See Part 3 – Business of the Meeting – Annual Approval of Stock Option Incentive Plan for a summary of the primary terms of the Option Plan.

PART 6 – CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders of the Company, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of International Prospect Ventures. The Board of Directors of International Prospect Ventures is committed to sound corporate governance practices, which are in the interest of its shareholders and also contribute to effective and efficient decision making. The following is a summary of International Prospect Ventures' approach to corporate governance.

Composition of the Board of Directors

As of the date of this Circular, the Board of Directors of International Prospect Ventures is comprised of five directors, three of whom, Andrew T. Pepper, Robert I. Valliant and C. Jens Zinke, are considered by the Board to be independent of management applying the guidelines contained in applicable securities legislation. In determining whether a director is independent, the Board considers, for example, whether a director has a relationship which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management. Glenn J. Mullan, by reason of his office as President and Chief Executive Officer, and Scott Jobin-Bevans, by reason of his office as Vice President Exploration, both executive officers of the Company, are not considered independent of management.

Board consideration and approval is required for all material contracts, business transactions and all debt and equity financing proposals. The Board delegates to management, through the Chief Executive Officer, responsibility for meeting defined corporate objectives, evaluating new business opportunities and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance – however, in-camera sessions may be convened by the independent directors if determined to be necessary following Board meetings or otherwise.

Directorships in other Public Companies

The current directors of International Prospect Ventures, each of whom is standing for re-election as a director of International Prospect Ventures at the Meeting to which this Circular relates, are also directors of other reporting issuers as follows:

<u>Name of director</u>	<u>Reporting Issuer</u>
Scott Jobin-Bevans	Palladium One Mining Inc. (formerly Nickel One Resources Inc.) Northern Shield Resources Inc. Stroud Resources Ltd. White Metal Resources Corp. Vision Lithium Inc.
Glenn J. Mullan	Abitibi Royalties Inc. Cleghorn Minerals Ltd. Golden Valley Mines Ltd. Val-d'Or Mining Corporation
Andrew T. Pepper	Abitibi Royalties Inc. Cleghorn Minerals Ltd. Val-d'Or Mining Corporation
Robert I. Valliant	Midland Exploration Inc. Tri Origin Exploration Ltd.
C. Jens Zinke	Abitibi Royalties Inc. Val-d'Or Mining Corporation

Orientation and Continuing Education of Directors

International Prospect Ventures has not yet developed an official orientation or training program for directors. All of International Prospect Ventures' current directors and nominees for election as directors are familiar with the mining industry and publicly traded companies in general and, as such, formal orientation has not, to date, been required. New directors will be provided with a thorough overview of International Prospect Ventures' business, properties, assets and operations, as well as strategic plans and objectives through discussions and meetings with other directors and with officers. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

Management of International Prospect Ventures endeavours to provide a continuous flow of information to its directors for continuing education purposes relating to International Prospect Ventures' business and operations, as well as information and other initiatives intended to keep the Board abreast of new developments and challenges that International Prospect Ventures may face. Each director, by virtue of the role, is responsible for staying informed about International Prospect Ventures' business, as well as developments in the industry.

Ethical Business Conduct

The Board monitors the ethical conduct of International Prospect Ventures and its management to ensure that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by International Prospect Ventures' governing corporate legislation and common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are sufficient, at this time, to ensure that the Board operates independently of management and in the best interests of International Prospect Ventures and its shareholders.

As of the date of this Circular, International Prospect Ventures' Board of Directors has not adopted a code of ethics.

Nomination and Election of Directors

The Board considers its size each year when it determines the number of directors to recommend to shareholders for election at annual general meetings, taking into account the number required to carry out the Board's duties effectively and to maintain diversity of view and experience. In considering nominees for election as directors, the Board takes into consideration (a) the independence of each individual; (b) the competencies, skills and experience of the individual, as well as the individual's ability to engage in informed governance, strategic business development, risk assessment and management, and effective teamwork; (c) the personality of the individual and other qualities that could impact Board dynamics; and (d) International Prospect Ventures' strategic direction.

The Compensation and Corporate Governance Committee is responsible for identifying new candidates to recommend to the Board for nomination as directors of International Prospect Ventures (see "Board Committees – Compensation and Corporate Governance Committee").

We have not yet considered adopting an advance notice policy requiring that a shareholder proposing to nominate a person for election as a director at a meeting of shareholders must provide International Prospect Ventures with advance notice of, and prescribed details concerning, the proposed nominee.

Voting for election of directors of International Prospect Ventures is by individual voting and not by slate voting. International Prospect Ventures has not, as yet, adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected.

Compensation

See "Board Committees – Compensation and Corporate Governance Committee", which follows, and see also Part 4 – Executive Compensation – Compensation Process and the Role of the Compensation and Corporate Governance Committee.

Board Committees

As of the date of this Circular, the Board of Directors of International Prospect Ventures has appointed an Audit Committee and a Compensation and Corporate Governance Committee.

Audit Committee

See Part 7 – Audit Committee.

Compensation and Corporate Governance Committee

Andrew T. Pepper (Chair), Scott Jobin-Bevans, Robert I. Valliant and C. Jens Zinke are the members of the Compensation and Corporate Governance Committee. The Charter of the Compensation and Corporate Governance Committee is attached to this Circular as Schedule "A".

The Compensation and Corporate Governance Committee is responsible for, among other responsibilities, recommending to the Board the number of directors to be elected at each annual general meeting, as well as recommending nominees to be elected or appointed as directors. In doing so, the Committee considers the number of directors required to carry out the Board's duties effectively, strives to ensure that the Board of Directors is comprised of a majority of independent directors, and considers diversity of views and experience. Before selecting nominees, the Compensation and Corporate Governance Committee will assess a nominee's independence, experience, areas of expertise, diversity, perspective, business judgment and leadership capabilities, all in the context of assessing the perceived needs of our Board and International Prospect Ventures' business and operations.

The Compensation and Corporate Governance Committee is also responsible for defining terms of employment and compensation of senior executives, including succession planning, with a view to ensuring that International Prospect Ventures is able to recruit, retain and motivate performance-oriented executives. See Part 4 – Executive Compensation.

Assessments

The Board does not formally review the contributions of individual directors; however, it believes that its current size facilitates informal discussion and evaluation of members' contributions within that framework.

PART 7 – AUDIT COMMITTEE

Audit Committee Charter

The principal duties of the Audit Committee are to review annual financial statements and interim financial reports and all legally required disclosure documents containing financial information, and assist the Board of Directors in fulfilling its oversight responsibilities to shareholders. The Audit Committee is ultimately responsible for the policies and practices relating to the integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding corporate assets, reliability of information, and compliance with policies and laws. The charter for the Audit Committee as adopted by our Board of Directors is attached as Schedule “B” hereto.

Composition of the Audit Committee

As at the date of this Circular, the members of the Audit Committee of International Prospect Ventures' Board of Directors are: Andrew T. Pepper, Robert I. Valliant and C. Jens Zinke (Chair). All three members of the Audit Committee are considered to be “independent” of management applying the guidelines contained in applicable securities legislation. All three Audit Committee members are financially literate in that each has the ability to read and understand 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 reasonably be expected to be raised by International Prospect Ventures' financial statements.

Relevant Education and Experience

Each of the Audit Committee members is a business person with experience in financial matters garnered from working in his individual fields of endeavor; each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, and each has an understanding of the internal controls and procedures necessary for financial reporting.

The following sets out the education and experience of the members of the Audit Committee:

C. Jens Zinke (Chair)

Jens Zinke graduated as a Mining Engineer specializing in Geophysics. He obtained a Ph.D. in Geophysics from the University in Frankfurt, Germany, and completed post doctorate work with Stanford University in California, USA. Dr. Zinke has been a self-employed businessman and a private investor since January 2003. From May 2006 through June 2014, Dr. Zinke held various senior management positions with Canadian Royalties Inc. (previously a public company that traded on the Toronto Stock Exchange), a resource company now majority owned by Jilin Jien Nickel Industry Company Ltd. In addition to serving as a director of International Prospect Ventures, Dr. Zinke is also a director of Abitibi Royalties Inc., an investment issuer trading on the TSXV, and Val-d'Or Mining Corporation (Chief Operating Officer), a junior natural resource issuer trading on the TSXV; and he was a director of Golden Valley Mines Ltd. from June 2003 to June 2016.

Andrew T. Pepper

Andrew T. Pepper is Executive Chairman of Link Investment Management Inc., a software as a service (SaaS) fintech company and provider of record keeping and reporting of administrative services for employer sponsored benefit plans (savings, equity and health). Mr. Pepper is also President of Link Plan Management Inc., a designated portfolio manager of Link Investment Management Inc. Mr. Pepper is an Advising Representative and holds the Certified Investment Management designation (CIM). In addition to serving as a director of International Prospect Ventures, Mr. Pepper is a director of Abitibi Royalties Inc., Val-d'Or Mining Corporation and Cleghorn Minerals Ltd., all junior resource issuers trading on the TSX Venture Exchange. Mr. Pepper is Chairman of the Action Centre Foundation in Montréal, Québec.

Robert I. Valliant

Robert Valliant has a Ph.D. in Economic Geology and more than 30 years' experience in mineral exploration and mining. He has been a director (since 1989) of Tri Origin Exploration Ltd., a TSX Venture Exchange listed issuer engaged in gold and base metal exploration, and is Tri Origin's President and Chief Executive Officer. Dr. Valliant cofounded Tri Origin Exploration Ltd. and was responsible for its listing on the TSX Venture Exchange and for the financing of the issuer since its inception. Dr. Valliant is also a director of Midland Exploration Inc., a junior natural resource issuer listed on the TSX Venture Exchange; and he is founder and a former director of TriAusMin Limited, the former subsidiary of Tri Origin Exploration Ltd., and was responsible for its listing on the ASX and TSX. Prior to his involvement in Tri Origin Exploration Ltd., Robert Valliant was Vice President Exploration for LAC Minerals Ltd., a Canadian gold producer prior to its takeover by Barrick Gold Corp. He currently serves as a director of the Prospectors and Developers Association of Canada.

Audit Committee Oversight

At no time since the commencement of International Prospect Ventures' 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

As International Prospect Ventures is a "Venture Issuer" pursuant to relevant securities legislation, International Prospect Ventures is relying on the exemption in Section 6.1 of National Instrument 52-110 - *Audit Committees* ("NI 52-110") from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

At no time since the commencement of our most recently completed financial year ended December 31, 2018, has International Prospect Ventures relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or the exemptions in Section 6.1.1 of NI 52-110 with respect to composition of an audit committee of a venture issuer (*Circumstance Affecting the Business or Operations of the Venture Issuer, Events Outside Control of Member and Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approved Policies and Procedures for Non-Audit Services

International Prospect Ventures' Audit Committee Charter provides that the Audit Committee is to pre-approve any engagements for non-audit services to be provided to International Prospect Ventures by our external auditor prior to engaging the external auditor to perform such non-audit services, in light of the estimated fees and impact on the external auditor's independence.

External Auditor Service Fees

Audit fees and audit and/or tax related fees billed by our external auditor, MNP LLP, for services rendered during and/or related to the financial years ended December 31, 2018 and 2017, are summarized in the table that follows.

	Fiscal year ended December 31, 2018	Fiscal year ended December 31, 2017
Audit fees.....	\$25,000	\$13,108
Audit related fees.....	Nil	Nil
Tax fees ⁽¹⁾	\$2,000	\$1,500
All other fees	\$750 ⁽²⁾	Nil

⁽¹⁾ Relates to services rendered for preparation and filing of tax returns and assistance with other tax related issues.

⁽²⁾ Relates to services rendered for sales tax consulting.

PART 8 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed financial year ended December 31, 2018, and as at the date of this Circular, no director, executive officer or employee or former director, executive officer or employee of International Prospect Ventures, nor any nominee for election as a director of International Prospect Ventures, nor any associate of any such person, was indebted to International Prospect Ventures, nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by International Prospect Ventures.

See “Interest of Informed Persons in Material Transactions”, which follows.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed below, no proposed nominee for election as a director, and no director or executive officer of International Prospect Ventures who has served in such capacity since the beginning of International Prospect Ventures’ most recently completed financial year, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of International Prospect Ventures’ outstanding common shares, nor any of the respective associates or affiliates of any of the foregoing had any material interest in any transaction with International Prospect Ventures since the commencement of its most recently completed financial year ended December 31, 2018, or in any proposed transaction, that has materially affected International Prospect Ventures or is likely to do so.

Robert I. Valliant – Valroc Ventures PTY Ltd.

On September 21, 2017, International Prospect Ventures entered into an agreement with Valroc Ventures PTY Ltd. (“**Valroc**”), a New South Wales company, located in Australia, and Robert I. Valliant, the then registered and beneficial owner of all of the issued securities of Valroc, pursuant to which International Prospect Ventures and Valroc would jointly acquire certain mining claims located in Western Australia, each with an undivided 50% interest. Under the terms of the agreement, Valroc was responsible for arranging to have the claims acquired, registered and held in good standing, and International Prospect Ventures was responsible to pay all of the costs of acquiring the claims and other related costs, including the costs of initial technical compilations and program reviews, up to a maximum of \$120,000.

On December 12, 2017, International Prospect Ventures and Valroc entered into a binding share exchange agreement (the “**Valroc Agreement**”) pursuant to the terms of which International Prospect Ventures would acquire 100% interest in Valroc by way of share exchange with Dr. Valliant. Completion of the transaction contemplated by the Valroc Agreement was conditional on the applications for the tenements being granted and prior acceptance by the TSX Venture Exchange.

The tenements were granted on January 9, 2019, and on submission by International Prospect Ventures, the TSX Venture Exchange issued its conditional acceptance of the transaction contemplated by the Valroc Agreement on January 25, 2019.

Closing of the transaction contemplated under the terms of the Valroc Agreement took place on January 31, 2019, International Prospect Ventures acquiring all of the issued and outstanding shares of Valroc in exchange for issuance to Dr. Valliant of 1,600,000 common shares in the capital of International Prospect Ventures and Valroc became a wholly owned subsidiary of International Prospect Ventures, now the owner of 100% interest in the subject tenements.

On February 1, 2019, following the closing on January 31, 2019, the TSX Venture Exchange issued its final acceptance of the transaction contemplated by the Valroc Agreement.

Robert I. Valliant was appointed on December 12, 2017, as a director of International Prospect Ventures to fill a then casual vacancy on the Board. See Part 3 – Election of Directors.

As of the year ended December 31, 2018, International Prospect Ventures and Valroc had staked eight tenements in an area southeast of Karratha, Western Australia, covering a total area of approximately 1,026 square kilometres for a total amount of \$75,610. As of the year ended December 31, 2018, International Prospect Ventures had an advance to Dr. Valliant in the amount of \$14,274, which bears no interest and is repayable on demand, this advance to facilitate any corporate expenditures relating to the tenements.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than the election of directors and annual approval of the International Prospect Ventures Option Plan (under the terms of which the directors and officers of International Prospect Ventures are eligible to participate), none of the directors or executive officers of International Prospect Ventures, no proposed nominee for election as a director of International Prospect Ventures, none of the persons who have served as directors or executive officers of International Prospect Ventures at any time since the commencement of its most recently completed financial year ended December 31, 2018, and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

CEASE TRADE ORDERS AND BANKRUPTCY

Except as otherwise disclosed below, as at the date of this Circular, no proposed nominee for election as a director of International Prospect Ventures is, or has been, within 10 years before the date of this Circular:

1. a director, chief executive officer or chief financial officer of any company (including International Prospect Ventures and any personal holding company of the proposed director) that, while that person was acting in that capacity:
 - (a) was subject to:
 - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order); or
 - (ii) an order similar to a cease trade order; or
 - (iii) 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 (an “**Order**”); or
 - (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
2. a director or executive officer of any company (including International Prospect Ventures and any personal holding company of the proposed director) 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.

Scott Jobin-Bevans, a director of International Prospect Ventures, served as a director of Strike Minerals Inc. (“**Strike Minerals**”) from October 28, 2010 to February 3, 2014. On August 30, 2013, Strike Minerals announced that it was not able to file its annual financial statements and accompanying Management’s Discussion and Analysis for the financial year ended April 30, 2013, within the period prescribed for such filings, primarily as a result of additional time required to secure financing and, subsequently, for its auditor to complete the audit. Given the situation, Strike Minerals made an application to the Ontario Securities Commission (the “**OSC**”) for a management cease trade order (the “**MCTO**”), which MCTO was issued by the OSC on September 19, 2013, and restricted all trading in securities of Strike Minerals by its management until the required filings were completed. On February 12, 2014, the OSC issued a temporary order that all trading in the securities of Strike Minerals cease for a period of 15 days pending a hearing to determine if all trading in the securities of Strike Minerals would cease permanently or for such period as may be specified in the order by reason of the continued default; and as of February 25, 2014, the temporary order lapsed and was replaced by an order that all trading in the securities of Strike Minerals cease until

the order is revoked by the OSC. On February 12, 2014, the British Columbia Securities Commission (the “BCSC”) issued an order similar to the cease trade order by the OSC; and on May 27, 2014, the Alberta Securities Commission (the “ASC”) issued an order similar to the cease trade order by the OSC. As of the date of this Circular, the cease trade orders issued by the OSC, the BCSC and ASC against Strike Minerals have not been revoked or rescinded.

PERSONAL BANKRUPTCY

As at the date of this Circular, no proposed nominee for election as a director of International Prospect Ventures has, within the ten years before the date of this 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.

PENALTIES AND SANCTIONS

As at the date of this Circular, no proposed director of International Prospect Ventures (nor any of his personal holding companies) has been subject to:

1. 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
2. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

OTHER MATTERS

We are not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Circular. 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.

ADDITIONAL INFORMATION

You may obtain additional financial information about International Prospect Ventures in our comparative annual financial statements and Management’s Discussion and Analysis for the year ended December 31, 2018, which have been electronically filed with regulators and are available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Additional copies may be obtained without charge upon request to us at 2864 chemin Sullivan, Val-d’Or, Québec J9P 0B9 - telephone (819) 824-2808; fax (819) 824-3379. You may also access our public disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

SCHEDULE “A”
INTERNATIONAL PROSPECT VENTURES LTD.
CHARTER FOR THE COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS

1. Purpose

- 1.1 The Compensation and Corporate Governance Committee (the “**Committee**”) is ultimately responsible for:
- (a) reviewing compensation and corporate governance policies and guidelines;
 - (b) assisting the Board of Directors in assessing and fulfilling its oversight responsibilities to ensure that the Company has an effective compensation and corporate governance regime and engages in sound and ethical business conduct in compliance with regulatory guidelines; and
 - (c) ensuring the independence of the Board of Directors in its functioning and operation and its ability to effectively supervise management’s operation of the Company.
- 1.2 The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

2. Membership

- 2.1 Each member of the Committee must be a director of the Company.
- 2.2 The Committee will consist of at least three members and at least a majority of the members of the Committee shall be independent directors.
- 2.3 The members of the Committee will be appointed annually by, and will serve at the discretion of, the Board of Directors.

3. Responsibilities and Duties

- 3.1 The Committee’s responsibilities and duties include, but are not limited to, the following:
- (a) defining terms of employment and compensation of senior executives, including succession planning and compensation, with a view of ensuring that the Company is able to recruit, retain and motivate performance-oriented executives;
 - (b) recommending to the Board of Directors the terms of employment, compensation and corporate objectives of the President and Chief Executive Officer;
 - (c) reviewing the performance of the Chief Executive Officer;
 - (d) defining management compensation programs including stock option and incentive plans;
 - (e) interpreting the Company’s Stock Option Incentive Plan and its policies respecting the grant of options thereunder, and reviewing and recommending to the Board of Directors for approval the grant of options thereunder and the terms thereof;
 - (f) reviewing and recommending to the Board of Directors for approval the stock options and other benefits, direct and indirect, of the Chief Executive Officer;
 - (g) reviewing and approving the Chief Executive Officer’s recommendations for the stock options and other benefits, direct or indirect of the senior executives of the Company;
 - (h) reviewing on a periodic basis the terms of the Company’s executive compensation programs for the purpose of determining if they are properly coordinated and achieving the purpose for which they were designed and administered;
 - (i) recommending to the Board of Directors the appropriate level of director compensation;
 - (j) overseeing the Company’s compliance with any rules promulgated by any regulatory body prohibiting loans to officers and directors of the Company;

- (k) periodically reviewing the Company's corporate governance policies and making policy recommendations aimed at enhancing the effectiveness of the Board of Directors and all committees of such Board;
- (l) ensuring appropriate structure, size composition, mandate and membership of the Board of Directors committees;
- (m) identifying, evaluating, and recommending suitable candidates for nominees as directors;
- (n) proposing agenda items and content for submissions to the Board of Directors related to compensation and corporate governance issues;
- (o) periodically reviewing the relationship between management and the Board of Directors;
- (p) reviewing and approving the Company's compliance with, and response to, the guidelines outlined in the TSX Venture Exchange Corporate Finance Manual;
- (q) determining annually which directors and committee members are considered to be independent, recommending its determination to the Board and providing the related analysis;
- (r) ensuring effective communication between management and the Board of Directors;
- (s) recommending procedures to allow the Board of Directors to function independently of management, including procedures to permit the Board of Directors to meet on a regular basis without a member of management being present;
- (t) reviewing and assessing the adequacy of this Charter periodically as conditions dictate to ensure compliance with any rules or regulations promulgated by any regulatory body having jurisdiction over the Company and recommending to the Board of Directors for its approval any modifications to this Charter as considered necessary; and
- (u) conducting an evaluation of the effectiveness of the Board and its committees on an annual basis.

4. Meetings

- 4.1 The quorum for a meeting of the Committee is a majority of the members of the Committee who are not employees or officers of the Company. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose.
- 4.2 The members of the Committee must elect a chair from among their number and may determine their own procedures.
- 4.3 The Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 4.4 Any member of the Committee may call a meeting of the Committee.

5. Reports

- 5.1 The Committee will record its recommendations to the Board of Directors in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

6. Resources

- 6.1 In performing its duties and exercising its authority, the Committee may utilize the services of the appropriate personnel of the Company and its parent.

7. Minutes

- 7.1 The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

SCHEDULE “B”
INTERNATIONAL PROSPECT VENTURES LTD.
(the “Company”)

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

1. Purpose

- 1.1. The Audit Committee’s primary function is assisting the Company’s Board of Directors in fulfilling its oversight responsibilities to shareholders. The Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee’s role is to:
- (a) oversee the work and enhance the independence of the external auditor;
 - (b) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
 - (c) increase the credibility and objectivity of the Company’s financial reports and public disclosure; and
 - (d) review the Company’s annual financial statements prior to approval thereof by the Board of Directors.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee’s responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

- 2.1. Each member of the Audit Committee must be a director of the Company.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers, employees or Control Persons (as that term is defined by the policies of the TSX Venture Exchange) of the Company or any of its affiliates, and the majority of whom must be “independent” and “financially literate” as those terms are defined by, and subject to the provisions of, National Instrument 52-110 – *Audit Committees* as adopted by the Canadian Securities Administrators, as such Instrument is revised or replaced from time to time.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. Authority

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
- (a) engage and terminate, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities;
 - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and
 - (c) approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. Duties and Responsibilities

- 4.1. The duties and responsibilities of the Audit Committee include:
- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors for appointment by shareholders;

- (b) recommending to the Board of Directors the terms of engagement for and compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board ("CPAB") and enquiring if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) where there is to be a change in external auditor, reviewing the issues related to the change and the information to be included in the required notice to be filed with securities regulators with respect to such change;
- (h) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (i) reviewing any disagreements in financial reporting between the external auditor and the Company's management;
- (j) reviewing the external auditor's report, audit results and financial statements prior to approval of same by the Board of Directors;
- (k) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements prior to Board approval and dissemination of annual financial statements to shareholders and the public;
- (l) reviewing the Company's financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information by the Company;
- (m) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company prior to its dissemination to the public;
- (n) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process and obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (o) ensuring the integrity of the Company's disclosure controls and internal controls over financial reporting;
- (p) resolving disputes between management and the external auditor regarding financial reporting;
- (q) reviewing the external auditor's internal quality control procedures and any material issues raised with respect thereto by any peer, governmental or professional authority review and the steps taken to deal with those issues; and examining all relationships between the external auditor and the Company, in order to assess and ensure the external auditor's independence;
- (r) reviewing risk management policies and procedures (for example, hedging, litigation and insurance), as well as current areas of financial risk and whether management is managing these effectively;
- (s) establishing procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and
 - (ii) the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters;
- (t) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

- (u) pre-approving all non-audit services to be provided by the Company's external auditor to the Company or any of its subsidiaries and, in this regard, considering whether the external auditor's performance of any such non-audit services is compatible with the external auditor's independence; and
 - (v) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and fees and Audit Committee activities.
- 4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.
- 5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

- 6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

- 7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.