



NOTICE OF ANNUAL AND SPECIAL MEETING

AND

MANAGEMENT PROXY CIRCULAR

FOR THE

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD

WEDNESDAY, MARCH 22, 2017

10:00 A.M. (PACIFIC)

SUITE 1305, 1090 WEST GEORGIA STREET

VANCOUVER, BRITISH COLUMBIA



CANEX ENERGY CORP.

#1305 – 1090 West Georgia Street
Vancouver, BC, Canada, V6E 3V7

NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of the shareholders of CANEX ENERGY CORP. (the "**Corporation**") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, Canada, on Wednesday, March 22, 2017 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended April 30, 2016, together with the report of the auditor thereon;
2. To appoint an auditor for the ensuing year at a remuneration to be fixed by the directors;
3. To fix the numbers of directors at four (4);
4. To elect directors for the ensuing year;
5. To consider and, if thought fit, approve by ordinary resolution the Corporation's stock option plan, as more particularly described in the accompanying Management Information Circular; and
6. To consider and, if thought fit, pass an ordinary resolution authorizing the board of directors, in its sole discretion, to consolidate all of the issued and outstanding common shares of the Corporation, on the basis of up to five (5) old for one (1) new common share, as more particularly described in the accompanying Management Information Circular.

Accompanying this Notice are the Corporation's Management Information Circular, a Form of Proxy or Voting Instruction Form and a request card for use by Shareholders who wish to receive our financial statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice. Shareholders of record as at the close of business on February 14, 2017 (the "**Record Date**") will be entitled to receive notice of and vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those unable to attend are requested to read, complete, date, sign and return the enclosed Form of Proxy or Voting Instruction Form to Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Canada M5J 2Y1 on or before 10:00 a.m. (Vancouver time) on March 20, 2017. If you are a non-registered Shareholder of Common Shares of the Corporation and a non-objecting beneficial owner, and receive a voting instruction form from our transfer agent, Computershare, please complete and return the form in accordance with the instructions of Computershare. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the meeting.

If you are a non-registered Shareholder of Common Shares of the Corporation and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting.

DATED at Vancouver, British Columbia as of the 14th day of February, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Nick DeMare"

Nick DeMare,
Chief Financial Officer and Director



CANEX ENERGY CORP.

#1305 – 1090 West Georgia Street
Vancouver, BC, Canada, V6E 3V7

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at February 14, 2017, unless otherwise stated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Canex Energy Corp. (the “Corporation”) for use at the annual and special meeting (the “Meeting”) of its shareholders to be held on March 22, 2017 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Corporation”, “we” and “our” refer to Canex Energy Corp. “**Common Shares**” means common shares without par value in the capital of the Corporation. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors and/or officers of the Corporation. If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified,
- (ii) any amendment to or variation of any matter identified therein, and
- (iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, or from outside North America at (416) 263-9524, or by mail or hand delivery at 4th Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9;
- (ii) using a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (iii) using the internet through the website of Computershare at www.investorvote.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc. which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a Proxy provided by the Corporation. The voting instruction form will name the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Corporation), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it by:

- (i) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to **Computershare or at the Corporation's office, Suite 1305, 1090 West Georgia Street, Vancouver, BC, V6E 3V7**, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (ii) personally attending the Meeting and voting the registered shareholder's Common Shares. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

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

RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Corporation have fixed the record date for the Meeting at the close of business on February 14, 2017 (the "**Record Date**").

Under the Corporation's Articles, the quorum for the transaction of business at the Meeting consists of one person who is, or who represents by proxy, one or more shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares. As of February 14, 2017, there were 10,906,080 Common Shares issued and outstanding, each carrying the right to one vote. Common Shares of the Corporation are listed on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "CSC".

As at February 14, 2017, to the knowledge of the directors and executive officers of the Corporation, the beneficial owners or persons exercising control or direction over Corporation shares carrying more than 10% of the outstanding voting rights are:

Name	Number of Shares	Percentage
Fission 3.0 Corp.*	2,094,819	19.2%

*Mr. Jeremy Ross, a director of the Corporation, is also a director of Fission 3.0 Corp.

The above information was supplied to the Corporation by the shareholders and from the insider reports available at www.sedi.com.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Financial Statements

The shareholders will receive and consider the audited financial statements of the Corporation for the fiscal year ended April 30, 2016 together with the auditor's report thereon. A copy of the financial statements is available for review on www.sedar.com.

B. Election of Directors

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director.

Each director elected will hold office until our next annual general meeting or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with our Articles or with the provisions of the Business Corporations Act (British Columbia) ("Business Corporations Act").

At the Meeting, we will ask shareholders to vote for the election of the four nominees proposed by us as directors. Each holder of Common Shares will be entitled to cast their votes for or withhold their votes from the election of each director.

Nominees

The following provides information on the four nominees proposed for election as directors, the Province or State and Country in which each is ordinarily resident and the period during which each has served as a director.

The table below details the principal occupation of each nominee during the last five years. In addition, the table details the nominees' current equity ownership consisting of common shares beneficially owned, directly or indirectly, or controlled or directed, options and warrants (each equivalent in value to a common share) credited to each nominee as at February 14, 2017.

The Corporation's Board of Directors recommends a vote "FOR" the appointment of each of the following nominees as Directors. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election of the directors set out in the following table.

Name, Position and Province and Country of Residence ⁽¹⁾	Principal Occupation and, if not at present an elected Director, Occupation during the past five years ⁽¹⁾	Director Since	No. of Shares beneficially held ⁽²⁾
SHERMAN DAHL President, Chief Executive Officer ("CEO") and Director (resident of British Columbia, Canada)	Businessman. Previously served as Vice President and Investment Advisor with National Bank Financial, a leading Canadian Investment dealer. See below for further details.	July 19, 2016	196,666
NICK DEMARE ⁽³⁾ Chief Financial Officer ("CFO"), Corporate Secretary and Director (resident of British Columbia, Canada)	Chartered Professional Accountant. President and principal of Chase Management Ltd., a private consulting firm since 1991. Director and/or officer of several public companies trading on the TSX and TSX Venture Exchanges. See below for further details.	July 4, 2016	Nil

Name, Position and Province and Country of Residence ⁽¹⁾	Principal Occupation and, if not at present an elected Director, Occupation during the past five years ⁽¹⁾	Director Since	No. of Shares beneficially held ⁽²⁾
DAVID SIDOO ⁽³⁾ Director (resident of British Columbia, Canada)	Self-employed consultant since June 2000; President, CEO and Director of Advantage Lithium Corp. and East West Petroleum Corp. See below for further details.	July 19, 2016	Nil
JEREMY ROSS ⁽³⁾ Director (resident of British Columbia, Canada)	Corporate Development Consultant since 2012. Director of Fission Uranium Corp. since 2013 and Catalina Gold Corp. since 2014. See below for further details.	October 18, 2016	Nil

NOTES:

- (1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Denotes member of Audit Committee.

Nominees for Election as Directors

Sherman Dahl – Mr. Dahl is a seasoned investor and financier that is well versed in finance and marketing strategies for micro-cap private and public Canadian companies. Mr. Dahl has expertise in identifying undervalued companies and introducing these opportunities to his buy side network of clients, strategic co investors and marketing participants. Mr. Dahl has a proven track record of being able to raise capital, increase investor awareness and liquidity. Mr. Dahl was previously a Vice President and Investment Advisor with National Bank Financial a leading Canadian Investment dealer. In addition to managing a \$100 million retail book Mr. Dahl participated in numerous capital raises totalling over \$100 million on behalf of retail and institutional clients over a 20 year career. Mr. Dahl holds a Bachelor of Administration (Finance) Degree from the University of Regina.

Nick DeMare, CPA, CA – Mr. DeMare is the President and principal of Chase Management Ltd., a private company providing a broad range of administrative, management and financial services to private and public companies involved in mineral exploration and development, gold and silver production, oil and gas exploration and production and venture capital. For over 25 years, Mr. DeMare has assisted numerous companies in making the transition from the private to public stage and arranging and participating in equity and debt financing. Prior thereto, he was employed as a General Practice Manager with Coopers & Lybrand, Chartered Accountants. He is currently a director and/or officer of a number of public companies listed on the Toronto Stock Exchange and the TSXV.

David Sidoo – Mr. Sidoo is a successful businessman based in Vancouver where he oversees a successful private investment banking and financial management firm. Mr. Sidoo is a current Board member, President, CEO of Advantage Lithium Corp. and East West Petroleum Corp., a company he founded in 2010. Upon graduating from the University of British Columbia in 1982, where he held a four-year football scholarship with the UBC Thunderbirds, Mr. Sidoo was drafted to play professional football with the Canadian Football League. Mr. Sidoo retired from football in 1988 and was introduced to the brokerage business with Yorkton Securities where he quickly became one of the company's top revenue generators before leaving in 1999. He was founding shareholder of American Oil & Gas Inc. (NYSE -AEZ) which was sold to Hess Corporation in Dec 2010 in an all-stock transaction. In 2014, Mr. Sidoo was appointed by the British Columbia Government to the Board of Governors for the University of British Columbia.

Jeremy Ross - Mr. Ross has over 20 years' experience in venture capital and marketing for small cap to mid-tier mining, oil and gas companies. He has been a director of Fission Uranium Corp. since 2013 and Catalina Gold Corp. since 2014. Mr. Ross has planned and implemented numerous marketing campaigns, and was the Corporate Development Consultant for Fission Energy named a Top 50 TSXV company for its performance, prior to the completion of the 2013 Denison Arrangement. In addition, Mr. Ross ran a number of corporate development programs for Canamax Energy (TSXV: CAC), which recently sold to private equity group "Edge Natural Resources LLC" in 2015. He also headed up corporate

development for Able Auctions and Smart Tire systems, both of which graduated from the OTC-BB to the Amex stock exchange (NYSE).

The Corporation does not have an Executive Committee. The Board has established an Audit Committee, details of which is provided under the heading “Statement of Corporate Governance”.

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. The persons named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth above.

Other than as disclosed below, none of the proposed directors of the Company or any of their personal holding companies:

- (a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Company, that:
 - (i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the company 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
- (b) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

None of the proposed directors or any of their personal holding companies has been subject to:

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

On November 4, 2016 a hearing panel of the Investment Industry Regulatory Organization of Canada (“**IIROC**”) accepted a settlement agreement, with sanctions, between IIROC staff and Sherman Dahl, whereby Mr. Dahl admitted that he made unsuitable investment recommendations, failed to update the account information of clients and placed discretionary trades. Pursuant to the settlement agreement, Mr. Dahl agreed, amongst other requirements, to a fine of \$35,000 and a prohibition from applying for registration in any capacity with IIROC for a period of 12 months.

Nick DeMare is a former independent director of Andean American Gold Corp. (“**Andean American**”). On August 2, 2007, Andean American was issued a cease trade order by the British Columbia Securities Commission (“**BCSC**”) for deficiencies in Andean American’s continuous disclosure material related to its resource properties and for deficiencies in a

previously filed National Instrument 43-101 – Standards of Disclosure to Mineral Projects (“**NI 43-101**”) technical report. On October 22, 2007, Andean American filed an amended NI 43-101 technical report and issued a clarifying news release. The cease trade order was lifted and the shares resumed trading on October 24, 2007.

On August 13, 2009, Andean American was issued a cease trade order by the British Columbia Securities Commission for Andean American’s failure of filing its annual financial statements and the accompanying management’s discussion and analysis for the year ended March 31, 2009. Andean American filed such documents on August 14, 2009, and the cease trade order was revoked and the shares resumed trading on August 17, 2009.

Nick DeMare is a director of Salazar Resources Limited (“**Salazar**”). On September 10, 2010, Salazar was issued a cease trade order by the BCSC for failing to file a technical report on its Curipamba project in Ecuador supporting its disclosure concerning mineral resource estimates on a news release dated February 25, 2009. Salazar filed a new technical report and the cease trade order was revoked by the BCSC on October 14, 2010 and its shares resumed trading on October 18, 2010.

C. Appointment of Auditor

Management recommends the re-appointment of Crowe MacKay, LLP, Chartered Accountants, the present auditor, as the auditor of the Corporation to hold office until the close of the next annual meeting of the shareholders.

Shares represented by proxies in favour of the management nominees will be voted in favour of the appointment of Crowe MacKay, LLP, Chartered Accountants, as auditor of the Corporation and authorizing the Board to fix the auditor’s remuneration, unless a shareholder has specified in his proxy that his shares are to be withheld from voting on the appointment of auditor.

D. Ratification of Stock Option Plan

Management is seeking ratification by the shareholders of the Corporation’s existing stock option plan (the “**Stock Option Plan**”) in accordance with the policies of the TSXV. The Corporation established the current Stock Option Plan in 2014. The number of Common Shares reserved for issuance pursuant to the exercise of stock options under the Stock Option Plan is equal to 10% of the number of issued and outstanding Common Shares of the Corporation at any given time on a “rolling” basis. The TSXV requires that the Stock Option Plan be submitted for approval and ratification by the shareholders at each Annual General Meeting of the Corporation. Accordingly, management is seeking approval and ratification of the Stock Option Plan by the shareholders. A copy of the Stock Option Plan is available on request and will be available for review at the Meeting.

The Stock Option Plan was established to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Corporation. The intention of management in proposing the Stock Option plans was and is to increase the proprietary interest of such persons in the Corporation and thereby aid the Corporation in attracting, retaining and encouraging the continued involvement of such persons with the Corporation.

At the Meeting, shareholders will be asked to consider and, if thought fit, pass the following ordinary resolutions:

“BE IT RESOLVED THAT:

- (i) the Corporation’s Stock Option Plan be ratified, confirmed and approved, including reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued and outstanding Common Shares of the Corporation;
- (ii) the Corporation is authorized to grant stock options pursuant to and subject to the terms and conditions of the Stock Option Plan to qualified directors, officers, employees and consultants or management company employees of the Corporation, or any affiliate of the Corporation; and
- (iii) any one director or officer of the Corporation, for and on behalf of the Corporation, be and is hereby authorized to execute and deliver all documents and instruments and take all such other actions as may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents and instruments and the taking of any such actions.”

Management of the Corporation recommends that the shareholders vote in favour of the Ratification of Stock Option Plan Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Ratification of Stock Plan Resolution.

E. Consolidation of Shares

Management is proposing to consolidate the Corporation's issued shares (the "**Share Consolidation**") to provide greater flexibility in any future acquisitions and financings the Corporation may wish to complete. In particular, in light of the current market conditions, management believes it will be beneficial to the current shareholders to have the issued share capital made more attractive to future investors.

At the Meeting, shareholders will be asked to consider and, if thought fit, pass the following ordinary resolutions:

“BE IT RESOLVED THAT:

- (i) the Corporation's authorized share structure be altered by consolidating all of the 10,906,080 fully paid and issued common shares without par value in the capital of the Corporation (or such other number of fully paid and issued common shares that are outstanding on the effective date of the Share Consolidation) on the basis of up to five (5) old common shares of the Corporation for one (1) new common share of the Corporation into approximately 2,181,216 common shares (or such other number of fully paid and issued common shares resulting from the Share Consolidation);
- (ii) any fractional shares of the Corporation arising from the Share Consolidation be rounded down to the nearest whole share of the Corporation;
- (iii) the directors of the Corporation, in their sole and complete discretion, may act upon this resolution to effect the Share Consolidation, or if deemed appropriate and without any further approval from the shareholders of the Corporation, may choose not to act upon this resolution notwithstanding shareholder approval of the Share Consolidation;
- (iv) should the directors of the Corporation choose to act upon this resolution to effect the Share Consolidation and subject to the deposit of this resolution at the Corporation's records office, any one director or officer of the Corporation is authorized and directed to electronically file or cause to be filed, a Notice of Alteration with the Registrar of Companies of British Columbia; and
- (v) any one director or officer of the Corporation is authorized and directed on behalf of the Corporation to take all necessary steps and proceedings, and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things as may be necessary or desirable to give effect to this resolution.”

Under the Corporation's Articles and in compliance with the British Columbia *Business Corporations Act*, the directors of the Corporation may, by resolution, change the authorized share structure of the Corporation by consolidating all or any of its unissued or fully paid issued shares. Under the policies of the TSXV, all security consolidations are subject to TSXV acceptance. In addition, the TSXV will require shareholder approval for any security consolidation which, when combined with any other security consolidation conducted by the Issuer within the previous 24 months that was not approved by its shareholders, would result in a cumulative consolidation ratio of greater than 10 to 1 over such 24 month period.

To be effective, the foregoing resolution must be passed by a simple majority of the votes cast at the meeting. The Board of Directors of the Corporation recommends that shareholders vote in favour of the proposed Share Consolidation.

The proposed Share Consolidation will not change in any way any shareholder's proportion of votes to total votes; however, if the resolution is passed, the total number of votes that a shareholder may cast at any future general meeting of the Corporation will be reduced. Any resulting fractional common share will be rounded down to the nearest whole common share. The Corporation's name will not change in connection with the Share Consolidation.

The Corporation cannot proceed with the proposed Share Consolidation without the approval of the TSXV. If shareholders pass the resolution and the TSXV approves the Share Consolidation, the Share Consolidation will take effect on a date to be coordinated with the TSXV and announced in advance by the Corporation.

Management of the Corporation recommends that the shareholders vote in favour of the Share Consolidation Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Share Consolidation Resolution.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive compensation is based upon the need to provide a compensation package that will allow the Corporation to attract and retain qualified and experienced executives, balanced with a pay-for performance philosophy. Compensation for this financial year and prior financial years have historically been based upon a negotiated salary, with stock options and bonuses potentially being issued and paid as an incentive for performance.

As the Corporation does not have a compensation committee, the Board has the responsibility to administer compensation policies related to the executive management, being the President, Chief Executive Officer and Chief Financial Officer.

Option-Based Awards

As the Corporation does not have a compensation committee, the Board has the responsibility to administer compensation policies related to executive management of the Corporation, including option-based awards.

Shareholders have approved a Stock Option Plan pursuant to the Board has granted stock options to executive officers. The Stock Option Plan provides compensation to participants and an additional incentive to work toward long-term Corporation performance. See heading “Particulars of Matters to be Acted Upon - Ratification of Stock Option Plan” above for further disclosure on the stock option plan.

Executive compensation is based upon the need to provide a compensation package that will allow the Corporation to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Corporation. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSXV, and closely align the interests of the executive officers with the interests of the Corporation’s shareholders.

Unless otherwise noted, the following information is for the Corporation’s last completed financial year ended April 30, 2016.

Named Executive Officers

For the purposes of this Circular, a Named Executive Officer (“**NEO**”) of the Corporation means each of the following individuals:

- (a) the Chief Executive Officer (“**CEO**”) of the Corporation;
- (b) the Chief Financial Officer (“**CFO**”) of the Corporation;
- (c) the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 per year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

The NEOs as at February 14, 2017 were Sherman Dahl, President and CEO of the Corporation; Nick DeMare, CFO; Peter Wilson, former CEO of the Corporation; Ryan Cheung, former CFO; and Cyrus Driver, former CFO.

Director and Named Executive Officer Compensation

The following table sets forth a summary of the compensation paid to the NEOs and the Directors, current and former, for the two most recently completed financial years:

Table Of Compensation Excluding Compensation Securities							
Name and Position	Year Ended April 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Sherman Dahl ⁽¹⁾ President, CEO and Director	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A
Nick DeMare ⁽²⁾ CFO, Corporate Secretary and Director	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A
David Sidoo ⁽³⁾ Director	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A
Jeremy Ross ⁽⁴⁾ Director	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A
Peter Wilson ⁽⁵⁾ Former CEO and former Director	2016	64,172	NIL	NIL	NIL	NIL	64,172
	2015	24,501	NIL	NIL	NIL	NIL	24,501
Carl von Einsiedel ⁽⁶⁾ Former CEO and former Director	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	NIL	NIL	NIL	NIL	NIL	NIL
Cyrus Driver ⁽⁷⁾ Former CFO and former Director	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	119,400	NIL	NIL	NIL	NIL	119,400
Ryan Cheung ⁽⁸⁾ Former CFO	2016	30,000	NIL	NIL	NIL	NIL	30,000
	2015	NIL	NIL	NIL	NIL	NIL	NIL
Brian Biles ⁽⁹⁾ Former Director	2016	61,670	NIL	NIL	NIL	NIL	61,670
	2015	77,500	NIL	NIL	NIL	NIL	77,500
Johnathan Challis ⁽¹⁰⁾ Former Director	2016	NIL	NIL	NIL	NIL	NIL	NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL
Harrison Cookenboo ⁽¹¹⁾ Former Director	2016	14,000	NIL	NIL	NIL	NIL	14,000
	2015	10,000	NIL	NIL	NIL	NIL	10,000

NOTES:

- (1) Mr. Dahl was appointed as President, CEO and Director on July 19, 2016.
- (2) Mr. DeMare was appointed as Director and Corporate Secretary on July 4, 2016 and as CEO on January 9, 2017.
- (3) Mr. Sidoo was appointed as Director on July 19, 2016.
- (4) Mr. Ross was appointed as Director on October 18, 2016.
- (5) Mr. Wilson was appointed as the CEO on January 28, 2015 and as Director on February 19, 2015. Mr. Wilson resigned as director and CEO on July 19, 2016.
- (6) Mr. Von Einsiedel resigned as the CEO and Director on December 18, 2014.
- (7) Mr. Driver resigned as the CFO and Director on April 9, 2015.
- (8) Mr. Cheung was appointed as the CFO on July 13, 2015 and resigned on January 9, 2017.
- (9) Mr. Biles resigned as director on March 29, 2016.
- (10) Mr. Challis was appointed as Director on February 19, 2015 and resigned on July 4, 2016.
- (11) Mr. Cookenboo resigned as director on March 29, 2016.

None of the NEOs receives perquisites or personal benefits worth in aggregate 10% or more of their total salary, or any post- retirement benefits (including insurance).

There are no employment, consulting or management agreements under which compensation is paid to a director or NEO.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out for each NEO and Director of the Corporation all compensation securities granted or issued to each in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class ⁽¹⁾	Date of Issue or Grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Sherman Dahl	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Nick DeMare	N/A	N/A	N/A	N/A	N/A	N/A	N/A
David Sidoo	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jeremy Ross	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Peter Wilson Former CEO and former Director	Stock Options	266,667	June 30/15	\$0.29	\$0.27	\$0.06	June 29/20 ⁽²⁾
Carl von Einsiedel Former CEO and former Director	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Cyrus Driver Former CFO and former Director	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Ryan Cheung Former CFO	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Brian Biles Former Director	Stock Options	83,333	June 30/15	\$0.29	\$0.27	\$0.06	June 29/20 ⁽²⁾
Johnathan Challis Former Director	Stock Options	20,833	June 30/15	\$0.29	\$0.27	\$0.06	June 29/20 ⁽²⁾
Harrison Cookenboo Former Director	Stock Options	20,833	June 30/15	\$0.29	\$0.27	\$0.06	June 29/20 ⁽²⁾

NOTES:

- Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options as at the closing price on the date of the current financial year end, or, if no trades on the date of the current financial year end, the closing price on the previous trading day. The closing price of the Corporation's Common Shares was \$0.06 on April 30, 2016.
- Subsequent to the financial year ended April 30, 2016, Messrs. Wilson, Biles, Challis and Cookenboo resigned as directors and/or officers and, accordingly, these options have expired.

Pension Plan Benefits

The Corporation does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination of Employment, Change in Responsibilities and Employment Contracts

The Corporation does not have an employment contract with any of its NEOs. Each NEO devotes a portion of his or her time to the Corporation and a portion of his or her time to other companies where he or she is a director and/or officer. Accordingly, the NEOs invoice the Corporation based on the percentage of time devoted to the Corporation.

Neither the Corporation nor any of its subsidiaries have any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of the executive officers' employment with the Corporation and its subsidiaries or from a change of control of the Corporation or any subsidiary of the Corporation or a change in the executive officers' responsibilities following a change in control.

Management Contracts

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

Securities Authorized For Issuance under Equity Compensation Plans

For a description of our equity compensation plan, please see the heading "Option-Based Awards" above and "Particulars of Matters to be Acted Upon - Ratification of Stock Option Plan". The following table sets out equity compensation plan information as at the end of the financial year ended April 30, 2016:

Equity Compensation Plan Information			
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽¹⁾
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders - (the Option Plan)	287,500	1.40	803,108
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	287,500	1.40	803,108

NOTE:

- (1) Based upon the Company having 10,906,080 common shares issued and outstanding as at April 30, 2016. The Company currently has in place a "rolling" stock option plan whereby the maximum number of common shares that may be reserved for issuance pursuant to such plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant. See "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan" for further particulars of the stock option plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of April 30, 2016 or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as previously disclosed under the heading "Termination of Employment, Change in Responsibilities and Employment Contracts" to the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected

or would materially affect the Corporation or any of its subsidiaries during the year ended April 30, 2016, or has any interest in any material transaction in the current year.

The directors and officers of the Corporation have an interest in the resolutions concerning the election of directors and stock options. Otherwise no director or senior officer of the Corporation or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of shares or otherwise in the matters to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Corporation where the shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of shares in the capital of the Corporation.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”), the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with a company. A “material relationship” is a relationship which could, in the view of the Corporation’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Corporation’s Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Corporation’s Board requires management to provide complete and accurate information with respect to the Corporation’s activities and to provide relevant information concerning the industry in which the Corporation operates in order to identify and manage risks. The Board is responsible for monitoring the Corporation’s officers, who in turn are responsible for the maintenance of internal controls and management information systems.

Currently, the Board has two independent members, being David Sidoo and Jeremy Ross. The non-independent members are Sherman Dahl, President and CEO, and Nick DeMare, CFO.

Directorships

The following table sets forth the directors of the Corporation who currently hold directorships in other reporting issuers:

<u>Director</u>	<u>Other Reporting Issuer</u>
Sherman Dahl	None.
Nick DeMare	Aguila American Gold Limited, Cliffmont Resources Ltd., East West Petroleum Corp., GGL Resources Corp., Hansa Resources Limited, Global Daily Fantasy Sports Inc., Kingsmen Resources Ltd., Leading Edge Materials Corp., Mawson Resources Limited, Mirasol Resources Ltd., Hannan Metals Ltd., Rochester Resources Ltd., Rockshield Capital Corp., Salazar Resources Limited, Seaway Energy Services Inc. and Tinka Resources Limited

<u>Director</u>	<u>Other Reporting Issuer</u>
David Sidoo	Advantage Lithium Corp., East West Petroleum Corp. and Seaway Energy Services Inc.
Jeremy Ross	Big Wind Capital Inc., Catalina Gold Corp., Far Resources Ltd., Fission 3.0 Corp. and Fission Uranium Corp.

Orientation and Continuing Education

Each new director is given an outline of the nature of the Corporation's business, its corporate strategy and current issues within the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as a director of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and policies and is on the mailing list of the TSXV to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Corporation's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation. Further, the Corporation's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Corporation's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Corporation's Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

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

Compensation

The directors decide as a Board the compensation for the Corporation's officers, based on industry standards and the Corporation's financial situation. The directors currently do not receive any remuneration for their acting in such capacity.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

AUDIT COMMITTEE DISCLOSURE

Pursuant to section 224(1) of the *Business Corporations Act* (British Columbia), the policies of the TSXV and National Instrument 52-110 *Audit Committees* (“NI 52-110”), the Corporation is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Corporation or an affiliate of the Corporation. NI 52-110 requires the Corporation, as a venture issuer, disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

Audit Committee's Charter

The Audit Committee has the general responsibility to review and make recommendations to the Board of Directors on the approval of the Corporation's annual and interim financial statements. The Management Discussion and Analysis and the press release relating to financial information. More particularly, it has the mandate to:

- (i) Oversee all the aspects pertaining to the process of reporting and divulging financial information, the internal controls and the insurance coverage of the Corporation;
- (ii) Oversee the implementation of the Corporation's rules and policies pertaining to financial information and internal controls and to insure that the certifications process of annual and interim financial statements is conformed with the applicable regulations; and
- (iii) Evaluate and supervise the risk control program and review all related party transactions.

The Audit Committee makes sure that the external auditors are independent from management. The Committee reviews the work of outside auditors, evaluate their performance, evaluates their remuneration and makes recommendations to the Board of Directors. The Committee also authorizes non-related audit work. A copy of the Audit Committee Charter is attached to the information circular for the April 10, 2013 annual general meeting and filed on www.sedar.com on March 25, 2013.

Composition of the Audit Committee

The following are the current members of the Committee:

Nick DeMare	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
David Sidoo	Independent ⁽¹⁾	Financially literate ⁽²⁾
Jeremy Ross	Independent ⁽¹⁾	Financially literate ⁽²⁾

NOTES:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company that could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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 the Company's financial statements.

Relevant Education and Experience

Mr. Nick DeMare is a Chartered Professional Accountant and has been the President of Chase Management Ltd. since 1991. Chase is a private company which provides accounting, management, securities regulatory compliance and corporate secretarial services to companies listed on the Toronto and Venture Exchanges and their predecessors. He also serves as an officer and/or director of a number of public companies listed on the Toronto and Venture Exchanges. He holds a Bachelor of Commerce degree from the University of British Columbia and is a member in good standing with the Institute of Chartered Accountants of British Columbia.

Mr. David Sidoo is a businessman based in Vancouver where he oversees a successful private investment banking and financial management firm. Mr. Sidoo is currently a Board member and the President and CEO of Advantage Lithium Corp. and East West Petroleum Corp., public companies, the shares of which are traded on the TSXV. In 2014, Mr. Sidoo was appointed by the British Columbia Government to the Board of Governors for the University of British Columbia.

Mr. Jeremy Ross has more than seventeen years' experience in providing corporate finance and marketing services to developing private and small cap companies focusing particularly on mining, oil and gas and alternative energy, as well as in the technology, bio-tech and bio-medical sectors. Over this time, Mr. Ross has developed a comprehensive network of institutional and retail relationships and has planned and implemented numerous marketing campaigns. Mr. Ross provided corporate development consultancy to Fission Energy Corp. which sold the majority of its assets to Denison Mines in 2013 and subsequently spun out into Fission Uranium Corp. He is the founding President of Opus 3 Capital and is a director of Fission Uranium Corp., and Toro Resources. Since its inception in 2013, Fission Uranium Corp. has grown its market cap from \$45 million to \$500 million and recently spun out Fission 3.0 Corp. Jeremy was appointed director of Fission 3.0 Corp. following the acquisition of Fission Uranium Corp. by Alpha Minerals.

As a result of their respective business experience, each member of the audit committee (i) has an understanding of the accounting principles used by the Corporation to prepare its financial statements, (ii) has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (iii) has experience in analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to that that can reasonably be expected to be raised by the Corporation's financial statements, and (iv) has an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

External Auditor Service Fees (By Category)

Aggregate fees paid to the Auditor during the fiscal years ended April 30, 2016 and 2015 were as follows:

Financial Year Ended	Audit Fees	Audit Related Fees ¹	Tax Fees ²	All Other Fees ³
2016	\$12,050	\$Nil	\$Nil	\$Nil
2015	\$12,852	\$Nil	\$Nil	\$Nil

NOTES:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on the SEDAR website located at www.sedar.com.

Financial information is provided in the Corporation's audited comparative financial statements and Management's Discussion & Analysis ("MD&A") for its financial year ended April 30, 2016, which may be viewed at the SEDAR website.

Shareholders may contact the Corporation at Suite 1305, 1090 West Georgia Street, Vancouver, BC, V6E 3V7, to request copies of the Corporation's financial statements and MD&A.

OTHER MATTERS

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

The contents of this Information Circular and its distribution to shareholders have been approved by the Board of the Corporation.

DATED at Vancouver, British Columbia, February 14, 2017.

BY ORDER OF THE BOARD

/s/ "Nick DeMare"

**Nick DeMare,
Chief Financial Officer and Corporate Secretary**