

SUNVEST MINERALS CORP.
Suite 1240 - 789 West Pender Street
Vancouver, British Columbia, Canada V6C 1H2
Telephone (604) 683-3995 / Facsimile (604) 683-3988

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of Shareholders of **SUNVEST MINERALS CORP.** (the "**Company**") will be held at Suite 700 - 401 West Georgia Street, Vancouver, British Columbia, on Friday, October 6, 2017, at 10:00 a.m., Vancouver time, for the following purposes:

1. To receive the report of the Directors of the Company;
2. To receive and consider the audited financial statements of the Company for its fiscal period ended June 30, 2016, and the report of the auditor thereon;
3. To fix the number of Directors of the Company at five;
4. To elect Directors of the Company for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the Directors to fix their remuneration;
6. To consider and, if thought fit, to pass an ordinary resolution ratifying and approving the existing 10% rolling stock option plan of the Company;
7. To consider and, if thought fit, to pass an ordinary resolution approving an amendment to the 10% rolling stock option plan of the Company to change the minimum option price and ratifying and approving the amended 10% rolling stock option plan of the Company; and
8. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Information Circular dated September 1, 2017 and the form of Proxy accompany this Notice. The Information Circular contains details of matters to be considered at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of Proxy, or another suitable form of Proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Information Circular.

DATED at Vancouver, British Columbia, this 1st day of September, 2017.

BY ORDER OF THE BOARD

"Michael B. England"

Michael B. England
CEO and Director

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INFORMATION CIRCULAR

Solicitation of Proxies

This information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Sunvest Minerals Corp. (the “**Company**”) for use at the annual general and special meeting of shareholders (the “**Shareholders**”) of the Company (the “**Meeting**”) to be held at 700 – 401 West Georgia Street, Vancouver, British Columbia, on October 6, 2017, at 10:00 a.m. (Vancouver time) and any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders.

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 Company. All costs of this solicitation will be borne by the Company. The Company has made arrangements for intermediaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by those intermediaries and the Company may reimburse the intermediaries for reasonable fees and disbursements incurred by them in so doing.

Notice of the Meeting was provided to the securities commissions in each jurisdiction where the Company is a reporting issuer under applicable securities laws.

In this Information Circular, references to “**the Company**”, “**we**” and “**our**” refer to Sunvest Minerals Corp. “**Common Shares**” means common shares in the authorized share structure of the Company. “**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.

Date of Information Circular

Information contained in this Information Circular is given as at September 1, 2017, unless otherwise indicated.

GENERAL PROXY INFORMATION

Revocability of Proxies

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

- (a) executing a proxy bearing a later date; or
- (b) executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the shareholder’s authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized, and by depositing the Proxy bearing a later date with Computershare Investor Services Inc., or at the address of the registered office of the Company at 700 - 401 West Georgia Street, Vancouver, British Columbia, V6B 5A1, 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 date that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (c) by the registered shareholder 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.

Appointment of Proxyholders

A shareholder entitled to vote at the Meeting may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be Shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf.

The individuals named in the accompanying form of proxy (the "Proxy") are directors and/or officers of the Company (the "Management Designees"). **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting other than either of the Management Designees. 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.**

A proxy will not be valid unless the completed, signed and dated form of proxy is delivered to the office of Computershare Investor Services Inc., at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax within North America to 1-866-249-7775 and outside North America to (416) 263-9524, or by telephone to 1-866-732-VOTE (8683) or internet at www.investorvote.com not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Exercise of Discretion

The Management Designees named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. The Proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) 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 Management Designees will vote the Common Shares represented by the Proxy at their own discretion for the approval of such matter.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each Management Designee intends to vote thereon in accordance with the Management Designee's best judgment.

Proxy Voting Options

If you are a registered Shareholder, you may elect to submit a proxy in order to vote whether or not you are able to attend the Meeting in person. In order to vote by mail, you must complete, date and sign the Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc., at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax within North America to 1-866-249-7775 and outside North America to (416) 263-9524, or by telephone to 1-866-732-VOTE (8683) or internet at www.investorvote.com at any time up to and including 10:30 a.m. (Vancouver time) on October 4, 2017.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Beneficial Shareholders should note that only Proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

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 Company. 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 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 The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings unless the Beneficial Shareholders have waived the right to receive meeting material. Every intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

If you are a Beneficial Shareholder, the form of proxy supplied to you by your broker (or its agent) is similar to the form of Proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Communications Solutions Canada ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a proxy provided by the Company. The voting instruction form will name the Management Designees to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), 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. It must be returned to Broadridge 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 (or agent of your broker), you may attend at the Meeting as proxyholder for your broker and vote the 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 to 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 instrument form provided to you and return the same to your broker (or your broker's agent) in accordance with the instructions provided by your broker (or agent), well in advance of the Meeting.

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as disclosed herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Company has fixed September 1, 2017, as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of September 1, 2017, the Company had outstanding 31,902,553 fully paid and non-assessable Common Shares without par value, each carrying the right to one vote. The Company has no other classes of voting securities.

To the knowledge of the Directors and executive officers of the Company, no one beneficial owner owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the outstanding voting rights of the Company.

VOTES NECESSARY TO PASS RESOLUTIONS

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

Recommendation of the Board

The Board unanimously recommends that Shareholders vote in favour of all resolutions.

ELECTION OF DIRECTORS

The Board currently consists of five directors. Management proposes to fix the number of directors of the Company at five and to nominate the persons listed below for election as directors.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the British Columbia *Business Corporations Act* or the Articles of the Company, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Common Shares represented by proxy for the election of any other person or persons as directors.

The following table sets out the names of the management nominees; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares of the Company which each beneficially owns or over which control or direction is exercised:

Nominee Position with the Company and Province/State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Director of the Company Since	Committee Membership	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control of Direction is Exercised ⁽²⁾
Michael B. England, CEO & Director British Columbia, Canada	President, England Communications Ltd. since February 2009; President, CEO and Director of GeoNovus Minerals Ltd. from December 2011 to April 2014; Director of CKR Carbon Corp. (formerly Caribou King Resources Ltd.) since September 2009 to present and CEO from September 2009 to October 2015; Director and CEO of Ashburton Ventures Inc. since January 2007, December 2008, and September 2009 respectively; President, CEO and Director of Alix Resources Corp. since June 2007; Director of BTU Capital Corp. since April 2009; Director of Aintree Resources Corp. from October 2009 to May 2016; Director of Canada Coal Inc. from April 2014 to February 2015; Director of Sunvest Minerals Corp. from August 2016 and CEO from September 2016 to present.	August 12, 2016	Audit Committee	2,316,500
Gordon Zelko, President & Director British Columbia, Canada	Director and audit committee member of Sunvest Minerals Corp. and private investor.	April 26, 2016	Audit Committee	1,793,000
John Masters Chief Financial Officer, Corporate Secretary & Director British Columbia, Canada	Corporate Secretary of Ashburton Ventures Inc. since January 2009 and CFO since September 2016; Director and Corporate Secretary of Sienna Resources Inc. since October, 2015. Director and Corporate Secretary of Alix Resources Corp. since February, 2010 and CFO since February 2014.	July 14, 2016	Nil	Nil
Donald McKinnon, Director Ontario, Canada	Self-employed mining consultant and prospector.	October 18, 2016	Audit Committee	150,000
Victor Bradley, Chairman & Director Principality of Monaco	Mr. Bradley, CPA/CA is Director of Osisko Gold Royalties, a company created through the sale of Osisko Mining and holding an NSR royalty on the Malartic Mine and a private investor in mining and mineral exploration companies	September 12, 2016	Nil	Nil

(1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years unless otherwise indicated.

(2) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by Computershare, the registrar and transfer agent of the Company, insider reports filed on SEDI and by the nominees themselves.

Other than as set out below, to the knowledge of the Company, no proposed director is, or has, within the 10 years before the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that,

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; 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.

Zone Resources Inc., a company of which Michael B. England became a director in May of 2008, was issued a cease trade order dated May 7, 2008, by the Alberta Securities Commission and a cease trade order dated May 14, 2008, by the BC Securities Commission for failing to file annual audited financial statements for the period ending Dec. 31, 2007, within the required time period. Zone Resources Inc. received a Revocation Order from the Alberta Securities Commission on September 9, 2008 and from the BC Securities Commission on September 9, 2008.

BTU Capital Corp., a company of which Michael B. England became a director in April of 2009, was issued a cease trade order dated September 8, 2014 by the BC Securities Commission for failing to file annual audited financial statements for the period ending April 30, 2014, within the required time period. BTU Capital Corp. The cease trade order was revoked by the Alberta Securities Commission February 16, 2017 and resumed trading on the TSX Venture Exchange June 20, 2017.

To the knowledge of the Company, no proposed director of the Company was, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including Sunvest Minerals Corp.) 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.

No proposed director of the Company has, within the 10 years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director of the Company has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a security regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any 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 that proposed director.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

The Board as a whole has the responsibility of determining the compensation for the Chief Executive Officer (the "CEO") and the Chief Financial Officer (the "CFO") and of determining compensation for directors and senior management.

The Company's compensation objectives include the following:

- to assist the Company in attracting and retaining highly-qualified individuals;
- to create among directors, officers, consultants and employees a sense of ownership in the Company and to align their interests with those of the shareholders; and
- to ensure competitive compensation that is also financially affordable for the Company.

Compensation

The compensation program is designed to provide competitive levels of compensation. The Company recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, the Company's NEOs (defined below) may receive compensation that is comprised of three components:

- Salary, wages or contractor payments;
- Stock option grants; and/or
- Bonuses.

The objectives and reasons for this system of compensation are to allow the Company to remain competitive compared to its peers in attracting experienced personnel. The base salary of an NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The base salary review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not evaluated against a formal "peer group". The Compensation Committee relies on the general experience of its members in setting base salary amounts.

Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, although the level of reward provided by a particular stock option grant is dependent upon the volatile stock market.

Any bonuses paid to the NEOs are allocated on an individual basis related to the review by the Board of the work planned during the year and the work achieved during the year, including work related to mineral exploration, administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments.

Executive Compensation

In this section "Named Executive Officer" or "NEO" means the CEO, the CFO and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation exceeds \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

Gordon Zelko, the Company's former CEO, Geoff Balderson, the Company's former CEO & CFO, Ryan Cheung the Company's former CFO, Sam Wong the Company's former CFO and Carrie Cesarone the Company's former CFO, are the "Named Executive Officers" of the Company for the purposes of the following disclosure. There are no other executive officers of the Company whose total compensation exceeded \$150,000 in the financial year ended June 30, 2016. The compensation paid to the Named Executive Officers for the three most recently completed financial years of the Company is as set out below:

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Gordon Zelko Former CFO ⁽³⁾	2016	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Geoff Balderson Former CEO and CFO ^(2 & 4)	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	30,000	7,753	Nil	Nil	Nil	Nil	Nil	37,753
	2014	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
Ryan Cheung Former CFO ⁽⁷⁾	2016	Nil	Nil	Nil	Nil	Nil	Nil	10,000 ⁽⁹⁾	10,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sam Wong Former CFO ⁽⁶⁾	2016	Nil	Nil	Nil	Nil	Nil	Nil	10,000 ⁽⁸⁾	10,000
	2015	11,250	Nil	11,629	Nil	Nil	Nil	Nil	22,879
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Carrie Cesarone Former CFO ⁽⁵⁾	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	1,500	Nil	3,876	Nil	Nil	Nil	Nil	5,376
	2014	11,276	Nil	Nil	Nil	Nil	Nil	Nil	11,276
Ryan Kalt, Former President & CEO ⁽⁸⁾	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	27,134	Nil	Nil	Nil	Nil	27,134
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) The fair value of the option-based awards was determined on the grant date using the Black-Scholes option pricing model. The Company uses the Black-Scholes option pricing model because it is a widely used and generally accepted method of estimating the fair value of stock options for accounting purposes.
- (2) Mr. Geoff Balderson was President and CEO of the Company from September 19, 2012 to January 26, 2015.
- (3) Mr. Gordon Zelko was CEO of the Company from February 25, 2016 to September 2, 2016
- (4) Mr. Geoff Balderson was CFO of the Company from November 13, 2012 to September 19, 2013.
- (5) Mrs. Carrie Cesarone was CFO of the Company from September 19, 2013 to February 16, 2015.
- (6) Mr. Sam Wong was CFO of the Company from February 16, 2015 to October 28, 2015. Amounts paid to Samina Capital Ltd. a corporation owned by Mr. Sam Wong a former CFO of the Company.
- (7) Mr. Ryan Cheung was CFO of the Company from October 28, 2015 to July 15, 2016. Amounts paid to Midland Management Ltd., a corporation owned by Mr. Ryan Cheung a former CFO of the Company.
- (8) Mr. Ryan Kalt was President and CEO of the Company from January 26, 2015 to February 25, 2016.

Outstanding Share-Based Awards And Option-Based Awards

The following tables provide information regarding all option-based awards held by the Company's Named Executive Officers that were outstanding as at June 30, 2016.

Name (a)	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options ⁽¹⁾ (\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)
Sam Wong	150,000	\$0.08	February 17, 2020	Nil	Nil	Nil

Name (a)	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options ⁽¹⁾ (\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)
	Carrie Cesarone	50,000	\$0.08	February 17, 2020	Nil	Nil
Ryan Kalt	350,000	\$0.08	February 17, 2020	Nil	Nil	Nil
Geoff Balderson	100,000 10,000	\$0.08 \$1.00	February 17, 2020 March 16, 2017	Nil Nil	Nil Nil	Nil Nil

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$0.05 and the exercise or base price of the option

Incentive Plan Awards - value vested or earned during the year

Name (a)	Option-based awards – Value vested during the year ⁽¹⁾ (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Sam Wong, former CFO	Nil	Nil	Nil
Carrie Cesarone, former CFO	Nil	Nil	Nil
Ryan Kalt, former CEO	Nil	Nil	Nil
Geoff Balderson, former CEO	Nil	Nil	Nil

(1) This amount is the dollar value that would have been realized computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

Termination of Employment, Change in Responsibilities and Employment Contracts

There are no employment contracts between the Company and the Named Executive Officers except as described under the heading "Management Contracts".

There are no compensatory plans, contracts or arrangements between the Company and any Named Executive Officer, where the Named Executive Officer is entitled to receive more than \$50,000 from the Company, including periodic payments or instalments, in the event of:

- (a) the resignation, retirement or any other termination of employment of the Named Executive Officer's employment with the Company;
- (b) a change of control of the Company; or
- (c) a change of the Named Executive Officer's responsibilities following a change in control.

Pension Arrangements

The Company does not have any pension arrangements in place for the Named Executive Officers.

COMPENSATION OF DIRECTORS

For a description of the compensation paid to the Company's Named Executive Officer(s) who also act as directors, see "Summary Compensation Table".

Other than as disclosed elsewhere in this Information Circular, no director of the Company who is not a Named Executive Officer has received, during the most recently completed financial year, compensation pursuant to:

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

The Company may grant incentive stock options to directors of the Company from time to time pursuant to the stock option plan of the Company and in accordance with the policies of the TSX Venture Exchange (the "TSX-V").

The compensation paid to the directors, other than the Named Executive Officers, during the Company's most recently completed financial year is as set out below:

Name (a)	Fees earned (\$) (b)	Share- based awards (\$) (c)	Option- based awards (\$) (d)	Non-equity incentive plan compensation (\$) (e)	Pension value (\$) (f)	All other compen- sation (\$) (g)	Total (\$) (h)
Gordon Zelko	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Blair Way ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Toyoda ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bruno Maruzzo ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Blair Way was a director of the Company from March 14, 2016 to March 21, 2016.

(2) David Toyoda was a director of the Company from March 14, 2016 to August 8, 2016.

(3) Bruno Maruzzo was a director of the Company from March 14, 2016 to October 18, 2016

Narrative Discussion

Other than amounts already included in the above table, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options to the Company's directors is to assist the Company in compensating, attracting, retaining and motivating the directors and to closely align the personal interests of the directors to that of the Company's shareholders.

Incentive Plan Awards - Outstanding Share-Based Awards And Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period, at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Directors who are not Named Executive Officers:

Name (a)	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options ⁽¹⁾	Option exercise price	Option expiration 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
	(#) (b)	(\$) (c)	(d)	(\$) (e)	(#) (f)	(\$) (g)
Gordon Zelko	100,000	\$0.12	February 24, 2018	Nil	Nil	Nil
	100,000	\$0.12	July 14, 2018	Nil	Nil	Nil
	150,000	\$0.16	November 1, 2018	Nil	Nil	Nil
Blair Way	Nil	N/A	N/A	Nil	Nil	Nil
David Toyoda	Nil	N/A	N/A	Nil	Nil	Nil
Bruno Maruzzo	50,000	\$0.12	July 14, 2018	Nil	Nil	Nil

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$0.06 (June, 2016 - \$0.05) and the exercise or base price of the option.

Incentive Plan Awards - Value Vested or Earned During The Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Directors who are not Named Executive Officers are as follows:

Name (a)	Option-based awards – Value vested during the year ⁽¹⁾	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
	(\$) (b)	(\$) (c)	(\$) (d)
Gordon Zelko	Nil	Nil	Nil

(1) This amount is the dollar value that would have been realized computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan that the Company has in place is its 2016 stock option plan (the “**Plan**”). The Plan was established to provide an incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the directors of the Company. The Plan provides that options will be issued pursuant to option agreements with directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation agreements, may not exceed 10% of the total number of issued and outstanding Common Shares at the date of grant. All options expire on a date not later than five years after the issuance of such option.

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company’s most recently completed fiscal year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	318,991	\$0.93	247,991
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	318,991	\$0.93	247,991

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Company was indebted to the Company as at the date hereof or at any time during the most recently completed financial year of the Company. None of the proposed nominees for election as a director of the Company, or any associate of any director, executive officer or proposed nominee, was indebted to the Company as at the date hereof or at any time during the most recently completed financial year of the Company.

The Company has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Company's directors, executive officers, proposed nominees for election as a director, or associates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

Except as set out in the executive compensation and the compensation of directors section above, since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

Management recommends that Shareholders vote to re-appoint Davidson & Company LLP, Chartered Accountants, of Suite 1200, 609 Granville Street, Vancouver, BC, V7Y 1G8, as auditors for the Company and to authorize the directors to fix their remuneration. Davidson & Company LLP, Chartered Accountants were first appointed as auditors for the Company on September 13, 2016.

MANAGEMENT CONTRACTS

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

CORPORATE GOVERNANCE

General

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose the corporate governance practices that they have adopted according to guidance provided pursuant to National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”).

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators (the “**CSA**”) have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure by reporting issuers of its corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Board of Directors

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

The current independent members of the Board of Directors of the Company is Donald McKinnon. The non-independent directors are Michael B. England, CEO, Gordon Zelko, President, Victor Bradley, Chairman and John Masters, the Chief Financial Officer and Corporate Secretary of the Company.

The Board facilitates its independent supervision over management by choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are, however, able to meet at any time without any of the non-independent directors being present. Further supervision is performed through the Audit Committee who may meet with the Company’s auditors without management being in attendance.

Directorships

The participation of the directors in other reporting issuers as at the date of this Management Circular is described in the following table:

Name of Director	Names of Other Reporting Issuers of which the Director is a Director
Michael B. England	Ashburton Ventures Inc., BTU Capital Corp. and Alix Resources Corp.
Donald McKinnon	Northern Sun Mining Corp.
John Masters	Sienna Resources Inc. and Alix Resources Corp.
Gordon Zelko	Running Fox Resource Corp.
Victor Bradley	Osisko Gold Royalties Ltd.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company’s properties and on director responsibilities.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business. In addition, management of the Company makes itself available to discussions with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of 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 Company, this policy will be reviewed.

Other Board Committees

The Board has no 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.

Compensation

The Board is not compensated for acting as directors, except for being granted incentive stock options pursuant to the policies of the TSX-V and the Company's stock option plan. The Board acts as a whole to determine and approve the final stock grants and compensation amounts.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee (the "**Audit Committee**") and its relationship with its independent auditors, as set forth in the following.

Charter

The Company has adopted a charter (the "**Charter**") of the Audit Committee of the Board, which is attached as Schedule "A" to this Information Circular.

Composition

The current members of the Audit Committee are Michael B. England, Gordon Zelko and Donald McKinnon. Mr. McKinnon is the independent member of the Audit Committee and Mr. England and Mr. Zelko are not independent. All of the members of the Audit Committee are considered to be financially literate.

Relevant Education and Experience

- **Michael England** - Mr. England is currently a director and/or officer of 4 (including Sunvest) reporting issuers, all of whom are listed on the TSX-V, and all of whom are similar in industry and size to the Company. Mr. England has been a director and executive officer of numerous junior mining companies similar to the Company since 2001, and serves as a member of the audit committee on many of these companies. Mr. England is also the director and President of England Communications Ltd., a private company which offers management services to several reporting companies involved in mining

exploration. As a result of these years of experience, Mr. England is very familiar with the breadth and complexity of issues that face the Company, and in particular, the accounting issues that may be raised by the financial statements of the Company.

- **Gordon Zelko** - Mr. Zelko graduated with a major in economics from Simon Fraser University and has over 25 years of experience in the mining, energy and technology sectors, focusing on raising capital and building numerous strategic relationships. He has extensive knowledge of the capital markets and financing activities. Mr. Zelko has also developed expertise in the areas of business and strategic planning, leadership, identification of potential acquisitions, business development, and contract negotiations.
- **Donald McKinnon** - Mr. McKinnon has been involved in the mining exploration industry since a very young age and has been actively exploring mining properties in Ontario and internationally. This includes having been involved in managing all aspects of exploration from property acquisition and grass roots exploration, to seeing projects through to the development stage.

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company's Audit Committee Charter.

Reliance on Certain Exemptions

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

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by BDO Canada LLP, Chartered Accountants, to the Company to ensure auditor independence. Fees incurred for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended June 30, 2016	Fees Paid to Auditor in Year Ended June 30, 2015
Audit Fees ⁽¹⁾	\$15,000.00	\$18,900.00
Audit-Related Fees ⁽²⁾	\$300.00	\$378.00
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees	Nil	Nil
Total	\$15,300.00	\$19,278.00

(1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

PARTICULARS OF MATTERS TO BE ACTED UPON

APPROVAL OF STOCK OPTION PLAN

Confirmation of Existing Stock Option Plan and Approval of an Amended New Stock Option Plan

The Company received shareholder approval at its last annual general meeting held on January 6, 2016, of a "rolling" stock option plan (the "**Plan**") whereby a maximum of 10% of the issued Common Shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of options.

The TSX-V requires listed companies that have "rolling" stock option plans in place to receive shareholder approval of such plans on a yearly basis at the Company's annual general meeting. Accordingly, Shareholders will be asked at the Meeting to ratify and approve the Plan.

The purpose of the Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to the Company and any subsidiaries with an opportunity to purchase Common Shares of the Company and benefit from any appreciation in the value of the Company's Common Shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Common Shares for the benefit of all the Shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

The Plan provides for a floating maximum limit of 10% of the outstanding Common Shares, as permitted by the policies of the TSX-V. As at September 1, 2017, this represents 3,190,255 Common Shares available under the Plan, of which 2,825,000 are issued and 365,255 are reserved and available for issuance under the Plan.

The current policies of the TSX-V state that the option price must not be less than the closing prices of the Common Shares listed on the TSX-V on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the TSX-V. An option must be exercised within a period of five years from the date of granting. Within this five year period, the Board may determine the limitation period during which an option may be exercised. Currently, under the Plan, the option price must not be less than the exercise price permitted by the TSX-V, subject to a minimum of \$0.10 per Common Share. The Company is seeking to shareholder approval to amend the Plan (the amended Plan is called the "**2017 Plan**") to bring the Plan in line with current TSX-V policies, and to specifically remove the setting of a minimum option price at \$0.10 per Common Share such that, if approved, under the 2017 Plan, the option price must not be set at less than the minimum exercise price permitted by the TSX-V policies or the policies of any other applicable regulatory authorities. Any amendment to the Plan requires the approval of the TSX-V and may require shareholder approval.

The material terms of the Plan and the 2017 Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the Board at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
2. The exercise price of any options granted under the Plan will be determined by the Board, in its sole discretion, but shall not be less than the closing price of the Company's Common Shares the day on which the directors grant such options, less any discount permitted by the TSX-V.
3. No vesting requirements will apply to options granted under the Plan other than as required by TSX-V policies.

4. All options will be non-assignable and non-transferable except in the case of an Optionee's death the Optionee's personal representative or administrator will have the right to exercise in whole or in part any unexercised Option at any time until the earlier of (a) the Expiry Date and (b) the date that is one year after the date of the Optionee's death.
5. No more than (i) 5% of the issued Common Shares may be granted to any one individual in any 12-month period; and (ii) 2% of the issued Common Shares may be granted to a consultant, or an employee performing investor relations activities, in any 12-month period.
6. If the option holder ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death or disability), as the case may be, then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director or ceases to be employed by the Company, subject to the terms and conditions set out in the Plan. However, if the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be employed by the Company to provide investor relations activities, in accordance with the policies of the TSX-V.
7. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12-month period, exceeding 10% of the Company's issued Common Shares; and (iii) any grant of options to any one individual, within a 12-month period, exceeding 5% of the Company's issued Common Shares.
8. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's Common Shares.

The Company proposes to amend the Plan such that the material terms of the 2017 Plan which differ from the existing Plan are as follows:

9. The option price must not be less than the minimum exercise price permitted by the TSX-V or any other applicable regulatory authority.

A copy of the 2017 Plan, which is attached as Schedule "B" to this Information Circular, is an edited copy to clearly show the changes made to the existing Plan. The full text of the Plan, or if approved, the full text of the 2017 Plan, will be made available upon request from the registered and records offices of the Company, Suite 700 – 401 West Georgia Street, Vancouver, British Columbia, V6B 5A1, until 4 p.m. on the business day immediately preceding the date of the Meeting. The Plan is also available on the Internet at www.sedar.com.

The Plan, or if approved, the 2017 Plan, will be subject to annual TSX-V approval.

Shareholder Approval

Shareholders will be asked at the Meeting to approve with or without variation the following resolutions:

1. The existing Plan:

"BE IT RESOLVED that the Company's Stock Option Plan be and is hereby ratified and approved, and that in connection therewith a maximum of 10% of the issued and outstanding common shares at the time of each grant be approved for granting as options and that the board of directors be and are hereby authorized, without further shareholder approval, to make such changes to the Stock Option Plan as may be required or approved by regulatory authorities."

2. The 2017 Plan:

"BE IT RESOLVED that the Company's Stock Option Plan be and is hereby amended to change the minimum option price approved such that the option price must not be less than the exercise price permitted by the TSX-V or any other applicable regulatory authority and that the Company's amended Stock Option

Plan (the "2017 Stock Option Plan") be and is hereby ratified and approved, and that in connection therewith a maximum of 10% of the issued and outstanding common shares at the time of each grant be approved for granting as options and that the board of directors be and are hereby authorized, without further shareholder approval, to make such changes to the 2017 Stock Option Plan as may be required or approved by regulatory authorities."

Other Matters

As of the date of this Information Circular, management knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

Additional Information

Additional information relating to the Company is available on the SEDAR website at www.sedar.com.

Financial information on the Company is provided in the Company's comparative financial statements and management discussion and analysis of the most recently completed financial year ended June 30, 2016. Copies of the Company's financial statements and management discussion and analysis may be obtained upon request from the Company to the attention of Attention: John Masters at Suite 1240 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, Tel: 604-683-3995.

APPROVAL AND CERTIFICATION

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 1st day of September 2017.

"Michael B. England"

Michael B. England
CEO and Director

SCHEDULE A

SUNVEST MINERALS CORP. (the "Company")

AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Audit Committee (the "Committee") of the Board of the Company is to provide an open avenue of communication between management, the Company's independent auditors and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Company's independent auditors.

The Committee shall also perform any other activities consistent with this Charter, the Company's Articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chair from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with international financial reporting standards ("IFRS"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditors' responsibility is to audit the Company's financial statements and provide their opinion, based on their audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditors to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditors. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditors. The independent auditors shall report directly to the Committee.

Authority and Responsibilities

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditors the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditors the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditors' judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditors without the presence of management.
8. Review with management and the independent auditors significant related party transactions and potential conflicts of interest.
10. Pre-approve all non-audit services to be provided to the Company by the independent auditors.
11. Monitor the independence of the independent auditors by reviewing all relationships between the independent auditors and the Company and all non-audit work performed for the Company by the independent auditors.
12. Establish and review the Company's procedures for the:
 - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
13. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
14. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the Articles of the Company.

SCHEDULE B
SUNVEST MINERALS CORP.
2017 STOCK OPTION PLAN

1. Purpose of the Plan

The purpose of this Stock Option Plan is to provide certain directors, senior officers, employees, and consultants of the Company and any Affiliate with an opportunity to purchase Common Shares and to benefit from any appreciation in the value of the Common Shares. The Plan will provide an increased incentive for those individuals to contribute to the Company's future growth, success, and prosperity, thus enhancing the value of the Common Shares for the benefit of all of the Company's shareholders and increasing the ability of the Company and any Affiliate to attract and retain skilled and motivated individuals in the service of the Company.

2. Interpretation

Where used in this Plan, the following terms have the following meanings:

- (a) **"Act"** means the *Securities Act* (British Columbia), as amended from time to time;
- (b) **"Affiliate"** means a company that is affiliated with the Company such that one of them is the subsidiary of the other or each of them is controlled by the same person;
- (c) **"Board"** means the Company's Board of Directors, as constituted from time to time;
- (d) **"Common Shares"** means the Company's common shares or, if there is an adjustment as contemplated by section 11 of the Plan, any other common shares to which a Participant may be entitled on the exercise of an Option as a result of that adjustment;
- (e) **"Company"** means Strike Gold Corp. and includes any successor company;
- (f) **"Consultant"** means a person or company, other than an Employee, Officer or Director of the Company, that is engaged to provide services to the Company or an Affiliate, other than services in relation to a distribution, under a written contract and otherwise meets the definition of "consultant" contained in NI 45-106 and Exchange Policy 4.4, and includes, for an individual consultant, a company of which the individual consultant is an employee or shareholder, and a partnership of which the individual consultant is an employee or partner;
- (g) **"Director"** means a director of the Company or an Affiliate;
- (h) **"Disinterested Shareholders"** means shareholders of the Company excluding:
 - (i) Insiders to whom Options may be issued under the Plan; and
 - (ii) associates of those Insiders within the meaning of Exchange Policy 1.1;
- (i) **"Eligible Person"** means a bona fide Director, Officer, Employee, Consultant, and any "permitted assign" within the meaning of NI 45-106;
- (j) **"Employee"** means an employee (whether full-time or part-time) of the Company or an Affiliate within the meaning of Exchange Policy 1.1, or a Management Company Employee;

- (k) **“Exchange”** means the TSX Venture Exchange or, if the Common Shares are not then listed and posted for trading on the TSX Venture Exchange, the most senior stock exchange in Canada on which the Common Shares are listed and posted for trading;
- (l) **“Expiry Date”** means the date by which a Participant must exercise an Option;
- (m) **“Insider”** means:
 - (i) a director or senior officer of the Company;
 - (ii) a director or senior officer of a company that is an Insider or subsidiary of the Company;
 - (iii) a person that beneficially owns or controls, directly or indirectly, voting shares of the Company carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or
 - (iv) the Company itself if it holds any of its own securities;
- (n) **“Management Company Employee”** means an individual employed by a person providing management services but excluding investor relations services) to the Company, if the individual is not induced to purchase Common Shares by expectation of employment or continued employment with either the Company or the person providing the management services;
- (o) **“NI 45-106”** means National Instrument 45-106 *Prospectus and Registration Exemptions*;
- (p) **“Officer”** means a senior officer (as that term is defined in the Act) of the Company or an Affiliate or an executive officer (as that term is defined in NI 45-106);
- (q) **“Option”** means an option to purchase Common Shares granted by the Board to a Participant, subject to the provisions contained in the Plan;
- (r) **“Option Price”** means the price per share at which a Participant may purchase Common Shares under an Option, as that price may be adjusted in accordance with sections 8 and 11 of the Plan;
- (s) **“Participant”** means an Eligible Person to whom an Option is granted and which Option or a portion thereof remains unexercised; and
- (t) **“Plan”** means this Stock Option Plan, as amended or varied from time to time.

Words importing the singular number only will include the plural and vice versa and words importing the masculine will include the feminine.

This Plan and all matters to which reference is made herein will be governed by and interpreted in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

3. Administration of the Plan

The Board will administer the Plan. The Board has the authority to:

- (a) grant Options to purchase Common Shares to Eligible Persons;
- (b) determine the terms, limitations, restrictions and conditions respecting Options;
- (c) interpret this Plan and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan as it from time to time deems advisable; and

- (d) make all other determinations and to take all other actions in connection with the implementation and administration of this Plan as it may deem necessary or advisable.

The Board may, subject to applicable law, delegate its powers to administer the Plan to a committee of the Board. Any committee will report to the Board the names of Participants to whom Options are granted under the Plan, the number of Common Shares subject to the Options, and the terms and conditions of each Option.

All decisions and interpretations of the Board regarding the Plan or Options granted hereunder will be conclusive and binding on the Company, all Participants, all Eligible Persons and their respective legal personal representatives.

4. Maximum Shares Issuable Under Plan

As long as the Company is a Capital Pool Company and has not completed a Qualifying Transaction within the meaning of Exchange Policy 2.4 entitled Capital Pool Companies, the aggregate number of Common Shares issuable under the Plan must not exceed that 10% of the total number of Common Shares outstanding as the closing of the Company's initial public offering ("IPO"), subject to adjustment in accordance with section 11 of the Plan.

From and after the date of completion of the Company's Qualifying Transaction within the meaning of Exchange Policy 2.4, the aggregate number of Common Shares issuable under (a) the Plan and (b) Previously Granted Options must not exceed 10% of the Company's issued Common Shares on the date on which an Option is granted under the Plan, subject to adjustment in accordance with section 12 of the Plan.

5. Limits on Option Grants

Options to purchase not more than an aggregate of 5% of the issued Common Shares may be granted to any one Participant in any 12 month period, unless the Company is or becomes a Tier 1 Issuer within the meaning of the policies of the Exchange and the Company has obtained the approval of Disinterested Shareholders.

The aggregate number of Common Shares reserved for issuance to Insiders pursuant to Options granted under the Plan must not exceed 10% of the issued Common Shares.

The Company is prohibited from granting to Insiders, within any 12 month period, a number of Options granted under the Plan that exceeds 10% of the issued Common Shares.

The Company is prohibited from granting to any one Consultant, within any 12 month period, a number of Options granted under the Plan that exceeds 2% of the issued Common Shares.

The Company is prohibited from granting to all Employees and Consultants conducting investor relations activities (within the meaning of the Exchange's policies), within any 12 month period, a number of Options granted under the Plan that exceeds 2% of the issued Common Shares.

No fractional Common Shares may be purchased or issued under the Plan.

6. Options Not Exercised

If Options granted under the Plan are surrendered, terminated or cancelled, or expire without being exercised in whole or in part, the Common Shares reserved for issuance but not purchased under the Options will be available for subsequent Options to be granted under the Plan.

7. Granting of Options

The Board may, from time to time in its discretion and subject to the provisions of the Plan, grant Options to Participants under the Plan. The grant of Options will be subject to the conditions contained in the Plan and may be subject to additional conditions determined by the Board from time to time.

Each Option will be evidenced by a written agreement between and signed by the Company and the Participant (an "Option Agreement"). Each Option Agreement will contain:

- (a) a representation of the Company and the Participant that the Participant is a bona fide Employee, Consultant or Management Company Employee, as the case may be, and
- (b) other terms and conditions that are established by the Board and consistent with the Plan's provisions.

8. Option Price

The Option Price will not be less than the last closing price of the Common Shares on the Exchange on the trading day immediately before the date of grant, less the discount permitted under the Exchange's policies, and in any event no less than the minimum exercise price allowable under the Exchange's policies, applicable securities laws or the policies of any other applicable regulatory authorities.

9. Term of Option

The maximum term of any Option will be five years from the date of grant of the Option, provided that if the Company is or becomes a Tier 1 Issuer within the meaning of the policies of the Exchange or if the Common Shares become listed and posted for trading on The Toronto Stock Exchange, then in either case the maximum term of any Option will be ten years from the date of grant of the Option.

10. Vesting of Options

The Board may specify a vesting schedule for all or any portion of an Option at the time of grant of the Option. Options granted to Consultants conducting investor relations activities (within the meaning of Exchange's policies) must vest:

- (a) over a period of not less than 12 months, with 25% of the Options vesting on each of the dates that is three, six, nine and 12 months from the date of grant; or
- (b) such longer vesting period as the Board may determine.

No Option that is subject to a vesting schedule will be exercisable until it has vested. No Option that is subject to a vesting schedule will become vested at any time after a Participant ceases to be employed by, or provide services to, or hold office as a Director of the Company or any Affiliate.

11. Exercise of Option

Subject to any vesting schedule and the provisions of the Plan and the terms of the Option Agreement, a Participant or a Participant's legal personal representative may exercise an Option or a portion thereof from time to time by giving written notice to the Company at its head office. This notice must state the intention of the Participant or the Participant's legal personal representative to exercise the Option or a portion thereof and the number of Common Shares for which the Option is being exercised, and must be accompanied by payment in full of the Option Price for each of the Common Shares being purchased, in cash or by certified cheque, bank draft or money order payable to the Company.

12. Adjustment in Shares

If there is a change in the outstanding Common Shares by reason of any stock dividend or any recapitalization, amalgamation, subdivision, consolidation, combination or exchange of shares, or other corporate change, the Board will make, subject to the prior approval of the Exchange if required, appropriate substitution or adjustment in:

- (a) the number or kind of shares or other securities reserved for issuance pursuant to this Plan; and
- (b) the number and kind of shares subject to unexercised Options theretofore granted and in the Option Price of such shares,

provided, however, that no substitution or adjustment will obligate the Company to issue or sell fractional shares.

If the Company amalgamates or merges with any other company or companies (the right to do so being hereby expressly reserved) whether by way of arrangement, sale of assets and undertaking, or otherwise, then the number of shares of the resulting company to which an Option relates will be determined as if the Option had been full exercised before the effective date of the amalgamation or merger and the Option Price will be correspondingly increased or decreased, as applicable.

13. Assignability of Options

An Option granted to a Participant hereunder is non-assignable and non-transferable and, except in the case of a Participant's death (which is addressed in section 13), only a Participant to whom an Option has been granted may exercise that Option; provided that, subject to the prior approval of the Board and the Exchange, a Participant may assign an Option to a company of which all of the voting securities are beneficially owned by the Participant, which ownership will continue for as long as any portion of the Option remains unexercised.

14. Termination

- (1) If a Participant is an Employee or Consultant and is neither a Director nor Officer and ceases to be an Employee or Consultant by reason of termination of employment of the Employee for cause or termination of engagement of the Consultant for breach, the Option will terminate on the effective date of the Participant ceasing to be an Employee or Consultant for that reason.
- (2) If a Participant dies, the Participant's personal representative or administrator will have the right to exercise in whole or in part any unexercised Option at any time until the earlier of (a) the Expiry Date and (b) the date that is one year after the date of the Participant's death.
- (3) If a Participant ceases to be an Eligible Person for any reason other than as set out in subsections (1) or (2), the Option will terminate on the earlier of (a) the Expiry Date and (b) the date that is 90 days after the effective date of the Participant ceasing to be an Eligible Person for that other reason.
- (4) Notwithstanding subsection (3) hereof, if a Participant is an Employee who is engaged in investor relations activities (within the meaning of the Exchange's policies) and is neither a Director nor an Officer, the Option will terminate on the earlier of (a) the Expiry Date and (b) the date that is 30 days after the date on which the Participant ceases to provide services to the Company or any Affiliate.
- (5) If a Participant ceases to be one type of Eligible Person but concurrently is or becomes one or more other type of Eligible Person, the Option will not terminate but will continue in full force and effect and the Participant may exercise the Option until the earlier of (a) the Expiry Date and (b) the

applicable date set forth in section 13(1), (2), (3), or (4) where the Participant ceases to be any type of Eligible Person.

- (6) Options will not be affected by any change of a Participant's employment where the Participant continues to be employed by the Company or any Affiliate.
- (7) The Plan does not confer on a Participant any right to continue in the employ or service of or association with the Company or any Affiliate, nor does it interfere in any way with the right of a Participant or the Company or any Affiliate to terminate that Participant's employment, office or service at any time.

15. Amendment or Discontinuance of Plan

The Board may amend or discontinue the Plan at any time without the consent of the Participants provided that the amendment does not alter or impair any Option previously granted under the Plan except as permitted by the provisions of section 11 of the Plan. Any amendment of the Plan will require the prior approval of the Exchange and may require the approval of the Company's shareholders in accordance with the Exchange's policies.

16. Amendment or Cancellation of Options

The Board may at any time:

- (a) renegotiate and amend the terms and conditions of any Option previously granted under the Plan, including without limitation the Option Price, the number of Common Shares in respect of which the Option may be exercised, and the term of the Option; or
 - (b) cancel any Option previously granted under the Plan.
- provided that the Participant to whom the Option was granted consents in writing to the amendment or cancellation, and provided that regarding an amendment of any Option:
- (c) the amended terms and conditions of the Option are consistent with the Plan's provisions;
 - (d) if required, the Exchange approves the amendment of the Option; and
 - (e) if the Participant is an Insider of the Company at the time of the amendment, the Company obtains the approval of its Disinterested Shareholders, if required by the Exchange's policies.

The Board may grant under section 7 of the Plan, at its discretion, concurrently with or from time to time under the amendment or cancellation of an Option, one or more other Options to the Participant whose Option was amended or cancelled in accordance with this section 15.

17. Securities Regulation

The Company's obligation to authorize, issue, and deliver Common Shares under any Option is subject to:

- (a) the satisfaction of all requirements under applicable securities laws and the receipt of all regulatory approvals that the Company or its counsel determines to be necessary or advisable in connection with the authorization, issuance, or delivery;
- (b) the listing of those Common Shares on any stock exchange on which the Common Shares may then be listed; and
- (c) the receipt from a Participant of any representations, warranties, agreements, and undertakings as to future dealings in Common Shares purchased under any Option that the Company or its counsel

determines to be necessary or advisable to safeguard against the violation of the securities laws of any jurisdiction.

The Company will take all reasonable steps to obtain any authorizations, approvals, and registrations that may be necessary for the issuance of Common Shares under any Option in compliance with applicable securities laws and for the listing of those Common Shares on any stock exchange on which the Common Shares are then listed.

The inability of the Company to obtain any authorizations, approvals, or registrations necessary for the lawful issuance of Common Shares under any Option deemed reasonable by the Board will relieve the Company, the Board, and any committee of the Board of any liability in respect of the non-issuance of the Common Shares for which required authorizations, approvals, or registrations were not obtained.

18. Participant's Rights

A Participant will not have any rights as a shareholder of the Company until the Company issues to him a certificate for Common Shares on the exercise of an Option or a portion of it, and then only regarding the Common Shares represented by that certificate.

19. No Representation or Warranty

The Company makes no representation or warranty as to the future market value of any Common Shares issued in accordance with the Plan's provisions.

20. Effective Date

The Plan will become effective on the Board approving and adopting the Plan.

Plan approved by the Company's Board of Directors effective January 31, 2008

As amended on December 19, 2011 and July 26, 2017.

"Michael B. England"

Michael B. England
Chief Executive Officer and Director