



#1980 - 1075 West Georgia Street  
Vancouver, British Columbia, Canada V6E 3C9

**INFORMATION CIRCULAR**  
as at May 26, 2017  
(except as otherwise indicated)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of JAYDEN RESOURCES INC. for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on June 30, 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 Company”, “we” and “our” refer to JAYDEN RESOURCES INC. “Common Shares or Shares” means the ordinary shares in the share capital of the Company as defined in the Company’s Articles of Association. “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 Company. The Company 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 a Director and/or Officer of the Company. **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. If your shares are held in physical (i.e. paper) form and actually registered in your name, then you are a registered shareholder. However, if like most shareholders you keep your shares in a brokerage account, then you are a beneficial shareholder and the manner for voting is different for registered and beneficial shareholders, so you need to carefully read the instructions below.**

**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:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (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 persons named in the Proxy will vote the Common Shares represented by the Proxy, as recommended by Management.**

### **Registered Shareholders**

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose to submit a proxy may do so using one of the following methods:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Trust Company of Canada ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand delivery to the 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 or by mail or by hand delivery at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9;
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders 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
- (c) use the internet through Computershare's website at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders 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 any case the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory 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 Company as the registered holders of Common Shares) or as set out in the following disclosure.

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 (an "intermediary"). The vast majority of such Common Shares are registered 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), and, in the United States, 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).

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

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("OBOs") who object to their name being made known to the issuers of securities they own; and Non-Objecting Beneficial Owners ("NOBOs") who do not object to the issuers of the securities they own knowing who they are.

The Company is taking advantage of provisions in National Instrument 54-101 "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" permitting it to deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from our transfer agent, Computershare. The VIF is to be completed and returned to Computershare in accordance with the complete instructions set out on the VIF and in the Information Circular. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These shareholder materials are sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you,

your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions sent to you.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their 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 Company. 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 Canada and in the United States. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), different from those persons designated in the VIF, to represent you at the Meeting. To exercise this right, insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with the instructions set out in the VIF and this Information Circular. Once it has received all proxies sent in, 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 VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted as per your instructions, or (b) to have any alternate representative chosen by you duly appointed to attend and vote your Common Shares at 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.

#### **Notice to Shareholders in the United States**

The solicitation of proxies involve securities and the transactions contemplated in this Information Circular involve securities of an issuer located in Canada and are being effected in accordance with the corporate laws of the Cayman Islands and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is a company continued and registered under the laws of the Cayman Islands, certain of its directors and its executive officers are residents of Canada and substantially all of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

#### **Revocation 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:

- (a) 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 by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand delivery at 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, or by mail or by hand delivery at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9, or to

the Company's business office located at Suite 1980, 1075 West Georgia Street, Vancouver, British Columbia Canada, V6E 3C9, 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

- (b) 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 Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The board of directors (the "Board") of the Company has fixed May 26, 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.

The authorized capital of the Company consists of 5,000,000,000 Common Shares without par value.

As of May 26, 2017, there were 84,193,246 Common Shares issued and outstanding, each carrying the right to one vote.

To the knowledge of the directors and executive officers of the Company, the below persons beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at May 26, 2017.

<b>Shareholder Name</b>	<b>Number of Common Shares Held</b>	<b>Percentage of Issued Common Shares</b>
Letty Wan	11,601,328 <sup>(1)</sup>	13.78%
Eric Sprott	12,500,000 <sup>(2)</sup>	14.85%

Note:

1. The 11,601,328 Common Shares are registered to Gather Success Holdings Ltd., a company owned by Ms. Wan.
2. The 12,500,000 Common Shares are registered to 2176423 Ontario Ltd., a company owned by Mr. Sprott.

The Company's Common Shares trade on the TSX Venture Exchange (the "TSXV") under the trade symbol of "JDN".

The Company was previously amalgamated under the laws of British Columbia, Canada, with limited liability and subsequently changed its jurisdiction by way of continuation under the laws of the Cayman Islands as an exempted company limited by shares on August 8, 2012.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from Herrick Lau, the Company's Chief Financial Officer, at Suite 1980, 1075 West Georgia Street,

Vancouver, British Columbia, Canada, V6E 3C9, telephone number: (604) 688-9588 or fax number (778) 329-9361. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document. The documents are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

### FINANCIAL STATEMENTS

The consolidated financial statements of the Company for the Company's fiscal year ended December 31, 2016, together with related Management's Discussion & Analysis and the report of the auditor thereon were filed on SEDAR at [www.sedar.com](http://www.sedar.com) on April 28, 2017 and will be available at the Meeting.

### VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein.

If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

### ELECTION OF DIRECTORS

The size of the Board of the Company is currently determined at three (3) directors. The Board has proposed for election three (3) 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 Company's Articles of Association, 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. Subject to the Memorandum and Articles of Association of the Company, the shareholders may by ordinary resolution elect the Directors at each annual general meeting.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at May 26, 2017.

<b>Name of Nominee; Current Position with the Company and Province or State and Country of Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Company</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
<b>Denise Lok</b> Director British Columbia, Canada	Senior Manager, Corporate Finance of Baron Global Financial Canada Ltd. since 2009.	June 30, 2016	Nil

<b>Name of Nominee; Current Position with the Company and Province or State and Country of Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Company</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
<b>Savio Chiu</b> Director British Columbia, Canada	Senior Manager, Corporate Finance of Baron Global Financial Canada Ltd. since 2009.	June 30, 2016	Nil
<b>David Eaton</b> Director British Columbia, Canada	Chairman of Baron Global Financial Canada Ltd. since 2007.	June 30, 2016	Nil

Notes:

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.

No proposed nominee for election as a director of the Company, was within the last ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) 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 has 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;
- (d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

### **APPOINTMENT OF AUDITOR**

MNP LLP, Chartered Accountants, Suite 2200, 1021 West Hastings Street, Vancouver, British Columbia, Canada V6E 0C3, will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be fixed by the directors.

## 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 and its relationship with its independent auditor. Such disclosure is set forth below:

### **The Audit Committee’s Charter**

The Company has an Audit Committee Charter, which is attached as Schedule “A” to this Information Circular.

### **Composition of the Audit Committee**

The current members of the Company’s audit committee are Denise Lok (Chair), Savio Chiu and David Eaton. David Eaton, the Company’s Chief Executive Officer, is not “independent” as defined in National Instrument 52-110 *Audit Committees*. Denise Lok and Savio Chiu are independent. All of the Committee members are “financially literate”, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements and the management’s discussion and analysis (“MD&A”) for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements and MD&A of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

### **Relevant Education and Experience**

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

*Denise Lok* has been a Director of the Company since June 2016. Ms. Lok is currently employed with Baron Global Financial Canada Ltd. as Manager, Corporate Finance. Ms. Lok is a Chartered Accountant and holds a Bachelor of Commerce degree in Accounting and Transportation Logistics from the University of British Columbia.

*Savio Chiu* has been a Director of the Company since June 2016. Mr. Chiu is a Senior Manager of Corporate Finance for Baron Global Financial Canada Ltd. In the last 6 years, he has previously served in various capacities as officer and director for other public companies listed on the TSXV and the CSE. Mr. Chiu is a Chartered Accountant and holds a Bachelor of Commerce degree in Accounting from the University of British Columbia.

*David Eaton* has been a Director of the Company since June 2016, and a former director from September 9, 2008 to May 28, 2010. Mr. Eaton served as the Company’s former President & CEO from July 15, 2009 to May 31, 2010. Mr. Eaton has over 25 years’ experience in public markets with exposure to all aspects of the business as a trader, financier and market maker.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

The Company’s auditor, MNP LLP, has not provided any material non-audit services.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies regarding the engagement of the external auditors appointed by the shareholders of the Company consistent with the Committee’s charter with a view to ensuring the

Auditors' independence. These pre-approval policies relate to the engagement of audit services, audit-related services and non-audit-related services.

### External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audited services provided by MNP LLP to the Company to ensure auditor independence. Fees incurred with MNP LLP 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 December 31, 2016.	Fees Paid to Auditor in Year Ended December 31, 2015.
Audit Fees <sup>(1)</sup>	\$21,930	\$25,500
Audit-Related Fees <sup>(2)</sup>	\$Nil	\$Nil
Tax Fees <sup>(3)</sup>	\$2,098	\$3,308
All Other Fees <sup>(4)</sup>	\$Nil	\$Nil
<b>Total</b>	<b>\$24,028</b>	<b>\$28,808</b>

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews 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.

(4) "All Other Fees" include all other non-audit services.

### Exemption

The Company is a "venture issuer" under NI 52-110 and pursuant to NI 52-110, section 6.1, the Company is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

## CORPORATE GOVERNANCE

### General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board of the Company is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

### Independence of Members of Board of Directors

The Company's Board currently consists of three Directors, two of whom are independent based upon the tests for independence set forth in NI 52-110. Denise Lok and Savio Chiu are independent. David Eaton is not independent as he is the President and Chief Executive Officer of the Company.

## Management Supervision by Board of Directors

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent Directors on an informal basis as the independent Directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management.

## Participation of Directors in Other Reporting Issuers

The following directors and nominee directors of the Company are also directors of other reporting issuers as set out below:

<b>Name of Director</b>	<b>Name of Reporting Issuer</b>
Denise Lok	Confederation Minerals Ltd. (TSXV)
David Eaton	Healthspace Data Systems Ltd. (CSE)
Savio Chiu	H-Source Holdings Ltd. (TSXV)
	Crownia Holdings Ltd. (TSXV)

## Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and securities responsibilities.

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

## Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct that is posted on SEDAR at [www.sedar.com](http://www.sedar.com), and on its website at [www.jaydenresources.com/company/code-of-conduct.html](http://www.jaydenresources.com/company/code-of-conduct.html), and has instructed its management and employees to abide by the Code.

## Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of industry are consulted for possible candidates.

## Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

### **Compensation**

The Board is responsible for determining the compensation for executive members. The Board reviews the performance of the Chief Executive Officer in light of the Company's objectives.

### **Other Board Committees**

The Board has no other committees other than the audit committee.

### **Assessments**

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

## **STATEMENT OF EXECUTIVE COMPENSATION – Venture issuers**

### **Named Executive Officer**

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

### **Director and Named Executive Officer Compensation**

David Eaton, President and Chief Executive Officer and Herrick Lau, Chief Financial Officer and Corporate Secretary, are each a Named Executive Officer ("NEO") of the Company for the purposes of the following disclosure and current directors, Denise Lok and Savio Chiu who were directors of the Company at financial year ended December 31, 2016 for the purposes of the following disclosure.

### **Oversight and Description of Director and NEO Compensation**

The Board as a whole assumes responsibility for reviewing and monitoring compensation for the Company's senior management, and as part of that mandate determines the compensation of the Company's CEO and CFO. The Board wishes to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its NEOs and directors listed in the compensation tables that follow.

The Company has a share option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Company proposes share option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The share option plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

The Company regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified personnel, which is critical to the Company's success. The Company is committed to long-term incentive programs that promote the continuity of an excellent management

team and, therefore, the long-term success of the Company. The Company established a formal plan under which stock options may be granted to directors, officers, employees and consultants of the Company as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board and the Company are responsible for administering the Company's stock option plan and determining the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under the stock option plan. Stock options are typically part of the overall compensation package for executive officers and employees.

#### *Bonus*

Bonuses are performance based on short-term financial incentives and will be paid based on certain indicators such as personal performance, team performance and/or Company financial performance. Bonus levels will be determined by the level of position of the executive officer with the Company.

The Board will consider whether it is appropriate and in the best interests of the Company to award a discretionary cash bonus to the NEOs and if so, in what amount. A cash bonus may be awarded to reward extraordinary performance that has led to increased value for shareholders through property acquisitions or divestitures, the formation of new strategic or joint venture relationships, capital raising efforts or achieving satisfaction of predetermined and agreed upon performance criteria. Demonstrations of extraordinary personal commitment to the Company's interests, the community and the industry may also be rewarded through a cash bonus.

Because of market conditions, bonuses were not paid to the NEOs for their services in the most recently completed financial year.

The Board has not formally considered the risks associated with the Company's compensation policies and practices. The Company's compensation policies and practices give greater weight toward long-term incentives to mitigate the risk of encouraging short term goals at the expense of long term sustainability.

The Company does not have a formal policy prohibiting an NEO or director from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation and held, directly or indirectly, by the NEO or director. However, there is an understanding that the Company's NEOs and directors will not purchase such financial instruments, and no NEO or director has purchased any such financial instruments as at the date of this Information Circular.

#### *Compensation of Board Members and Named Executive Officers*

The Company does not have in place a Compensation Committee. All tasks related to developing and monitoring the Company's approach to the compensation of executive members are performed by the members of the Board.

The Company does not have in place a Nominating Committee. All tasks related to developing and monitoring the Company's approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEO's and the Company's employees are reviewed, recommended and approved by the Board.

The components of the directors' and executive officers' compensation are the same as those that apply to the NEOs, namely annual base salary, incentive stock options and bonus. The general compensation philosophy of the Company for directors and executive officers is to provide a level of compensation that is competitive within the North American marketplace and that will attract and retain individuals with the experience and qualifications necessary for the Company to be successful, and to provide long-term incentive compensation which aligns the interest of executives with those of the shareholders and provide long-term incentives to members of senior management whose actions have a direct and identifiable impact on the performance of the Company and who have had a material responsibility for long-range strategy development and implementation.

### *Executive Compensation-Related Fees*

No consultant or advisor has, at any time since the Company's most recently completed financial year, been retained to assist the Board in determining compensation for any of the Company's directors or executive officers. Fees were not paid by the Company to any consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the Company's directors and executive officers, for each of the two most recently completed financial years of the Company.

### **Compensation Review Process**

#### *Risks Associated with the Company's Compensation Practices*

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

#### *Base Salary or Consulting Fees*

Base salary ranges for the executive officers were initially determined upon a review of companies within the mining industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the mining industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

### **Option-based awards**

The Company has a share option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. All grants require approval of the Board and are based on such criteria as performance, previous grants, and hiring incentives. The share option plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

## Summary Compensation Table

David Eaton, President & Chief Executive Officer, Letty Wan, former President (resigned June 30, 2016) and Herrick Lau, Chief Financial Officer, are each a “Named Executive Officer” of the Company for the purposes of the following disclosure (“NEO”). The following table shows the compensation earned or paid to the NEOs during the Company’s three most recently completed financial years:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Letty Wan <sup>(1)</sup> former President & CEO	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	\$9,375	Nil	Nil	Nil	Nil	Nil	Nil	\$9,375
	2014	\$101,794	Nil	\$21,947	Nil	Nil	Nil	Nil	\$123,741
	-	-	-	-	-	-	-	-	-
David Eaton <sup>(2)</sup> President & CEO	2016	\$60,000	Nil	Nil	Nil	Nil	Nil	Nil	\$60,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	\$60,000	Nil	\$21,947	Nil	Nil	Nil	Nil	\$81,947
	-	-	-	-	-	-	-	-	-
Herrick Lau <sup>(3)</sup> CFO and Corporate Secretary	2016	Nil	Nil	Nil	Nil	Nil	NIL	\$15,000 <sup>(4)</sup>	\$15,000 <sup>(4)</sup>
	2015	Nil	Nil	Nil	Nil	Nil	Nil	\$13,000 <sup>(4)</sup>	\$13,000 <sup>(4)</sup>
	2014	Nil	Nil	\$8,779	Nil	Nil	Nil	\$58,500 <sup>(4)</sup>	\$67,279 <sup>(4)</sup>
	-	-	-	-	-	-	-	-	-

Notes:

- Letty Wan was appointed Chief Executive Officer of the Company on September 27, 2012 and President on June 27, 2014. She resigned from both positions on June 30, 2016.
- David Eaton was appointed President and Chief Executive of the Company on June 30, 2016. Mr. Eaton was the former President of the Company from September 27, 2012 to June 27, 2014. Mr. Eaton served as a consultant to the Company from July 2014 to June 2016.
- Herrick Lau was appointed Chief Financial Officer of the Company on December 16, 2008 and served as Corporate Secretary of the Company from January 8, 2010 to September 1, 2010. Mr. Lau was reappointed Corporate Secretary on October 8, 2014.
- The compensation was paid to Baron Global Financial Canada Ltd. ("Baron Canada") pursuant to a management services agreement between Baron Canada and the Company. Mr. Lau is the Managing Director of Baron Canada. Pursuant to the management services agreement, Baron Canada received a management fee of \$6,500 per month up to and including June 2014. In July 2014, Baron Canada and the Company agreed to reduce the management fee to \$3,250 per month. Beginning May 2015 to September 2016, Baron Canada and the Company agreed to reduce the fee to \$Nil per month. In October 2016, Baron Canada and Company agreed to a fee of \$5,000 per month.

## Incentive Plan Awards

### Outstanding Share-based Awards and Option-based Awards

The following table sets out all share-based awards and option-based awards outstanding under the Company’s stock option plan for NEOs for the Company’s most recently completed fiscal year ending December 31, 2016:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
David Eaton	250,000	\$0.11	April 4, 2019	\$Nil	0	n/a
Herrick Lau	100,000	\$0.11	April 4, 2019	\$Nil	0	n/a

Note:

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 ended December 31, 2016, which was \$0.095 per share, and the exercise or base price of the option.

## Employment Contracts and Termination and Change of Control Benefits

Other than as set out below, neither the Company, nor its subsidiaries, has a contract, agreement, plan or arrangement that provides for payments to an NEO following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control or continuation of the Company or its subsidiaries, or a change in responsibilities of the NEO following a change in control or continuation.

### *Benefits and Perquisites*

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

### *Risks Associated with the Company's Compensation Practices*

At the time of preparation of this Information Circular, the Company's directors had not considered the implications of any risks to the Company associated with decisions regarding compensation of its executive officers.

### *Hedging by Named Executive Officers or Directors*

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Information Circular, entitlement to grants of incentive stock options under the Company's stock option plan is the only equity security element awarded by the Company to its executive officers and directors (see – Securities Authorized for Issuance Under Equity Compensation Plans for a description of the Company's share option plan).

## DIRECTOR COMPENSATION

### **Director Compensation Table**

The compensation provided to the directors, excluding a director who is included in the disclosure for NEOs for the Company's most recently completed fiscal year ending December 31, 2016 is as set out below:

Name <sup>(1)</sup>	Fees earned <sup>(2)</sup> (\$)	Share-based Awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation <sup>(3)</sup> (\$)	Total (\$)
Denise Lok	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Savio Chiu	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ringo Hui <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
William Ng <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Lawrence Dick <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Does not include disclosure for a director who is also an NEO unless compensation has not previously been fully disclosed herein.
2. Includes all fees awarded, earned, paid or payable in cash for services as a director, including annual retainer fees, committee, chair and meeting fees.
3. Includes all compensation paid, awarded, granted, given or otherwise provided, directly or indirectly.
4. Ringo Hui, William Ng and Lawrence Dick resigned as directors of the Company on June 30, 2016.

All directors are reimbursed for actual expenses reasonably incurred in connection with the performance of their

duties as directors.

During the year ended December 31, 2016, no consulting services were provided by directors. Fees paid to directors during the year ended December 31, 2016 amounted to \$Nil (December 31, 2015: \$Nil). Fees payable to certain directors or companies with which they have beneficial ownership as at December 31, 2016 were \$Nil (December 31, 2015: \$Nil).

### **Option Grants During the Most Recently Completed Financial Year**

There were no stock options granted during 2016.

There were no option-based awards outstanding as at December 31, 2016 for any directors or NEOs excluding a director who is included in the disclosure for NEOs for the Company.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The only equity compensation plan which the Company has in place is its stock option plan dated for reference September 4, 2015, which was approved by shareholders at the Company's Annual General Meeting held on June 30, 2016.

TSXV policies require each company listed on the exchange and proposing to grant options, to have a stock option plan approved by ordinary resolution, and requires shareholder approval at every annual general meeting of a TSXV listed company, by ordinary resolution. The Plan was established to provide incentives to increase individual performance and shareholder value, and to assist with the retention of employees. The Plan is administered by the board of directors of the Company or any committee thereof duly empowered or authorized to grant options under the Plan (the "Plan Administrator"). The Plan Administrator determines option grants within guidelines established the Board. All option grants are subject to Board ratification.

The Plan provides that options may be issued to directors, officers, employees, management company employees or consultants of the Company, or a subsidiary of the Company. The Plan also provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. The terms of the options may not exceed 10 years from the date of grant.

The Plan Administrator sets the exercise price of any options according to the market price of the Company's Common Shares at the time of grant (the five day volume weighted average trading price). The vesting of options is at the discretion of the Plan Administrator. The options may not be assigned or transferred. The vesting of options and entitlement to options will be generally subject to the participant remaining employed by the Company or any of the Company's subsidiaries. In the case of an Optionee resigning their office, or terminating their employment or service, or being dismissed without cause, the option rights that have accrued to such Optionee up to the time of termination will, unless extended, be exercisable within 60 days of the date of termination.

In the case of an Optionee who is a director, employee or service provider being dismissed from employment or service for cause, or an employee of a service provider whose services are terminated for cause, such Optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

In the case of the death of an Optionee, any vested option held by the Optionee at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of up to one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option.

As of May 26, 2017, there were 6,994,325 Common Shares reserved for issuance under the Plan, representing approximately 1.69% of the outstanding Common Shares.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2016.

**Equity Compensation Plan Information**

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by shareholders - (the Plan)	1,425,000	\$0.11	6,994,325
Equity compensation plans not approved by shareholders	nil	n/a	n/a
Total	1,425,000	\$0.11	6,994,325

**Pension Plan Benefits**

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

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

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

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Since the commencement of the Company's most recently completed financial year, there was no material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

**MANAGEMENT CONTRACTS**

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company. The below agreements have been entered into with Officers and a former Officer and director of the Company, to provide administrative/consulting services for the Company:

***Provision of Administrative and Advisory Services in Canada***

On June 1, 2014, the Company entered into an agreement for the provision of administrative and advisory services in Canada with Baron Global Financial Canada Ltd. ("Baron Canada") for a term of 12 months. Pursuant to the terms of the agreement, Baron Canada will provide various support services which include, *inter alia*, administrative services, financial, compliance and corporate governance advisory services and office services to the Company to facilitate the business of the Company in Canada. Baron Canada will also provide the services of Mr. Herrick Lau to act as Chief Financial Officer of the Company. Pursuant to the agreement, the Company paid Baron Canada a monthly cash advisory fee of \$5,000 plus applicable tax. Beginning May 2015 to October 2016, Baron Canada and the Company agreed to reduce the advisory fee to \$Nil per month until such time that market conditions for junior exploration companies improve. In October 2016, Baron Canada and the Company agreed to a fee of \$5,000 per month.

Baron Canada is an indirectly wholly-owned subsidiary of Wan's Family Company Limited ("WFC"). WFC is wholly-owned by Ms. Letty Wan, a Shareholder holding greater than 10% of the Common Shares. The Board considers that the fees charged by Baron Canada for its services are comparable with fees charged by other providers of similar services. The Directors confirm that fees payable under the agreement are fair and reasonable and were negotiated on an arm's length basis with Baron Canada and on standard commercial terms.

### ***Consultancy Agreement with Transmax Investing***

On June 1, 2016, the Company entered into a consultancy agreement with Transmax Investing, a company wholly owned by Mr. David Eaton, the President and a Director of the Company, for a term of 12 months. Pursuant to the agreement the Company pays Transmax Investing a monthly advisory fee of \$5,000. Pursuant to the terms of the agreement, Transmax Investing will make available to the Company the services of Mr. Eaton, or such other individual as may be approved by the Company in writing, to provide the following services: performing, managing, directing and controlling the exploration programs on the Company's properties; implementing the decisions, policies and plans of the Company; directing and coordinating staff to carry out adopted projects; and attending meetings and road shows to enhance the communications with Shareholders or prospective investors. Transmax Investing will make Mr. Eaton available to serve the Company as an Executive Officer.

The Board considers that the fees charged by Transmax Investing are comparable with those charged by other providers of similar services. The Directors confirm that the fees payable under the agreement are fair and reasonable and were negotiated on an arm's length basis with Transmax Investing and on standard commercial terms.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Continuation of Share Option Plan**

The TSXV policy requires all of its listed companies to have a share option plan if the company intends to grant options.

On September 4, 2015, the Board approved the adoption of a new form 10% rolling share option plan and shareholders approved the adoption of this new form option plan at the Company's annual general meeting held on June 30, 2016 (the "Share Option Plan"). The Share Option Plan was adopted to increase the flexibility of the Company to attract and maintain the services of executives, employees and others who provide services to the Company.

The Share Option Plan is a 10% maximum rolling plan. Options granted under the Share Option Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option.

The Share Option Plan is subject to the following restrictions:

- (a) the Company must not grant an option to any one individual director, officer, employee, management company employee, consultant or company consultant (the "Service Provider") in any 12 month period that exceeds 5% of the outstanding shares, unless the Company has obtained approval to do so by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders' meeting, excluding votes attaching to shares beneficially owned by insiders and their associates ("Disinterested Shareholder Approval");
- (b) the aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 2% of the outstanding Common Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (c) the Company must not grant an option to any one individual consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option, without the prior consent of the TSXV;
- (d) the aggregate number of Common Shares reserved for issuance under options granted to insiders must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (e) the aggregate number of Common Shares issued for option to insiders in any 12 month period must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;

- (f) the issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding Common Shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) any one Person engaged in Investor Relations Activities for the Company must vest in stages over a 12 month period with no more than 1/4 of the Options vesting in any three month period; and
- (h) the exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

### **Material Terms to the Share Option Plan**

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

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Share Option Plan;
- (b) options granted under the Share Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (c) for options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) if there is a takeover bid for all or any of the issued and outstanding Common Shares, then all outstanding Options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall become exercisable in full to enable the Optioned Shares to be issued and tendered to such bid, subject to prior written approval of the TSXV;
- (e) an Option granted to any Service Provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the option), after the date the Optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (f) if an Optionee dies, any vested option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
- (g) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same;
- (h) the exercise price of each option will be set by the Board at the time such Option is allocated under the Share Option Plan, and cannot be less than the Discounted Market Price (as defined in the Share Option Plan);
- (i) vesting of Options shall be at the discretion of the Board, and will generally be subject to:
  - (i) the Service Provider remaining employed by or continuing to provide services to the Company or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its affiliates during the vesting period; or
  - (ii) the Service Provider remaining as a Director of the Company or any of its affiliates during the vesting period;
- (j) the Share Option Plan contains a black-out provision restricting all or any of the Company's Service Providers to refrain from trading in the Company's securities until the restriction has been lifted by the Company;
- (k) no vesting requirements will apply to options granted under the Share Option Plan other than as required by TSXV policies; however, a four month hold period will apply to all Common Shares from the date of grant for all Options granted to:

- (i) insiders of the Company; or
  - (ii) where Options are granted to any Service Provider, including Insiders, where the exercise price is at a discount to the Market Price; and
- (l) the Board reserves the right in its absolute discretion to amend, modify or terminate the Share Option Plan with respect to all Common Shares in respect of options which have not yet been granted under the Share Option Plan. Any amendment to any provision of the Share Option Plan will be subject to any necessary Regulatory approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of the Share Option Plan to Service Providers.

The Share Option Plan also provides that the Board may, without shareholder approval:

- (i) amend the Share Option Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the Share Option Plan, subject to prior written approval of the TSXV, if applicable;
- (iii) change the termination provision of an option granted under the Share Option Plan if it does not entail an extension beyond the lesser of the original expiry date of such option or 12 months from termination;
- (iv) make such amendments to the Share Option Plan as are necessary or desirable to reflect changes in securities laws applicable to the Company;
- (v) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX-V, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vi) amend the Share Option Plan to reduce, and not to increase, the benefits of this Share Option Plan to Service Providers.

A copy of the Share Option Plan will be available for inspection at the Meeting.

### ***Shareholder Approval***

The Share Option Plan is subject to annual shareholder approval and TSXV acceptance to its filing. Shareholders will be asked at the Meeting to consider, and if thought fit, approve an ordinary resolution, with or without variation, as follows:

“**RESOLVED** that the Company’s 10% rolling share option plan, be and is hereby ratified and approved until the next annual general meeting of the Company.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

### **Approval of Creation of Eric Sprott as a New Control Person**

As required by the policies of the TSX Venture Exchange (the “TSXV”), disinterested shareholders will be asked at the Meeting to approve, by way of ordinary resolution, the creation of a new control person that may result from the exercise of 12,500,000 share purchase warrants by 2176423 Ontario Ltd., a company beneficially owned by Eric Sprott.

Pursuant to a private placement approved by the TSXV and completed by the Company on September 30, 2016 whereby the Company issued a total of 15,000,000 units of the Company at a price of \$0.08 per/unit, each unit comprised of one Common Share and one non-transferable Common Share purchase warrant (a “Warrant”) entitling the holder to purchase one additional Common Share for a period of up to three years at a price of \$0.12 each. Mr. Sprott acquired 12,500,000 units of the Company and at the closing of the private placement was issued 12,500,000 Common Shares or 15.47% of the issued and outstanding shares of the Company at the time.

The TSXV has given its conditional acceptance of the private placement, however the Company must still obtain Shareholder and final TSXV approval prior to the 12,500,000 Warrants being exercised by Eric Sprott as

such exercise, if completed, will result in the creation of a new “Control Person” (as defined below under heading “New Control Person”) and effect a “Change of Control” of the Company.

#### *New Control Person*

Eric Sprott has over 40 years of experience in the investment industry and has managed client funds for 37 years. Mr. Sprott entered the investment industry as a research analyst at Merrill Lynch Canada, Inc. In 1981, he founded Sprott Securities Limited (a predecessor to Sprott Securities Inc., now Cormark). After establishing Sprott Asset Management Inc. in December 2001 as a separate entity, he divested his entire stake in Sprott Securities Inc. to its employees. Mr. Sprott’s investment abilities are demonstrated by the track record of the Sprott Hedge Fund L.P., Sprott Hedge Fund L.P. II, Sprott Offshore Fund, Sprott Canadian Equity Fund, Sprott Energy Fund and Sprott’s Managed Accounts. From 2008 until September 2010, Mr. Sprott served as Chief Executive Officer of Sprott, before stepping down to focus on his roles as Chairman and Chief Investment Officer.

As of the date of this Circular, and to the best of the knowledge of members of the Board, Eric Sprott owns 12,500,000 Common Shares, and 12,500,000 Warrants exercisable into 12,500,000 Common Shares. Assuming full exercise of the Warrants into Common Shares would result in Eric Sprott owning, and exercising direction and control, either directly or indirectly, over approximately 25.85% of the issued and outstanding Common Shares of the Company calculated on a partially-diluted basis. As such, and assuming full exercise of the Warrants, Eric Sprott will become a “Control Person” (as defined below) pursuant to applicable securities legislation, as well as pursuant to the policies of the TSXV.

Under the policies of the TSXV, a “**Control Person**” means any person or entity that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer. It is expected that, on completion of the full exercise of the Warrants into Common Shares, Eric Sprott will exert influence over the Company, principally by virtue of holding more than 20% of the issued and outstanding Common Shares.

#### *Shareholder Approval and Directors’ Approval and Recommendation*

At the Meeting, Shareholders will be asked to approve a resolution (the “**New Control Person Resolution**”) authorizing Eric Sprott to become a Control Person of the Company. **Approval of the New Control Person Resolution will be obtained if a majority of the votes cast by disinterested Shareholders are in favour thereof, excluding votes attaching to Common Shares held by Eric Sprott.** As noted above, to the knowledge of the Company, Eric Sprott holds an aggregate of 12,500,000 Common Shares as the date hereof.

The Board has approved the sending of this Circular and the submission of the New Control Person Resolution to Shareholders for approval. The Board, all of whom are considered to be independent for the purposes of this transaction, in that none of them have any current or have had any prior connection to or involvement with Eric Sprott unanimously concluded that the creation of Eric Sprott as a “Control Person” of the Company as a result of exercising his Warrants is in the best interests of the Company and the Shareholders and recommends that Shareholders vote in favour of approval of the New Control Person Resolution.

**Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be withheld or voted otherwise, the persons named in the proxy or voting instruction form will vote FOR the approval of the New Control Person Resolution.**

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is filed on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact Herrick Lau, the Company's Chief Financial Officer, at Suite 1980, 1075 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3C9, telephone number: (604) 688-9588 or fax number (778) 329-9361 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2016 and in the related management discussion and analysis which are filed on SEDAR at [www.sedar.com](http://www.sedar.com). The financial statements for the year ended December 31, 2016 will be placed before the Meeting. Copies of the above documents will be provided, upon request, free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document. The foregoing documents are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

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

**DATED** at Vancouver, British Columbia, Canada May 26, 2017.

### **BY ORDER OF THE BOARD**

*"David Eaton"*

**David Eaton**  
**President & Chief Executive Officer**

## SCHEDULE "A" – AUDIT COMMITTEE CHARTER

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### PURPOSE

The Audit Committee (the "**Committee**") is a committee appointed by the Board of Directors (the "**Board**") of Jayden Resources Inc. (the "**Company**"). The Committee is established to fulfill applicable reporting issuer obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting including responsibility to:

- oversee the integrity of the Company's financial statements and financial reporting process, including the audit process and the Company's internal accounting controls and procedures and compliance with related legal and regulatory requirements;
- oversee the qualifications and independence of the external auditors;
- oversee the work of the Company's financial management and external auditors in these areas; and
- provide an open avenue of communication between the external auditors, the Board and senior officers ("**Management**").

In addition, the Committee shall prepare, if required, an audit committee report for inclusion in the Company's annual management proxy circular, in accordance with applicable rules and regulations.

The function of the Committee is oversight. It is not the duty or responsibility of the Committee or its members (i) to plan or conduct audits, (ii) to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles or (iii) to conduct other types of auditing or accounting reviews or similar procedures or investigations. The Committee and its Chair are members of the Board of the Company, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Company, and are specifically not accountable or responsible for the day-to-day operations or performance of such activities.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and systems of risk assessment and internal controls and procedures designed to provide reasonable assurance that assets are safeguarded and transactions are properly authorized, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations.

The external auditors are responsible for planning and carrying out an audit of the Company's annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that, among other things, such financial statements are in accordance with International Financial Reporting Standards ("IFRS").

## **COMPOSITION AND PROCEDURES**

The Committee shall be comprised of at least three members. From and after the closing of the Company's initial public offering, none of the members of the Committee shall be an officer or employee of the Company or any of its subsidiaries and each member of the Committee shall be an "independent" director (as such term is defined from time to time under the requirements or guidelines for audit committee service under applicable securities laws and the rules of any stock exchange on which the Company's securities are listed for trading) and none of the members shall have participated in the preparation of the financial statements of the Company or any current subsidiaries of the Company at any time over the past three years.

All members of the Committee must be "financially literate" (as that term is defined from time to time under the requirements or guidelines for audit committee service under securities laws and the rules of any stock exchange on which the Company's securities are listed for trading or if it is not so defined as that term is interpreted by the Board in its business judgement) or must become financially literate within a reasonable period of time after their appointment to the Committee.

### **Service on Multiple Audit Committees**

If a Committee member serves on the audit committees of more than five reporting issuers or public companies, including the Company, the Board must determine that such service would not impair the ability of the member to effectively serve on the Committee and disclose such determination in the annual proxy circular.

### **Meetings**

The Committee shall meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than four times a year and at any time the Company proposes to issue a press release with its quarterly or annual earnings information. Meetings may be held in person or by telephone and at any time deemed appropriate by the Committee.

### **Separate Executive Meetings**

The Committee shall meet periodically in separate executive sessions with Management (including the Chief Financial Officer), and the external auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or external auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The external auditors will have direct access to the Committee at their own initiative.

### **Professional Assistance**

The Committee may require the external auditors to perform such supplemental reviews or audits as the Committee may deem desirable. In addition, the Committee may retain such special legal, accounting, financial or other consultants as the Committee may determine to be necessary to carry out the Committee's duties at the Company's expense.

### **Reliance**

Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on (i) the integrity of those persons or organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations and (iii) representations made by Management and the external auditors as to any information technology, internal audit and other non-audit services provided by the external auditors to the Company and its subsidiaries.

## **Reporting to the Board**

The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

## **RESPONSIBILITIES OF THE COMMITTEE**

### **Approval of Terms of Engagement of the External Auditor**

The Committee shall make recommendations to the Board on the appointment or reappointment of the external auditors of the Company and shall have authority to terminate the appointment of the external auditors. The Committee shall approve in advance the terms of engagement and the compensation to be paid by the Company to the external auditors. The Committee shall approve in advance all non-audit services to be provided to the Company and its affiliates by the external auditor.

### **Review of Independence**

The Committee shall review the independence of the external auditors and shall make recommendations to the Board on appropriate actions to be taken which the Committee deems necessary to protect and enhance the independence of the external auditors.

### **Auditor's Reports**

The Committee shall require the external auditors to provide to the Committee, and the Committee shall review and discuss with the external auditors, all reports which the external auditors are required to provide to the Committee or the Board under rules, policies or practices of professional or regulatory bodies applicable to the auditors, and any other reports which the Committee may require.

### **Hiring Former Employees of the Auditor**

The Committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors.

### **Oversight and Monitoring of Audits**

The Committee shall review with the external auditors the audit function generally, the audit procedures to be used and the timing and estimated budgets of the audits. The Committee shall discuss with the external auditors any difficulties or disputes that arose with Management during the course of the audit and the adequacy of Management's responses in correcting audit related deficiencies and the Committee shall take such other reasonable steps as it may deem necessary to satisfy itself that the audit was conducted in a manner consistent with all applicable legal requirements and auditing standards of applicable professional or regulatory bodies.

### **Oversight and Review of Accounting Principles and Practices**

The Committee shall, as it deems necessary, oversee, review and discuss with Management and the external auditors:

- the quality, appropriateness and acceptability of the Company's accounting principles and practices used in its financial reporting, changes in the Company's accounting principles or practices and the application of particular accounting principles and disclosure practices by Management to new transactions or events;
- all significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative methods within generally accepted accounting principles on the financial statements and any "second opinions" sought by Management from an independent auditor with respect to the accounting treatment of a particular item;

- any material change to the Company's auditing and accounting principles and practices as recommended by Management, the external auditors or the internal auditors or which may result from proposed changes to applicable generally accepted accounting principles;
- the effect of regulatory and accounting initiatives on the Company's financial statements and other financial disclosures;
- any reserves, accruals, provisions, estimates or Management programs and policies, including factors that affect asset and liability carrying values and the timing of revenue and expense recognition, that may have a material effect upon the financial statements of the Company;
- the use of special purpose entities and the business purpose and economic effect of off-balance sheet transactions, arrangements, obligations, guarantees and other relationships of the Company and their impact on the reported financial results of the Company;
- any legal matter, claim or contingency that could have a significant impact on the financial statements, the Company's compliance policies and any material reports, inquiries or other correspondence received from regulators or governmental agencies and the manner in which any such legal matter, claim or contingency has been disclosed in the Company's financial statements;
- the treatment for financial reporting purposes of any significant transactions which are not a normal part of the Company's operations;
- the use of any "pro forma" or "adjusted" information not in accordance with generally accepted accounting principles; and
- Management's determination of asset impairment, if any, as required by applicable accounting standards.

### **Disagreement Between Management and the External Auditors**

The Committee shall review and resolve disagreements between Management and the external auditors regarding financial reporting or the application of any accounting principles or practices.

### **Oversight and Monitoring of Internal Controls**

The Committee shall, as it deems necessary, exercise oversight of, review and discuss with Management and the external auditors:

- the adequacy and effectiveness of the Company's internal accounting and financial controls and their recommendations for the improvement of accounting practices and internal controls;
- any material weaknesses in the internal control environment, including with respect to computerized information system controls and security; and
- Management's compliance with the Company's processes, procedures and internal controls.

### **Dealing With Accounting Complaints**

The Committee shall establish and monitor procedures for the receipt and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters and the submission, anonymously or otherwise, by employees of concerns regarding questionable accounting or auditing matters and shall review periodically with Management these procedures and any significant complaints received.

### **Oversight and Monitoring of the Company's Financial Disclosures**

The Committee shall:

- review with the auditors and Management, and recommend to the Board for approval, the audited financial statements and the notes and Managements' Discussion and Analysis accompanying such financial statements, the Company's annual report and any financial information of the Company contained in any prospectus or information circular of the Company;
- review with the auditors and Management, and recommend to the Board for approval, each set of interim financial statements and the notes and Management's Discussion and Analysis accompanying such financial statements and any other disclosure documents or regulatory filings of the Company containing or accompanying financial information of the Company;
- prior to their distribution, discuss earnings press releases with Management on a quarterly basis, and discuss financial information from time to time provided to analysts and ratings agencies, it being understood that such discussions may be done generally (by discussing the types of information to be disclosed and the type of presentation to be made) and that the Committee need not discuss in advance each instance in which the Company gives financial information; and
- The Committee shall review the disclosure with respect to its pre-approval of audit and non-audit services provided by the external auditors.

### **Oversight of Risks**

The Committee shall meet periodically with Management to review:

- the Company's major financial risk exposures and the policy steps Management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities; and
- the process and systems in place for ensuring the reliability of public disclosure documents that contain audited and unaudited financial information and their effectiveness.

### **REVIEW OF THIS CHARTER AND PERFORMANCE OF THE COMMITTEE**

The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board.

The performance of the Committee shall be evaluated with reference to this Charter annually.