



NOTICE

and

MANAGEMENT INFORMATION CIRCULAR

for the

ANNUAL GENERAL MEETING of SHAREHOLDERS

of

CLEGHORN MINERALS LTD.

to be held

Friday, October 20, 2017

4:00 p.m. (Eastern)

at

800 René-Lévesque Boulevard Ouest, Bureau 425
Montréal, Québec, Canada

Dated: September 12, 2017



NOTICE OF ANNUAL GENERAL MEETING

TO: All holders of common shares of Cleghorn Minerals Ltd.

We will hold the annual general meeting of our shareholders on **Friday, October 20, 2017**, at **800 René-Lévesque Boulevard Ouest, Bureau 425, Montréal, Québec, Canada**. The meeting will start at **4:00 p.m.** (Eastern time). We cordially invite you to attend and encourage you to do so.

At the meeting we will:

1. receive the audited annual financial statements for the financial year ended March 31, 2017, and the report of our auditor on those statements;
2. set the number of directors and elect directors;
3. appoint an auditor;
4. seek annual approval, as required by the policies of the TSX Venture Exchange, for the continuation of our Stock Option Incentive Plan, which reserves the number of common shares issuable pursuant to options granted under the Plan at a “rolling” maximum of 10% of the issued and outstanding shares at the time of any grant; and
5. consider any other proper business.

An Information Circular prepared by our management, together with a form of proxy, accompany this Notice of Annual General Meeting and should be read in conjunction with this Notice. The Information Circular contains detail of all matters to be put to shareholders at the meeting.

DATED at Val-d’Or, Québec, this 12th day of September, 2017.

BY ORDER OF THE BOARD

(signed) “*Glenn J. Mullan*”

Glenn J. Mullan
President, Chief Executive Officer and Director

If you cannot attend, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions. Please complete, date and sign your form of proxy and return it by mail or fax to our transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 (facsimile numbers: within North America 1-866-249-7775; outside North America 1-416-263-9524); or vote by telephone or through the Internet following the instructions on the form of proxy. To be valid, a completed form of proxy must be received by our transfer agent by no later than 4:00 p.m. (Eastern) on Wednesday, October 18, 2017, or, if the meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned meeting.

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



MANAGEMENT INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of September 12, 2017.

This Information Circular is being mailed by the management of Cleghorn Minerals Ltd. (“**Cleghorn**” or the “**Company**”) to everyone who was a shareholder of record of our company on September 12, 2017, which is the date that has been fixed by our directors as the record date to determine shareholders who are entitled to receive notice of the meeting.

We are mailing this Information Circular in connection with the solicitation of proxies by and on behalf of our management for use at the annual general meeting of the shareholders of Cleghorn that is to be held on Friday, October 20, 2017, at 4:00 p.m. (Eastern) at 800 René-Lévesque Boulevard Ouest, Bureau 425, Montréal, Québec, Canada. The solicitation of proxies will be primarily by mail. Certain officers or directors of Cleghorn may also solicit proxies by telephone or in person. The cost of solicitation will be borne by Cleghorn.

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

PART 1 – VOTING

HOW A VOTE IS PASSED

All of the matters that will come to a vote at the meeting as described in the attached Notice for the meeting are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved.

For further detail of the approval requirements and the resolutions to be put to shareholders at the meeting, see Part 3 – The Business of the Meeting.

WHO CAN VOTE?

If you are a registered shareholder of Cleghorn on September 12, 2017, you are entitled to attend at the meeting and cast a vote for each share registered in your name on all resolutions put before the meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer’s authority should be presented at the meeting. If you are a registered shareholder but do not wish to, or cannot, attend the meeting in person, you can appoint someone who will attend the meeting and act as your proxyholder to vote in accordance with your instructions (see “Voting by Proxy” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “Non-registered Shareholders” set out below.

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

VOTING BY PROXY

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

In order to be valid, you must, by 4:00 p.m. (Eastern) on Wednesday, October 18, 2017, return the completed form of proxy to our transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; facsimile numbers: within North America 1-866-249-7775; outside North America (416) 263-9524; or vote by telephone or through the Internet following the instructions on the form of proxy.

What is a proxy?

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

Appointing a proxyholder

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

Instructing your proxy

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

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

- ✓ **FOR setting the number of directors at three;**
- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the appointment of Raymond Chabot Grant Thornton LLP as our auditor; and**
- ✓ **FOR annual approval of Cleghorn's 10% rolling Stock Option Incentive Plan as required by the policies of the TSX Venture Exchange.**

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

Changing your mind

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

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

NON-REGISTERED SHAREHOLDERS

If your shares are not registered in your own name, they are likely held in the name of a “nominee,” usually a bank, trust company, securities dealer or other financial institution. Your nominee must seek your instructions as to how to vote your shares. Accordingly, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders’ meetings, you will have received this Information Circular from your nominee, together with a form of proxy or a voting instruction form. If that is the case, **it is most important that you comply strictly with the instructions that have been given to you by your nominee on the voting instruction form.** If you have voted and wish to change your voting instructions, you should contact your nominee to discuss whether this is possible and what procedures you must follow.

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

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

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

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

PART 2 – VOTING SHARES & PRINCIPAL HOLDERS THEREOF

Cleghorn has authorized voting capital of an unlimited number of common shares without par value. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on September 12, 2017, the date fixed by our directors as the record date for determining who is entitled to receive notice of and to vote at the meeting.

At the close of business on September 12, 2017, 20,258,618 common shares were outstanding. The following table lists those persons who, as of the date of this Information Circular and to the knowledge of our management,

beneficially own or exercise control or direction over, directly or indirectly, 10% or more of Cleghorn's issued and outstanding common shares.

<u>Name</u>	<u>Type of ownership</u>	<u>Number of common shares</u>	<u>Percentage</u>
Joseph Groia ⁽¹⁾	Direct and indirect	2,935,000 ⁽²⁾	14.5%
Glenn J. Mullan ⁽¹⁾	Direct and indirect	4,513,928 ⁽²⁾	22.3%

⁽¹⁾ A current director of Cleghorn standing for re-election at the meeting to which this Information Circular relates (see Part 3 – The Business of the Meeting – Election of Directors).

⁽²⁾ Certain of these shares are subject to escrow restrictions in accordance with the CPC Policy of the TSX Venture Exchange.

PART 3 – THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

Our audited financial statements for the year ended March 31, 2017, will be placed before you at the meeting. These financial statements and Management's Discussion and Analysis for the year ended March 31, 2017, have been electronically filed with regulators and are available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Copies of our annual financial statements and Management's Discussion and Analysis are also available upon request by any shareholder who wishes to receive a copy. You can contact Cleghorn at 152 chemin de la Mine École, Val-d'Or, Québec J9P 7B6 – telephone (819) 824-2808; fax (819) 824-3379.

ELECTION OF DIRECTORS

Directors of Cleghorn are elected for a term of one year. The term of office of each of the nominees proposed for election as a director (each of whom is currently a director of Cleghorn) will expire at the meeting, and each of them, if elected, will serve until the close of the next annual general meeting unless he resigns or otherwise vacates the office before that time.

Number of Directors

Under our Articles, the number of directors may be fixed or changed from time to time by ordinary resolution but shall not be fewer than three. The Board of Directors believes that at Cleghorn's current stage of development three is a sufficient number of directors to efficiently carry out the duties of the Board, as well as enhance the diversity of views, skills and experience the directors bring to the Board.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR setting the number of directors at three.

Nominees for Election

The following are the nominees of management proposed for election as directors of Cleghorn, together with the number of common shares of Cleghorn that are beneficially owned, directly or indirectly, or over which control or direction is exercised by each nominee as of September 12, 2017, the record date for the meeting. All of the nominees are currently directors of Cleghorn having been elected by shareholders. Each of the nominees has agreed to stand for election and we are not aware of any intention of any of them not to do so. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

Cleghorn has not, as yet, adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected.

Voting for election of directors of Cleghorn is by individual voting and not by slate voting. You can vote your shares for the election of all of these nominees as directors of Cleghorn, or you can vote for some of these nominees for election as directors and withhold your votes for others, or you can withhold all of the votes attaching to the shares you own and, thus, not vote for the election of any of these nominees. See Part 7 – Corporate Governance – Nomination and Election of Directors.

We recommend that shareholders vote in favour of the election of the proposed nominees as directors of Cleghorn for the ensuing year. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR election of the nominees named in this Information Circular as directors of Cleghorn.**

Name, municipality of residence and position and offices held with Cleghorn	Principal occupation for the past five years	Director of Cleghorn since	Number of common shares as of the date of this Circular ⁽¹⁾
Glenn J. Mullan ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ Québec, Canada <i>Director</i> <i>President, Chief Executive Officer & Secretary</i>	President, Chief Executive Officer and Chairman (since August 2000) of Golden Valley Mines Ltd.	February 16, 2010	4,513,928
Joseph Groia ⁽²⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾ Ontario, Canada <i>Director</i>	Lawyer (principal), Groia & Company Professional Corporation, a Toronto law firm specializing in securities litigation (since January 2000).	February 16, 2010	2,935,000
Andrew T. Pepper ⁽²⁾⁽³⁾ Québec, Canada <i>Director</i>	President (since March 15, 2017) of Link Plan Management, the portfolio manager and operational business unit of Link Investment Management Inc., a B2B2C software developer of record keeping and reporting of administrative services for retirement plans; Director (since April 2017) and previously an Advisor (May 2016 to April 2017) at Link Investment Management Inc.; Executive Vice President (August 2016 to March 2017), Mackie Research Capital, a Canadian independent full-service investment firm; Associate advising representative (2011 to May 2016) at Gryphon Investment Counsel, a firm which offers investment management services for balanced, fixed income and equity (Canadian, U.S., Global and International) mandates.	June 25, 2015	125,000

⁽¹⁾ The information as to shares beneficially owned or over which control or direction is exercised, not being within our knowledge, has been furnished by the respective individual, has been extracted from the register of shareholdings maintained by our transfer agent or has been obtained from insider reports filed by the individuals and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (SEDI). Certain of these shares are subject to escrow restrictions in accordance with the CPC Policy of the TSX Venture Exchange.

⁽²⁾ Member of the Audit Committee. See Part 6 – Audit Committee.

⁽³⁾ Member of the Compensation and Corporate Governance Committee. See Part 7 – Corporate Governance – Committees of the Board of Directors.

⁽⁴⁾ Member of the Health & Safety/Sustainability Committee. See Part 7 – Corporate Governance – Committees of the Board of Directors.

⁽⁵⁾ See Part 2 – Voting Shares and Principal Holders Thereof and Part 8 – Other Information – Interest of Informed Persons in Material Transactions.

⁽⁶⁾ See “Penalties and Sanctions” and “Cease Trade Orders and Bankruptcy”, which follow.

Penalties and Sanctions

Other than as disclosed below, as at the date of this Information Circular, no proposed director of Cleghorn (nor any of his personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

On April 18, 2013, Joseph Groia, a director of Cleghorn standing for re-election as a director at the meeting to which this Circular relates, was ordered by a Hearing Panel of the Law Society of Upper Canada to serve a two-month suspension and to pay just under \$250,000 in legal costs, plus interest, for breaking his profession's rules on civility during a trial in 2000 wherein he was ultimately successful in obtaining an acquittal for his client. Following an appeal to an Appeal Panel of the Law Society, the appeal was allowed in part, the penalty was reduced to a one-month suspension and the costs were reduced to approximately \$200,000. Mr. Groia filed a further Appeal in the Superior Court of Ontario. His appeal was dismissed in early 2015. He appealed that dismissal to the Ontario Court of Appeal. That Appeal was also dismissed with dissenting reasons by Justice D.M. Brown. Mr. Groia has received leave to appeal the majority decision to the Supreme Court of Canada. His appeal is expected to be heard in November 2017 with a decision some time in 2018. The Order of the Law Society has been stayed pending the release of that decision. In April 2015, Mr. Groia was elected as one of 40 elected Benchers of the Law Society of Upper Canada to serve a four year term on the governing Board for lawyers in Ontario.

Cease Trade Orders and Bankruptcy

Other than as disclosed below, no proposed nominee for election as a director of Cleghorn is, or has been, within 10 years before the date of this Information Circular:

1. a director, chief executive officer or chief financial officer of any company (including Cleghorn and any personal holding company of the proposed director) that, while that person was acting in that capacity:
 - (a) was subject to:
 - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or
 - (ii) an order similar to a cease trade order, or
 - (iii) an order that denied the relevant company access to any exemption under securities legislation,that was in effect for a period of more than 30 consecutive days (an “**Order**”); or
 - (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
2. a director or executive officer of any company (including Cleghorn and any personal holding company of the proposed director) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Joseph Groia, a director of Cleghorn standing for re-election as a director at the meeting to which this Circular relates, was a director of Xinery Ltd. from March 6, 2014 until Court acceptance of an approved plan on February 11, 2016. On April 8, 2015, the Ontario Securities Commission issued a temporary order that all trading in the securities of Xinery Ltd. cease for a period of 15 days for failure by Xinery Ltd. to file audited annual financial

statements, Management's Discussion and Analysis, an Annual Information Form and annual certifications for its fiscal year ended December 31, 2014, as required by applicable securities legislation. This temporary order was allowed to lapse and expired as of April 20, 2015, and was replaced with a permanent issuer cease trade order dated April 20, 2015. Subsequent to the temporary order by the Ontario Securities Commission on April 8, 2015, the British Columbia and Manitoba Securities Commissions issued cease trade orders against Xinerge Ltd. for failure to file annual financial statements and related documents. Xinerge Ltd. announced on April 6, 2015, that it and 25 subsidiaries filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Western District of Virginia, Roanoke Division. On April 7, 2015, the TSX suspended the common shares of Xinerge from trading and at the close of business on May 12, 2015, Xinerge's common shares were delisted for failure to meet the continued listing requirements of the TSX. Pursuant to a court order dated January 29, 2016, Xinerge Ltd. was dissolved on February 11, 2016, following the filing of a certificate of the court-appointed Information Officer for Xinerge Ltd. dated February 10, 2016. Subsequently a plan was accepted by the Court under which the secured creditors took control of the Company and the interests of the shareholders were extinguished.

Personal Bankruptcy

No proposed nominee for election as a director of Cleghorn has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

APPOINTMENT OF AUDITOR

Raymond Chabot Grant Thornton LLP has served as our auditor since Cleghorn's formation.

In accordance with the British Columbia *Business Corporations Act*, Cleghorn's Articles provide that the directors may fix the auditor's remuneration (see Part 6 – Audit Committee – External Auditor Service Fees).

We recommend that shareholders vote in favour of the appointment of Raymond Chabot Grant Thornton LLP as our auditor for the ensuing year.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Raymond Chabot Grant Thornton LLP as the auditor of Cleghorn until the close of the next annual general meeting.

ANNUAL APPROVAL OF STOCK OPTION INCENTIVE PLAN

Shareholders will be asked at the meeting to consider and, if deemed appropriate, to give annual approval, as required by the policies of the TSX Venture Exchange (the "**Exchange**"), for the continuation of Cleghorn's Stock Option Incentive Plan (the "**Rolling Option Plan**"), which is a rolling 10% plan that sets the number of common shares issuable under the Rolling Option Plan at a maximum of 10% of the issued and outstanding common shares of Cleghorn at the time of a grant of options (subject to certain restrictions as described below).

Background

On May 11, 2010, our Board of Directors adopted a 2010 Stock Option Incentive Plan, (the "**CPC Option Plan**"). Pursuant to the CPC Option Plan, the Board could from time to time, at its discretion and in accordance with Exchange policy, grant to directors, officers, employees and consultants incentive stock options to purchase common shares, exercisable for periods of up to ten years from the date of grant, provided that the number of common shares to be issued pursuant to such stock options did not exceed 600,050 common shares, which was 10% of Cleghorn's issued and outstanding common shares on completion of its initial public offering.

Shareholders initially approved the Rolling Option Plan at the annual general and special shareholder meeting held on June 25, 2015, the Rolling Option Plan, as approved by shareholders, to be implemented on completion by Cleghorn of a Qualifying Transaction pursuant to Exchange policy. Concurrent with completion by Cleghorn of its Qualifying Transaction on August 18, 2016, the Exchange accepted the Rolling Option Plan and it was adopted and implemented by our Board of Directors.

Upon the Rolling Option Plan becoming effective, the CPC Option Plan was terminate and all options then outstanding under the CPC Option Plan are now governed by the Rolling Option Plan.

As of the date of this Circular, there are options outstanding entitling the purchase an aggregate 1,650,000 common shares of Cleghorn, summarized as follows:

Optionees	Aggregate common shares underlying options granted	Exercise price per common share	Expiry date
Options held by all directors who are also executive officers (two individuals, Glenn J. Mullan, President, CEO & Corporate Secretary, and C. Jens Zinke, CFO)	225,000 ⁽¹⁾ 800,000 ⁽²⁾	\$0.20 \$0.12	November 16, 2020 ⁽¹⁾ November 2, 2018
Options held by all directors who are not also executive officers (two individuals, Joseph Groia and Andrew T. Pepper)	125,000 ⁽¹⁾ 400,000 ⁽²⁾	\$0.22 \$0.12	November 16, 2020 ⁽¹⁾ November 2, 2018
Options held by all consultants as a group	100,000 ⁽²⁾	\$0.12	November 2, 2018

⁽¹⁾ These options were originally granted by Cleghorn under the CPC Option Plan in conjunction with listing of Cleghorn's common shares on the Exchange and are now governed by the Rolling Option Plan. These options expire 10 years from the date the common shares commenced trading on the Exchange.

⁽²⁾ These options were granted under the Rolling Option Plan following completion by Cleghorn of its Qualifying Transaction and during the fiscal year ended March 31, 2017.

Summary of the Option Plan

The aggregate number of common shares reserved for issuance under the Rolling Option Plan, and the number of common shares reserved for issuance under any other share compensation arrangement granted or made available by Cleghorn from time to time, may not exceed 10% of the number of common shares issued and outstanding at the time of a grant of options under the Rolling Option Plan. Pursuant to the policies of the Exchange, a rolling stock option plan, such as the Rolling Option Plan, must be approved by shareholders of the issuer and submitted to the Exchange for approval on an annual basis.

The Rolling Option Plan is administered by the Board of Directors of Cleghorn on recommendations from the Compensation and Corporate Governance Committee and provides for grants of options to directors, officers, employees of, and consultants to, Cleghorn at the discretion of the Board. The term of any options granted under the Rolling Option Plan will be fixed by the Board of Directors at the time of each grant and may not exceed ten years. The exercise price of options granted under the Rolling Option Plan will be determined by the Board of Directors at the time of each grant, provided that for so long as the common shares are listed for trading on the Exchange such price shall not be lower than the last closing sales price for the common shares as quoted on the Exchange for the market trading day immediately prior to the date of grant of the Option, less any discount permitted by the Exchange. Any options granted pursuant to the Rolling Option Plan will terminate at the end of the period of time (to be determined in each instance by the Board of Directors at the time of grant), such period of time to not be in excess of six months after the option holder ceases to act as a director, officer, employee of, or consultant to, Cleghorn or any of its affiliates, unless such cessation is on account of death, disability or termination of employment with cause; and if no such period of time is determined by the Board of Directors at the time of the grant, the 30th day after the optionee ceases to be an eligible person pursuant to the terms of the Rolling Option Plan for any reason other than death, disability or cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately. Options granted to a person who is engaged in investor relations activities for Cleghorn terminate on the 30th day after the person ceases to be employed to provide investor relations activities.

The Rolling Option Plan also provides for adjustments to outstanding options in the event of any disposition of substantially all of Cleghorn's assets, dissolution or any merger, amalgamation or consolidation of Cleghorn with or into any other company, or the merger, amalgamation or consolidation of any other company with or into the Cleghorn.

The directors may, at their discretion at the time of any grant, impose a schedule over which period of time options will vest and become exercisable by the optionee; however, for so long as the common shares are listed on the

Exchange, options granted to persons performing investor relations activities must vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.

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

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

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

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

- amendments to the Rolling Option Plan of a housekeeping nature;
- a change to the vesting provisions of a security or the Rolling Option Plan; and
- a change to the termination provisions of a security or the Rolling Option Plan which does not entail an extension beyond the original expiry date.

A copy of the Option Plan is available for viewing by shareholders at Cleghorn's registered office located at Suite 530, 355 Burrard Street, Vancouver, British Columbia, during normal business hours at any time up to and including the day prior to the meeting or any adjournment thereof, as well as at the meeting to which this Circular relates.

See Part 4 – Executive Compensation and Part 5 – Securities Authorized for Issuance under Equity Compensation Plans.

Recommendation

We believe the Rolling Option Plan enables us to better align the interests of our directors and officers with those of our shareholders and reduces the cash compensation Cleghorn would otherwise have to pay. Management of Cleghorn recommends that the shareholders vote in favour of the resolution giving annual approval of the Rolling Option Plan.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR annual approval of the Rolling Option Plan.

PART 4 – EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The purpose of this Compensation Discussion and Analysis is to provide information about compensation decisions relating to our named executive officers (“**Named Executive Officers**”) listed in the Summary Compensation Table that follows. The following individuals are our Named Executive Officers (as determined by applicable securities legislation):

- Glenn J. Mullan, Chief Executive Officer (since incorporation of Cleghorn on February 16, 2010); and
- C. Jens Zinke, Chief Financial Officer (since incorporation of Cleghorn on February 16, 2010).

Compensation Objectives and Principles

From its incorporation as a Capital Pool Company on February 16, 2010, until completion of its Qualifying Transaction under the policies of the TSX Venture Exchange (the “**Exchange**”) on August 18, 2016, Cleghorn did not have conventional business operations or assets other than cash and pursuant to Exchange policies with respect to Capital Pool Companies, no payment of any kind was made directly or indirectly to Cleghorn’s Named Executive Officers for remuneration of their services as officers of Cleghorn. However, during the period it was a Capital Pool Company, Cleghorn was permitted to reimburse Named Executive Officers for reasonable allocation of rent, secretarial services and other general administrative expenses provided to Cleghorn, with no reimbursement permitted to be made for any payment made to lease or buy a vehicle.

On completion of its Qualifying Transaction on August 18, 2016, Cleghorn became a Tier 2 mining issuer on the Exchange. As a junior natural resource issuer in the exploration stage, with no significant revenue from operations, Cleghorn operates with limited financial resources and controls costs to ensure that funds are available to fulfill its financial obligations. As a result, the Board of Directors has to consider not only the financial situation of Cleghorn at the time of the determination of executive compensation, but also the estimated financial situation of Cleghorn in the mid- and long-term. It is the view of Cleghorn’s Board of Directors that the primary goal of an executive compensation program is to attract, motivate and retain experienced, quality individuals at the executive level. It is Cleghorn’s intention to create, in the fullness of time, such a program, designed to ensure that the compensation provided to its executive officers is determined with regard to the business strategy and objectives of Cleghorn, such that the financial interests of the executive officers are matched with the financial interests of Cleghorn’s shareholders.

An important element of executive compensation is that of incentive stock options, which do not require cash disbursement by Cleghorn. See “Option Based Awards” below.

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

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

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

The Compensation and Corporate Governance Committee may, as part of its review and evaluation process, refer to commercially available published reports on executive compensation or engage independent third party executive compensation consultants and be guided in part by reports prepared by such consultants. No such consultants were engaged, nor were any such reports relied on, during Cleghorn's fiscal year ended March 31, 2017.

See in Part 7 – Corporate Governance – Committees of the Board of Directors.

Option Based Awards

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

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

Benefits and Perquisites

We do not, as of the date of this Information Circular, offer any benefits or perquisites to our Named Executive Officers other than entitlement to incentive stock options as otherwise disclosed and discussed herein. Cleghorn does not, as of the date of this Information Circular, offer any form of pension plan.

Risks Associated with Compensation Practises

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

Hedging by Named Executive Officers or Directors

Cleghorn 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 Cleghorn's Rolling Option Plan is the only equity security element awarded by Cleghorn to its executive officers and directors (see Part 3 – The Business of the Meeting – Annual Approval of Stock Option Incentive Plan and Part 5 – Securities Authorized for Issuance Under Equity Compensation Plans).

NAMED EXECUTIVE OFFICER COMPENSATION

Summary Compensation Table

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to each of Cleghorn's Named Executive Officers during the years ended March 31, 2017, 2016 and 2015.

Name and principal position	Year ended Mar 31	Salary/Fee (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)			All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans	Pension Value (\$)		
Glenn J. Mullan <i>Chief Executive Officer</i>	2017	Nil	Nil	43,939 ⁽¹⁾	Nil	Nil	N/A	Nil	43,939
	2016	Nil	Nil	Nil	Nil	Nil	N/A	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	N/A	Nil	Nil
C. Jens Zinke <i>Chief Financial Officer</i>	2017	Nil	Nil	6,277 ⁽²⁾	Nil	Nil	N/A	Nil	6,277
	2016	Nil	Nil	Nil	Nil	Nil	N/A	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	N/A	Nil	Nil

⁽¹⁾ Grant date fair value of incentive stock options to purchase 700,000 common shares in the capital of Cleghorn at a per share price of \$0.12 until November 2, 2018, estimated using the Black-Scholes option pricing model (see Note 9 to Cleghorn's audited financial statements for the fiscal year ended March 31, 2017, for the assumptions used for this calculation).

⁽²⁾ Grant date fair value of incentive stock options to purchase 100,000 common shares in the capital of Cleghorn at a per share price of \$0.12 until November 2, 2018, estimated using the Black-Scholes option pricing model (see Note 9 to Cleghorn's audited financial statements for the fiscal year ended March 31, 2017, for the assumptions used for this calculation).

Incentive Plan Awards

Outstanding Option-Based Awards

On November 2, 2016, Cleghorn's Board of Directors granted incentive stock options to its Named Executive Officers that entitle the purchase of an aggregate 800,000 common shares in the capital of Cleghorn at a per share exercise price of \$0.12 for a two year term until November 2, 2018.

The following table sets out option-based awards granted to the Named Executive Officers that were outstanding on March 31, 2017. As of the fiscal year ended March 31, 2017, and as of the date of this Circular, no other share-based or non-equity incentive plan compensation has been awarded by Cleghorn.

Named Executive Officer	Option-based Awards			Share-based Awards			
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (\$)	Option expiry date	Value ⁽¹⁾ of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Glenn J. Mullan	700,000	0.12	Nov 2, 2018	Nil	N/A	N/A	N/A
	125,000 ⁽²⁾	0.20	Nov 16, 2020	Nil			
C. Jens Zinke	100,000	0.12	Nov 2, 2018	Nil	N/A	N/A	N/A
	100,000 ⁽²⁾	0.20	Nov 16, 2020	Nil			

⁽¹⁾ The value of unexercised "in-the-money options" at the financial year-end is the difference between the option exercise price and the market value of the underlying common shares on the TSX Venture Exchange on March 31, 2017. The closing price of the common shares on March 28, 2017, the last day the stock traded prior to March 31, 2017, was \$0.10.

⁽²⁾ These incentive stock options were effective as of November 16, 2010, the date Cleghorn's common shares commenced trading on the Exchange.

Value Vested or Earned During the Year

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

Options granted by Cleghorn to its Named Executive Officers, as summarized in the table above, were fully vested on the respective date of grant. As the market price of common shares on the date of the grant of options during fiscal 2017 was the same as the option exercise price, there was no value earned during the fiscal year ended March 31, 2017, by our Named Executive Officers as a result of options vesting.

No options were exercised by our Named Executive Officers during the fiscal year ended March 31, 2017, and, as such, no value was earned by our Named Executive Officers during the fiscal year ended March 31, 2017, as a result of exercise of options.

Named Executive Officer	Option-based awards	Share-based awards	Non-equity incentive plan compensation
	– Value vested ⁽¹⁾ during the year ended March 31/2017	– Value vested during the year ended March 31, 2017	– Value earned during the year ended March 31, 2017
	(\$)	(\$)	(\$)
Glenn J. Mullan	Nil	N/A	N/A
C. Jens Zinke	Nil	N/A	N/A

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

DIRECTOR COMPENSATION

Cleghorn does not currently pay its directors a fee for acting as such. They are, however, entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and may, from time to time, be granted options to purchase common shares. See “Incentive Plan Awards – Outstanding Option-Based Awards”, which follows.

The following disclosure of director compensation for Cleghorn’s most recently completed financial year ended March 31, 2017, excludes compensation of Glenn J. Mullan, a director of Cleghorn and its President and Chief Executive Officer, and C. Jens Zinke, a director of Cleghorn and its Chief Financial Officer. Mr. Mullan’s and Dr. Zinke’s compensation is disclosed above at Part 4 – Executive Compensation – Named Executive Officer Compensation – Summary Compensation Table.

Name	Director fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Joseph Groia	Nil	Nil	12,554 ⁽¹⁾	Nil	Nil	Nil	12,554
Andrew T. Pepper	Nil	Nil	12,554 ⁽¹⁾	Nil	Nil	Nil	12,554

⁽¹⁾ Grant date fair value of incentive stock options to purchase 200,000 common shares in the capital of Cleghorn at a per share price of \$0.12 until November 2, 2018, estimated using the Black-Scholes option pricing model (see Note 9 to Cleghorn’s audited financial statements for the fiscal year ended March 31, 2017, for the assumptions used for this calculation).

Incentive Plan Awards – Outstanding Option-Based Awards

On November 2, 2016, Cleghorn’s Board of Directors granted incentive stock options to its non-executive directors that entitle the purchase of an aggregate 400,000 common shares in the capital of Cleghorn at a per share exercise price of \$0.12 for a two year term until November 2, 2018.

The following table sets out option-based awards granted to our non-executive directors that were outstanding on March 31, 2017. As of the fiscal year ended March 31, 2017 and as of the date of this Circular, no other share-based or non-equity incentive plan compensation has been awarded by Cleghorn.

Named Executive Officer and/or director	Option-based Awards			Share-based Awards			
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (\$)	Option expiry date	Value ⁽¹⁾ of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Joseph Groia	200,000 125,000 ⁽²⁾	0.12 0.20	Nov 2, 2018 Nov 16, 2020	Nil Nil	N/A N/A	N/A N/A	N/A N/A
Andrew T. Pepper	200,000	0.12	Nov 2, 2018	Nil	N/A	N/A	N/A

⁽¹⁾ The value of unexercised “in-the-money options” at the financial year-end is the difference between the option exercise price and the market value of the underlying common shares on the TSX Venture Exchange on March 31, 2017. The closing price of the common shares on March 28, 2017, the last day the stock traded prior to March 31, 2017, was \$0.10.

⁽²⁾ These incentive stock options were effective as of November 16, 2010, the date Cleghorn’s common shares commenced trading on the Exchange.

Incentive Plan Awards – Value Vested or Earned During the Year

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

Options granted by Cleghorn to its non-executive directors, as summarized in the table above, were fully vested on the respective date of grant. As the market price of common shares on the date of the grant of options during fiscal 2017 was the same as the option exercise price, there was no value earned during the fiscal year ended March 31, 2017, by our non-executive directors as a result of options vesting.

No options were exercised by our non-executive directors during the fiscal year ended March 31, 2017, and, as such, no value was earned by our non-executive directors during the fiscal year ended March 31, 2017, as a result of exercise of options.

Named Executive Officer	Option-based awards	Share-based awards	Non-equity incentive plan compensation
	– Value vested ⁽¹⁾ during the year ended March 31/2017 (\$)	– Value vested during the year ended March 31, 2017 (\$)	– Value earned during the year ended March 31, 2017 (\$)
Joseph Groia	Nil	N/A	N/A
Andrew T. Pepper	Nil	N/A	N/A

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

TERMINATION AND CHANGE OF CONTROL BENEFITS

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

MANAGEMENT CONTRACTS

The management functions of Cleghorn are performed by our officers and directors and Cleghorn has no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of Cleghorn.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of Cleghorn’s fiscal year ended March 31, 2017.

Plan Category	Number of securities⁽¹⁾ 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⁽¹⁾ remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders ⁽²⁾	1,650,000 ⁽²⁾	\$0.14	375,861
Equity compensation plans not approved by security holders	N/A	N/A	N/A

⁽¹⁾ Underlying securities are common shares in the capital of Cleghorn Minerals Ltd.

⁽²⁾ At the annual general and special shareholder meeting held on June 25, 2015, shareholders approved a 10% rolling stock option incentive plan (the “**Rolling Option Plan**” as previously defined and described herein), which was adopted and implemented by Cleghorn’s Board of Directors concurrent with completion by Cleghorn of its Qualifying Transaction on August 18, 2016. Annual approval of the Rolling Option by shareholders is being sought at the meeting to which this Circular relates.

See Part 3 – The Business of the Meeting – Annual Approval of Stock Option Incentive Plan for a summary of the Rolling Option Plan.

PART 6 – AUDIT COMMITTEE

Audit Committee Charter

The charter for the Audit Committee of our Board of Directors is attached to this Information Circular as Schedule “A”.

The Audit Committee’s primary function is assisting the Board of Directors in fulfilling its oversight responsibilities to shareholders. The Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding corporate assets, reliability of financial information, and compliance with policies and laws, as well as serving as an independent and objective party to liaise with the external auditor, independent of management, and to monitor preparation of financial statements and other financial information.

Audit Committee Members

Joseph Groia, Glenn J. Mullan (Chair) and Andrew T. Pepper are members of the Audit Committee. Joseph Groia and Andrew Pepper are considered “independent” applying the guidelines contained in applicable securities legislation and all three of the Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by our financial statements. Glenn J. Mullan, Cleghorn’s President and Chief Executive Officer, is not considered to be independent of management.

See Part 7 – Corporate Governance – Composition of the Board of Directors.

Relevant Education and Experience

All of the Audit Committee members are businessmen with experience in financial matters, and each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, internal controls and procedures necessary for financial reporting, which experience has been garnered from working in their individual fields of endeavor.

Follows are summaries of the background, education and experience of each of the members of Cleghorn's Audit Committee. See also Part 7 – Corporate Governance – Directorships in other Public Companies.

Joseph Groia

Mr. Groia earned a Bachelor of Laws from the University of Toronto in 1979. He has been a member of the Law Society of Upper Canada since April of 1981 and a principal of Groia & Company Professional Corporation, a law firm, since January 2000. In addition to serving as a director of Cleghorn, Mr. Groia has been a director since June 2008 of Golden Valley Mines Ltd., a junior natural resource issuer trading on the TSX Venture Exchange. Mr. Groia was previously a director of Abitibi Royalties Inc., then a junior natural resource issuer (now an investment issuer) trading on the TSX Venture Exchange. Mr. Groia was previously a director of Xinery Ltd., a public company then traded on The Toronto Stock Exchange engaged in coal mining in West Virginia and Virginia. He was previously (from April 2004 to March 2005) the Chief Financial Officer and the Secretary of Bonita Capital Corporation and (from February 2011 to May 2013) a director of Escudo Capital Corporation, both capital pool companies under the policies of the TSX Venture Exchange; and a director (from June 2008 to February 2011) of Metropolitan Mining Inc. (now Metropolitan Energy Corp.), a mineral exploration company trading on the TSX Venture Exchange.

Glenn J. Mullan

Mr. Mullan earned a Bachelor of Science in Geology from Concordia University in Montréal, Québec, in May 1992. He received a P.Geol. designation from the Order des géologues du Québec in September 2002, and an ICD.D designation from the Institute of Corporate Directors in Montréal, Québec in July 2007. Mr. Mullan is a geologist and he has been the President, Chief Executive Officer and Chairman of Golden Valley Mines Ltd. since August 2000. In addition to serving as a director and officer of Cleghorn, Mr. Mullan is a director of Abitibi Royalties Inc. (non-executive Chair), Val-d'Or Mining Corporation (formerly Nunavik Nickel Mines Ltd.) (President and Chief Executive Officer), and Uranium Valley Mines Ltd. (Chief Executive Officer), all junior natural resource issuers trading on the TSX Venture Exchange. Mr. Mullan was (from December 2004 to March 2011) a director of Cascadia Resources Inc. and a director (from December 2011 to November 2012) of Abcourt Mines Inc., both junior natural resource issuers trading on the TSX Venture Exchange.

Andrew T. Pepper

Andrew T. Pepper is president of Link Plan Management, the portfolio manager and operational business unit of Link Investment Management, a B2B2C software developer of record keeping and reporting of administrative services for retirement plans, with an embedded and proprietary Robo advisor to complete the end-to-end solution for private and public companies. Mr. Pepper holds the Certified Investment Management designation (CIM) and was an associate advising representative with Gryphon Investment Counsel (2011-2016). He was previously a founding partner of Windermere Capital, an investment firm, and its predecessor firm, PepperWright Corporation (2004-2009). In addition to serving as a director of Cleghorn, Mr. Pepper is a director of Abitibi Royalties Inc., an investment issuer trading on the TSX Venture Exchange, and a director of Val-d'Or Mining Corporation (formerly Nunavik Nickel Mines Ltd.) and Uranium Valley Mines Ltd., both junior resource issuers trading on the TSX Venture Exchange. He is Chairman of the Action Centre Foundation, former director of Canadian Royalties, a mineral exploration company that previously traded on the Toronto Stock Exchange, current advisor and Past President of the Montréal Racket Club, former director of the Québec Arthritis Association, former director of the Cedars Cancer Institute and member of the Sarah Cook Fund advisory board.

Pre-Approved Policies and Procedures for Non-Audit Services

Our Audit Committee Charter provides that management seek approval from the Audit Committee for all non-audit services to be provided to Cleghorn by our external auditor, prior to engaging the external auditor to perform those non-audit services.

External Auditor Service Fees

Aggregate audit fees billed by our external auditor, Raymond Chabot Grant Thornton LLP, for services rendered to Cleghorn for the financial years ended March 31, 2017 and 2016, are summarized in the table that follows.

	Fiscal year ended March 31, 2017	Fiscal year ended March 31, 2016
Audit fees.....	\$16,874	\$11,976
Audit related fees.....	Nil	Nil
Tax fees ⁽¹⁾	Included in audit fees above	Included in audit fees above
All other fees.....	Nil	\$780 ⁽²⁾

⁽¹⁾ Aggregate billing (as noted above) includes fees for professional services rendered with respect to preparation of corporate tax returns for Cleghorn not invoiced separately.

⁽²⁾ Fees related to notice of assessment on refundable mining tax credit received.

Audit Committee Oversight

At no time since the commencement of Cleghorn’s fiscal year ended March 31, 2017, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board of Directors.

Reliance on Exemptions

As Cleghorn is a “Venture Issuer” pursuant to relevant securities legislation, we are relying on the exemption in Section 6.1 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) from the Audit Committee composition requirements of Part 3 and the reporting obligations of Part 5 of NI 52-110.

At no time since the commencement of Cleghorn’s fiscal year ended March 31, 2017, has Cleghorn relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or the exemptions in Section 6.1.1 of NI 52-110 with respect to composition of an audit committee of a venture issuer (*Circumstance Affecting the Business or Operations of the Venture Issuer, Events Outside Control of Member and Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

PART 7 – CORPORATE GOVERNANCE

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

Composition of the Board of Directors

The Board of Directors of Cleghorn facilitates its exercise of independent supervision over management by ensuring that there are directors on the Board who are independent of management. The Board, at present, is composed of four directors, two of whom, Joseph Groia and Andrew T. Pepper, are considered to be independent having applied the guidelines contained in applicable securities legislation. In determining whether a director is independent, the Board considers, for example, whether the individual has a relationship which could, or could be perceived to, interfere with the director’s ability to objectively assess the performance of management. On this basis, Glenn J. Mullan, as President and Chief Executive Officer, and C. Jens Zinke, as Chief Financial Officer, are not considered to be independent of management.

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

The directors believe that, at this early stage of Cleghorn's development, the current composition of the Board of Directors adequately facilitates its exercise of independent supervision over management. The Board anticipates that, as Cleghorn matures as a business enterprise, it will identify additional qualified candidates who have experience relevant to Cleghorn's needs and who are considered to be independent under applicable corporate governance legislation and guidelines.

Directorships in Other Public Companies

Certain of the directors of Cleghorn are also directors of other reporting issuers as follows:

<u>Name</u>	<u>Reporting Issuer</u>
Joseph Groia	Golden Valley Mines Ltd.
Glenn J. Mullan	Abitibi Royalties Inc. Golden Valley Mines Ltd. Uranium Valley Mines Ltd. Val-d'Or Mining Corporation (formerly Nunavik Nickel Mines Ltd.)
Andrew T. Pepper	Abitibi Royalties Inc. Uranium Valley Mines Ltd. Val-d'Or Mining Corporation (formerly Nunavik Nickel Mines Ltd.)
C. Jens Zinke	Abitibi Royalties Inc. Uranium Valley Mines Ltd. Val-d'Or Mining Corporation (formerly Nunavik Nickel Mines Ltd.)

Orientation and Continuing Education

Given Cleghorn's Board has been relatively unchanged since its incorporation, Cleghorn has not yet developed an official orientation or training program for new directors. All of Cleghorn's current directors are familiar with the business and mining sectors and with publicly traded companies in general and, as such, formal orientation has not, to date, been required. New directors will be provided with a thorough overview of Cleghorn's business interests, assets, operations, as well as strategic plans and objectives through discussions and meetings with other directors and with officers. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

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

Ethical Business Conduct

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

Nomination and Election of Directors

As Cleghorn progresses as a business enterprise, the Board of Directors will consider its size each year when it considers the number of directors to recommend to its shareholders for election at annual general meetings, taking into account the number required to carry out the Board's duties effectively and to maintain diversity of view and experience. The Board has not, as yet, appointed a nominating committee and these functions will, in the short term, be performed by the Board as a whole on recommendations from the Compensation and Corporate Governance Committee.

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

Voting for election of directors of Cleghorn is by individual voting and not by slate voting. Cleghorn has not, as yet, adopted a majority voting policy such that procedures would be in place requiring the resignation of a director should the director receive more “withheld” votes than votes “for” at any uncontested meeting of shareholders at which directors are elected.

Compensation

See Part 4 – Executive Compensation – Compensation Discussion and Analysis – Compensation Process and the Role of the Compensation and Corporate Governance Committee.

Committees of the Board of Directors

As of the date of this Information Circular, our Board of Directors has appointed the following committees.

Audit Committee

Joseph Groia, Glenn J. Mullan (Chair) and Andrew T. Pepper are members of the Audit Committee. See Part 6 – Audit Committee.

Compensation and Corporate Governance Committee

Glenn J. Mullan, Andrew T. Pepper (Chair) and C. Jens Zinke are members of the Compensation and Corporate Governance Committee. See Part 4 – Executive Compensation – Compensation Discussion and Analysis – Compensation Process and the Role of the Compensation and Corporate Governance Committee and Schedule “B” – Charter of the Compensation and Corporate Governance Committee.

Health & Safety/Sustainability Committee

Joseph Groia, Glenn J. Mullan (Chair) and C. Jens Zinke are members of the Health & Safety/Sustainability Committee. This Committee’s mandate is to assist the Board of Directors in: (i) establishing objectives relating to exploration, health and safety, the environment, sustainable development, and corporate social responsibility, including but not limited to on-site exploration and development activities of Cleghorn’s property interests and monitoring and assessing Cleghorn’s performance against such objectives; (ii) overseeing the development and implementation of policies and management systems for Cleghorn relating to (i) above; and (iii) developing a corporate culture of environmental responsibilities, corporate social responsibility, and awareness as to the importance of health and safety. The Health & Safety/Sustainability Committee shall also perform such other duties as the Board may from time to time prescribe.

Assessments

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

PART 8 – OTHER INFORMATION

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed below, no proposed nominee for election as a director, and no director or officer of Cleghorn who has served in such capacity since the beginning of Cleghorn’s financial year ended March 31, 2017, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of Cleghorn’s outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had or has any interest in any transaction with Cleghorn since the beginning of the financial year ended March 31, 2017, or in any proposed transaction, that has materially affected Cleghorn or is likely to do so.

Qualifying Transaction – Acquisition of the Meech Lake – Matachewan Prospect

On October 14, 2014, Cleghorn entered into a letter agreement with 2973090 Canada Inc. (the “**Vendor**”) for the proposed acquisition (the “**Acquisition**”) of a 100% interest in and to the mineral claims known as the Meech Lake – Matachewan Prospect; and Cleghorn entered into a definitive mineral claim purchase agreement with the Vendor as of January 5, 2015, which definitive agreement was amended and restated on April 1, 2015, further amended and restated as of May 14, 2015, and further amended on September 22, 2015, December 22, 2015 and August 4, 2016 (as further amended and restated, the “**Purchase Agreement**”), pursuant to which the Vendor agreed to sell to Cleghorn and Cleghorn agreed to purchase from the Vendor the Meech Lake – Matachewan Prospect. The Acquisition contemplated by the terms of the Purchase Agreement served as Cleghorn’s Qualifying Transaction, as that term is defined in and pursuant to the policies of the Exchange, which Qualifying Transaction was completed on August 18, 2016.

The Vendor of the Meech Lake – Matachewan Prospect was a private Canadian corporation owned and controlled by Glenn J. Mullan, a director, a principal shareholder and the President, Chief Executive Officer and Secretary of Cleghorn.

In accordance with the terms of the Purchase Agreement and on closing of the Qualifying Transaction on August 18, 2016, Cleghorn issued as consideration for the Acquisition an aggregate of 7,888,928 common shares (the “**Payment Shares**”) at a deemed per share price of \$0.05. Glenn J. Mullan and certain of his associates, as well as Joseph Groia (both Mr. Mullan and Mr. Groia a director of Cleghorn standing for re-election at the meeting to which this Circular relates (see Part 3 – The Business of the Meeting – Election of Directors)) received certain of the Payment Shares issued by Cleghorn, as allocated and directed by the Vendor, which Payment Shares were subject to a hold period until December 19, 2016, and were (and certain of which Payment Shares continue to be) subject to escrow restrictions pursuant to the policies of the TSX Venture Exchange.

Detail with respect to the proposed Acquisition is disclosed in the Information Circular dated May 19, 2015, as prepared by Cleghorn’s management in connection with the annual general and special meeting of shareholders held on June 25, 2015, which Circular has been electronically filed with regulators and is available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar. See in that Circular “Approval of the Acquisition of the Meech Lake – Matachewan Prospect” for a summary of the terms of the Purchase Agreement. See also in that Circular, Part 9 – Information Concerning Cleghorn – Non-Arm’s Length Party Transaction and in Part 11 – Information Concerning the Resulting Issuer, “Promoter Consideration” and “Executive Compensation”.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except as disclosed below, since the beginning of the Cleghorn’s fiscal year ended March 31, 2017, no director, executive officer or employee or former director, executive officer or employee of Cleghorn, nor any nominee for election as a director of Cleghorn, nor any associate of any such person, was indebted to Cleghorn; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Cleghorn.

In connection with Cleghorn’s Acquisition of the Meech Lake – Matachewan Prospect, which served as Cleghorn’s Qualifying Transaction pursuant to the policies of the TSX Venture Exchange (see “Interest of Informed Persons in Material Transactions” above), Cleghorn incurred exploration expenditures on the Meech Lake – Matachewan Prospect on behalf of the Vendor (as previously defined) totalling \$55,554, for which amount Cleghorn was reimbursed by the Vendor of the Meech Lake – Matachewan Prospect. The Vendor of the Meech Lake – Matachewan Prospect is a private Canadian corporation owned and controlled by Glenn J. Mullan, a director, a principal shareholder and the President, Chief Executive Officer and Secretary of Cleghorn.

AGGREGATE INDEBTEDNESS

Purpose	To Cleghorn	To another entity
Share purchases	Nil – Not applicable.	Not applicable.
Other ⁽¹⁾	\$55,554 ⁽¹⁾	Not applicable.

⁽¹⁾ This indebtedness, related to Cleghorn’s Acquisition of the Meech Lake – Matachewan Prospect as described above, was repaid to Cleghorn by the Vendor of the Meech Lake – Matachewan Prospect prior to closing of the transaction on August 18, 2016.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING

None of the directors or executive officers of Cleghorn who have served in such capacity since the beginning of Cleghorn's fiscal year ended March 31, 2017, nor any associate or affiliate of any of those individuals, has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting other than the election of directors and annual approval of the Rolling Option Plan.

See Part 3 – The Business of the Meeting.

OTHER MATTERS

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

ADDITIONAL INFORMATION

You may obtain additional financial information about Cleghorn Minerals Ltd. in the comparative annual financial statements and Management's Discussion and Analysis for the fiscal year ended March 31, 2017, which have been electronically filed with regulators and are available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Additional copies may be obtained without charge upon request to us at 152 chemin de la Mine École, Val-d'Or, Québec J9P 7B6 – telephone (819) 824-2808; fax (819) 824-3379. You may also access our disclosure documents through the Internet on SEDAR at www.sedar.com.

SCHEDULE "A"

CLEGHORN MINERALS LTD. (the "Company")

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose

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

2. Membership

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

3. Authority

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

4. Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors for appointment by shareholders;
- (b) recommending to the Board of Directors the terms of engagement for and compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board (CPAB) and enquiring if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) where there is to be a change in external auditor, reviewing the issues related to the change and the information to be included in the required notice to be filed with securities regulators with respect to such change;
- (h) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (i) reviewing any disagreements in financial reporting between the external auditor and the Company's management;
- (j) reviewing the external auditor's report, audit results and financial statements prior to approval of same by the Board of Directors;
- (k) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements prior to Board approval and dissemination of annual financial statements to shareholders and the public;
- (l) reviewing the Company's financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information by the Company;
- (m) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company prior to its dissemination to the public;
- (n) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process and obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (o) ensuring the integrity of the Company's disclosure controls and internal controls over financial reporting;
- (p) resolving disputes between management and the external auditor regarding financial reporting;
- (q) reviewing the external auditor's internal quality control procedures and any material issues raised with respect thereto by any peer, governmental or professional authority review and the steps taken to deal with those issues; and examining all relationships between the external auditor and the Company, in order to assess and ensure the external auditor's independence;
- (r) reviewing risk management policies and procedures (for example, hedging, litigation and insurance), as well as current areas of financial risk and whether management is managing these effectively;
- (s) establishing procedures for:

- (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and
 - (ii) the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters;
 - (t) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
 - (u) pre-approving all non-audit services to be provided by the Company's external auditor to the Company or any of its subsidiaries and, in this regard, considering whether the external auditor's performance of any such non-audit services is compatible with the external auditor's independence; and
 - (v) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and fees and Audit Committee activities.
- 4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

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

6. Reports

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

7. Minutes

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

SCHEDULE “B”

CLEGHORN MINERALS LTD. (the “Company”)

CHARTER FOR THE COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose

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

2. Membership

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

3. Responsibilities and Duties

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

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

4. Meetings

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

5. Reports

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

6. Resources

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

7. Minutes

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