



A.I.S. RESOURCES LIMITED

2017 ANNUAL GENERAL AND SPECIAL MEETING

Notice of the Annual General and Special Meeting of the Shareholders

Management Information Circular

Meeting Date: Friday, July 14, 2017

Time: 10:00 a.m. (Vancouver time)

Place: 2300 - 1177 W Hastings St.

Vancouver, B.C. V6E 2K3

Dated: June 23, 2017

CORPORATE INFORMATION

Registered Office

P.O. Box N-8181
308 East Bay Street
Nassau, Bahamas
North America

Canadian Operations

Suite 2300
1177 West Hastings Street
Vancouver BC
Canada V6E 2K3

Directors

Martyn Element, Chairman of the Board
Marc Enright-Morin, President & CEO
Phillip Thomas, Chief Operating Officer
Kiriaki Smith, Chief Financial Officer & Secretary

Auditors

Jackson & Company, Chartered Accountants
800 – 1199 West Hastings St.
Vancouver, BC
V6E 3T5

Registrar and Transfer Agent

Computershare Investor Services Inc.
510 Burrard Street, 2nd Floor,
Vancouver, B.C.
V6C 3B9

Legal Counsel

Dupuch & Turnquest
Counsel and Attorneys-at-Law,
308 East Bay Street, Nassau, Bahamas
P.O. Box N-8181

Listing

TSX-V Symbol AIS.H
OTCQB Symbol AISSF

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the "**Meeting**") of Shareholders ("**Shareholders**") of common shares ("**Common Shares**") of **A.I.S. Resources Limited ("A.I.S.")** will be held at 2300 - 1177 W Hastings Street Vancouver, B.C. V6E 2K3, on **July 14, 2017 at 10:00 a.m.** (PST) for the following purposes:

1. to receive the financial statements of A.I.S. for the year ended December 31, 2016 and the auditors' report thereon, and for the three months period ended March 31, 2017;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect directors to hold office until the next annual meeting of Shareholders;
4. to appoint auditors to hold office until the next annual meeting of Shareholders and to authorize the board of directors of A.I.S. to fix their remuneration as such; and
5. to consider and, if deemed advisable, adopt an ordinary resolution to approve the Corporation's rolling stock option plan, as more fully described in the accompanying Management Proxy Circular; and
6. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular.

The record date for the Meeting has been fixed at the close of business on June 13, 2017 (the "**Record Date**"). Only Shareholders of record as at the close of business on the Record Date are entitled to receive notice of and vote at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Computershare Investor Services Inc., 510 Burrard Street, Vancouver, British Columbia, V6C 3A8 (according to the instructions on the proxy), so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions. Alternatively, a proxy may be deposited with the secretary of A.I.S. before or at the Meeting.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein.

Dated this 20th day of June, 2017.

BY ORDER OF THE BOARD OF DIRECTORS OF A.I.S. RESOURCES LIMITED

(signed) "*Marc Enright-Morin*"

President and Chief Executive Officer

INFORMATION CIRCULAR

Dated: June 20, 2017.

General

This Information Circular is furnished in connection with the solicitation of proxies by the management of **A.I.S. Resources Limited** ("**A.I.S.**") for use at the Annual General and Special Meeting (the "Meeting") of Shareholders ("Shareholders") of Common Shares ("Common Shares") of A.I.S. to be held on July 14, 2017, and any adjournments thereof. No person has been authorized to give any information or make any representations in connection with the matters to be considered at the Meeting other than those contained in this Information Circular and if given or made, any such information or representation must not be relied upon as having been authorized.

Information contained in this Information Circular is given as of June 20, 2017, unless otherwise specifically stated.

Solicitation of Proxies

This Information Circular is provided in connection with the solicitation of proxies by the management of A.I.S. for use at the Meeting for the purposes set forth in the accompanying Notice of Annual Meeting. Solicitations of proxies will be primarily by mail, but may also be by newspaper publication, in person or by telephone, fax or oral communication by directors, officers, employees or agents of A.I.S., who may be specifically remunerated therefor. All costs of the solicitation for the Meeting will be borne by A.I.S.

Appointment and Revocation of Proxies

Accompanying this Information Circular is a form of proxy (the "**Instrument of Proxy**") for use by Shareholders. The persons named in the enclosed Instrument of Proxy are directors and/or officers of A.I.S. **A Shareholder desiring to appoint a person (who need not be a Shareholder) to represent such Shareholder at the Meeting, other than the persons designated in the Instrument of Proxy enclosed herewith, may do so either by inserting such person's name in the blank space provided in the accompanying Instrument of Proxy or by completing another form of proxy** and, in either case, mailing the completed proxy to Computershare Investor Services Inc., 510 Burrard Street, Vancouver, British Columbia, V6C 3A8 (according to the instructions on the proxy), so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions. Failure to so deposit a form of proxy shall result in its invalidation. Alternatively, a proxy may be deposited with the secretary of A.I.S. before or at the Meeting.

Voting of Proxies for Non-Registered Shareholders

Only proxies deposited by registered Shareholders whose names appear on the records of A.I.S. as the registered holder of Common Shares can be recognized and acted upon at the Meeting. If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the proxy or other voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided with it. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting. See "*Advice to Beneficial Shareholders*" below.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy by instrument in writing executed by the Shareholder or such shareholder's attorney authorized in writing, or, if the Shareholder is a

corporation, under its corporate seal or by an officer or attorney thereof, duly authorized, and deposited either at the registered office of A.I.S. at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. The registered office of A.I.S. is at 308 East Bay Street, Nassau, Bahamas. Please note that if a Shareholder appoints a proxy holder and submits their voting instructions via the internet in accordance with the above and subsequently wishes to change their appointment, such Shareholder may resubmit their proxy and/or voting direction via the internet prior to the deadline noted above. When resubmitting a proxy via the internet, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.

Proxy Voting

The Common Shares represented by the accompanying Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of such direction, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented thereby FOR each of the matters set forth in the accompanying Notice of Annual Meeting.**

Exercise of Discretion of Proxy

The enclosed Instrument of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Annual Meeting and this Information Circular and with respect to other matters that may properly come before the Meeting. At the date of this Information Circular, management of A.I.S. does not know of any amendments, variations or other matters to come before the Meeting other than the matters referred to in the accompanying Notice of Annual Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as a substantial number of them do not hold their Common Shares in their own names. Shareholders who do not hold Common Shares in their own names ("**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of A.I.S. as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of A.I.S. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. The directors and officers of A.I.S. do not know for whose benefit the Common Shares registered in the name of CDS & Co. or of other brokers/agents are held. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Instrument of Proxy provided to registered Shareholders by A.I.S.; however, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable voting instruction form instead of the form of proxy. The Beneficial Shareholder is asked to complete the voting instruction form and return it to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder may call a

toll-free number to vote the shares held by the Beneficial Shareholder or vote online. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction request or a proxy with a Broadridge sticker on it cannot use that instruction request or proxy to vote Common Shares directly at the Meeting as the proxy must be returned as directed by Broadridge well in advance of the Meeting in order to have the shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed instructions or proxies as directed by Broadridge well in advance of the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholders for the registered Shareholder should enter their own names in the blank space on the instrument of proxy or other voting instruction form provided to them and return the same to their brokers (or the brokers' agents) in accordance with the instructions provided by such brokers (or agents) well in advance of the Meeting.

Quorum

Pursuant to the articles of association of A.I.S., a quorum of shareholders at the Meeting shall be three or more Shareholders present or represented by proxy and holding, in the aggregate, not less than 10% of the outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

At the Meeting, the Shareholders will receive the annual comparative financial statements of A.I.S. as at and for the year ended December 31, 2016, including the auditors' report thereon, and the interim comparative financial statements of A.I.S. as at and for the three months period ended March 31, 2017.

Fixing Number of Directors

It is proposed that the number of directors to be elected at the Meeting be set at four (4). There are presently four directors of A.I.S., each of whose term of office shall expire at the termination of the Meeting unless such director is re-elected as a director at the Meeting. Unless otherwise directed, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of an ordinary resolution setting the number of directors to be elected at the Meeting at four (4).

Election of Directors

The names and jurisdiction of residence of the persons nominated for election as directors of A.I.S., the date each was originally elected or appointed a director of A.I.S., the principal occupation of each and the number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by each nominee, are set forth in the below table. **Unless otherwise directed, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented by any such proxy for the election of the below nominees to the board of directors (the "Board") of A.I.S.** The directors elected at the Meeting will hold office until the next annual meeting of A.I.S. or until their successors are elected or appointed, subject to the articles and by-laws of A.I.S.

Name and Jurisdiction of Residence of Proposed Directors	Date Originally Elected or Appointed a Director	Principal Occupation	Number of Common Shares Held (1)
Martyn Element (2) Vancouver, Canada	February 24, 2014	President and Chief Executive Officer of Martyn Element and Associates, a corporate finance consultant	1,020,500
Marc Enright-Morin Coquitlam, Canada	August 09, 2016	President and Chief Executive Officer of A.I.S. Resources Limited	100,000
Kiriaki Smith (2) Vancouver, Canada	October 1, 2015	Principal at Kiki Smith Inc., a professional accounting corporation	295,500
Phillip Thomas (2) Australia	October 24, 2016	President and CEO of Panopus PLC., a geological consulting, trading, and investment banking company	209,000

Notes:

- (1) Common Shares beneficially owned, controlled or directed, directly or indirectly, is based upon information furnished to A.I.S. by the individual directors.
- (2) Member of the Audit Committee.

To the knowledge of A.I.S., no proposed director of A.I.S. is, as of the date hereof, or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including A.I.S.), that: (a) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"), that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of A.I.S., no proposed director of A.I.S.: (a) is, as of the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company (including A.I.S.) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the ten years before the date hereof, 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.

To the knowledge of A.I.S., no proposed director of A.I.S. 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.

Appointment of Auditors

Unless otherwise directed, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of a resolution to reappoint Jackson & Company, Chartered Accountants, as auditors of A.I.S. to hold office until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration.

Stock Option plan

The Company's current stock option plan (the "Plan") was initially adopted by the Board on April 24, 2014 and ratified by the shareholders of the Company at an annual general meeting held on September 17, 2014, allowing for the grant of stock options for the purchase of up to 630,676 common shares of the Company.

The Board proposes to implement a new 10% rolling plan (the "New Plan"), subject to shareholder and regulatory approval. The New Plan is consistent with the requirements of the TSX Venture Exchange (the "Exchange") and provides as follows:

- (a) the maximum aggregate number of common shares that can be issued pursuant to the exercise of options granted under the Plan, the New Plan or otherwise, is 2,366,951 common shares of the Company, being 10% of the Company's current issued and outstanding share capital (on a non-diluted basis);
- (b) stock options granted under the New Plan will have an expiry date not to exceed ten years from the date of grant;
- (c) any stock options granted that expire or terminate for any reason without having been exercised will again be available under the New Plan;
- (d) stock options will vest as required by the Exchange and as may be determined by the administrator of the New Plan, or in the absence of such body, the Board;
- (e) the minimum exercise price of any stock options issued under the New Plan will be determined by the Board at the time of grant, subject to the requirements of the Exchange;
- (f) stock options granted will expire 90 days after an optionee ceases to be involved with the Company, or for any options granted to an individual providing investor relations services, 30 days after the optionee ceases to be involved with the Company;
- (g) the Board may not grant stock options to any one person in any 12-month period which could, when exercised, result in the issuance of shares exceeding 5% of the issued and outstanding common shares of the Company;
- (h) the Board may not grant to insiders, within a 12-month period, that number of stock options under the New Plan, together with all of the Company's previously established and outstanding stock option plans or grants, which could result at any time in the grant to insiders exceeding 10% of the Company's then issued and outstanding share capital;
- (i) the Company cannot grant options to any one consultant in any 12-month period which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding common shares of the Company;
- (j) the Company cannot grant options in any 12-month period to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of common shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Company and options issued to consultants

performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three months period;

(k) in connection with the exercise of an option, as a condition to such exercise the Company may require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option; and

(l) if a change of control, as described in the New Plan, occurs, all unvested options shall immediately become vested and may thereon be exercised in whole or in part by the option holder, subject to any required approval by the Exchange.

The above summary is subject to the full text of the New Plan which will be available for review at the Meeting.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the New Plan.

If the New Plan is approved by shareholders, a total of 2,366,951 common shares will be reserved for issuance pursuant to the exercise of options to be granted pursuant to the New Plan as at the record date for the Meeting, of which a total of 2,337,250 options are currently outstanding and of which a total of 29,701 options will be available for grant pursuant to the New Plan.

All options to acquire common shares of the Company previously issued by the Company to directors, officers, employees and consultants of the Company and currently outstanding shall be deemed to have been granted and issued under the New Plan and otherwise be governed by the terms and conditions of the New Plan, subject to the specific terms and conditions as to exercise price, vesting periods, if any, and expiry dates as are currently applicable to such options.

At the Meeting, shareholders will be asked to pass the following resolution:

“IT IS RESOLVED, as an ordinary resolution that the new 10% rolling stock option plan is hereby approved and confirmed and the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution and notwithstanding the foregoing, the directors of the Company are hereby authorized, without further approval of or notice to the shareholders of the Company, to revoke this ordinary resolution at any time prior to giving effect to the new 10% rolling stock option plan.”

Shareholders may vote FOR or AGAINST the above resolution. The Board has unanimously approved the New Plan and recommends that shareholders vote FOR the adoption of the New Plan. To be effective, the New Plan requires approval by an ordinary resolution passed by the shareholders of the Company at a general meeting. An ordinary resolution is a resolution passed by a simple majority of the votes cast in person or by proxy. If approved by the Company's shareholders, the New Plan will take effect upon approval by the Exchange.

If the New Plan is not approved by shareholders, the Plan will continue.

Additional Business

At the Meeting, the Shareholders will also transact such further or other business as may properly come before the Meeting or any adjournments thereof. Management of A.I.S. knows of no amendments, variations or other matters to come before the Meeting, other than the matters referred to in the accompanying Notice of Annual Meeting. However, if any other matter properly comes before the Meeting, the persons set forth in the accompanying Instrument of Proxy, if named as proxy, will vote on such matter in accordance with their best judgment.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of A.I.S. is \$5,000,000 US, which may consist of any combination of Common Shares and preferred shares. As at June 16, 2017, 23,669,506 Common Shares are issued and outstanding. The holders of Common Shares are entitled to one vote per share at the Meeting.

To the knowledge of the directors and executive officers of A.I.S., no person or company beneficially owns, or exercise control or direction over, directly or indirectly, more than 10% of the voting rights attached to the Common Shares.

INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth herein, to the knowledge of the directors and executive officers of A.I.S., there are no material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of A.I.S. at any time since the beginning of its most recently completed financial year, or of any associate or affiliate of any of the foregoing, in the matters set forth in the accompanying Notice of Annual Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of A.I.S. is not aware of any material interest, direct or indirect, of any director or executive officer of A.I.S., any person who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, or any other "informed person" (as defined in National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators) or any associate or affiliate of such persons, in any transaction since the commencement of A.I.S.'s most recently completed financial year or in any proposed transaction which has materially affected, or is reasonably expected to materially affect, A.I.S. or any of its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION

This Statement of Executive Compensation describes the compensation paid, made payable, awarded, granted, gave or otherwise provided during the financial year ended December 31, 2016, to the Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") of A.I.S. (collectively, the "**NEOs**" or "**Named Executive Officers**"), as well as each person that acted as a director of A.I.S. at any time during the last completed financial year.

During the financial year ended December 31, 2016, the Company had three Named Executive Officers, namely, Martyn Element, serving as the President and CEO from February 2, 2014 up till August 9, 2016, succeeded by Marc Enright-Morin as the President and CEO from August 9, 2016 till to date, and Kiriaki Smith, appointed as the CFO since May 14, 2014.

During the financial year ended December 31, 2015, the Company had two Named Executive Officers, namely, Martyn Element, serving as the President and CEO since February 2, 2014, and Kiriaki Smith, serving as the CFO since May 14, 2014.

Compensation Discussion and Analysis

The Company's executive compensation is paid primarily in the form of the management, consulting or accounting fees, annual cash bonus, and grant of options under the Corporation's Share Option Plan, which aligns executive compensation with the achievement of the Corporation's business objectives and financial and operational results. The Company's executive compensation practices are designed to attract and retain talented personnel capable of achieving the Company's objectives. The Company also utilizes compensation programs to motivate and reward the Company's executives for the ultimate achievement of the Company's goals. The Board does not set specific objectives in assessing the performance of the Corporation and its executive officers, but rather the Board uses its collective experience and judgment in assessing performance and determining overall compensation, including the number of options to grant A.I.S.' executive officers and directors. The Corporation does not have a formal policy with respect to directors and officers purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Common Shares held, directly or indirectly, by the director or officer.

Summary Compensation

The following table summarizes the compensation paid (excluding compensation securities) to the Named Executive Officers and directors during the Company's financial years ended December 31, 2016 and 2015.

Compensation excluding compensation securities					
Name and Position	Year	Consulting, Director or Management fee (\$)	Bonus (\$)	Value of all other compensation (\$)	Total compensation (\$)
Marc Enright-Morin (2) Director & CEO	2016	53,625	26,250	-	79,875
Kiriaki Smith Director & CFO	2016	54,600	-	-	54,600
	2015	66,914	-	-	66,914
Martyn Element (1) Director & Board Chairman (former CEO)	2016	76,000	-	-	76,000
	2015	99,000	-	-	99,000
Phillip Thomas Director & COO	2016	-	-	-	-
Caryl A.E. Lashley (former Director)	2015	-	-	-	-

- (1) Martyn Element held the office of CEO until August 9, 2016. The remuneration for the year ended December 31, 2016 includes \$50,000 for his services as the CEO and \$26,000 for director fees.
- (2) Marc Enright-Morin assumed the office of the CEO on August 9, 2016. The remuneration for the year ended December 31, 2016 includes \$15,000 for consulting fees and \$64,875 for his services after appointment as the CEO of the Company.

The following table summarized the compensation securities awarded to the Named Executive Officers and Directors during the year ended December 31, 2016:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities/ number of underlying securities	Date of grant	Exercise price (\$)	Underlying security closing price on date of grant (\$)	Underlying security closing price at year end (\$)	Expiry date
Marc Enright-Morin Director & CEO	Stock options	450,000/450,000	Aug 12, 2016	\$0.15	\$0.20	\$0.55	Aug 12, 2021
		135,000/135,000	Oct 7, 2016	\$0.25	\$0.24		Oct 7, 2021
Kiriaki Smith Director & CFO	Stock options	150,000/150,000	Aug 12, 2016	\$0.15	\$0.20	\$0.55	Aug 12, 2021
		100,000/100,000	Oct 7, 2016	\$0.25	\$0.24		Oct 7, 2021
Martyn Element Director & Board Chairman	Stock options	165,000/165,000	Aug 12, 2016	\$0.15	\$0.20	\$0.55	Aug 12, 2021
		100,000/100,000	Oct 7, 2016	\$0.25	\$0.24		Oct 7, 2021
Phillip Thomas Director & COO	Stock options	200,000/200,000	Nov 8, 2016	\$0.30	\$0.30	\$0.55	Nov 8, 2021

a) As at December 31, 2016, Marc Enright-Morin held 685,000 unexercised compensation securities. In August 2016, the Company granted 450,000 options having a total value of \$72,554, based on a fair value per option of \$0.1612, estimated using the Black-Scholes model with the following assumptions: no expected dividend yield, an expected volatility of 107.74%, a risk-free interest rate of 0.60% and an expected life of the options of 5 years. In October 2016, the Company granted 135,000 options having a total value of \$26,590, based on a fair value per option of \$0.197, estimated using the Black-Scholes model with the following assumptions: no expected dividend yield, an expected volatility of 110.64%, a risk-free interest rate of 0.73% and an expected life of the options of 5 years.

b) As at December 31, 2016, Kiriaki Smith held 250,000 unexercised compensation securities. In August 2016, the Company granted 150,000 options having a total value of \$24,185, based on a fair value per option of \$0.1612, estimated using the Black-Scholes model with the following assumptions: no expected dividend yield, an expected volatility of 107.74%, a risk-free interest rate of 0.60% and an expected life of the options of 5 years. In October 2016, the Company granted 100,000 options having a total value of \$19,696, based on a fair value per option of \$0.197, estimated using the Black-Scholes model with the following assumptions: no expected dividend yield, an expected volatility of 110.64%, a risk-free interest rate of 0.73% and an expected life of the options of 5 years.

c) As at December 31, 2016, Martyn Element held 265,000 unexercised compensation securities. In August 2016, the Company granted 165,000 options having a total value of \$26,603, based on a fair value per option of \$0.1612, estimated using the Black-Scholes model with the following assumptions: no expected dividend yield, an expected volatility of 107.74%, a risk-free interest rate of 0.60% and an expected life of the options of 5 years. In October 2016, the Company granted 100,000 options having a total value of \$19,696, based on a fair value per option of \$0.197, estimated using the Black-Scholes model with the following assumptions: no expected dividend yield, an expected volatility of 110.64%, a risk-free interest rate of 0.73% and an expected life of the options of 5 years.

d) As at December 31, 2016, Phillip Thomas held 100,000 unexercised compensation securities. In November 2016, the Company granted 200,000 options having a total value of \$53,609, based on a fair value per option of \$0.268, estimated using the Black-Scholes model with the following assumptions: no expected dividend yield, an expected volatility of 143.41%, a risk-free interest rate of 0.87% and an expected life of the options of 5 years.

Exercise of Compensation securities by Directors & NEOs							
Name and position	Type of compensation security	Number of compensation securities exercised	Date of exercise	Exercise price (\$)	Underlying security closing price on date of exercise (\$)	Diff. between closing price and exercise price at exercise date (\$)	Total value on exercise date
Phillip Thomas Director & COO	Stock options	100,000	Dec 16, 2016	\$0.30	\$0.49	\$0.19	\$19,000

Pension Plan Benefits

A.I.S. does not have a pension plan or similar benefit program.

Stock Option Plan

The Company's current stock option plan (the "Plan") was initially adopted by the Board on April 24, 2014 and ratified by the shareholders of the Company at an annual general meeting held on September 17, 2014, allowing for the grant of stock options for the purchase of up to 630,676 common shares of the Company. The Board proposes to implement a new 10% rolling plan (the "New Plan"), subject to shareholder and regulatory approval. The New Plan is consistent with the requirements of the TSX Venture Exchange (the "Exchange") and a total of 2,366,951 common shares will be reserved for issuance pursuant to the exercise of options to be granted pursuant to the New Plan. See Approval of a Rolling Stock Option Plan for more information.

During the financial year ended December 31, 2016, 1,300,000 options were granted to directors of the Company. For greater details see table under the heading "Compensation Securities".

Termination and Change of Control Payments

There are no contracts, agreements, plans or arrangements that provide for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of A.I.S. or a change in a NEO's responsibilities.

Indebtedness of Directors and Executive Officers

No current or former director, executive officer or employee of A.I.S. or any of its subsidiaries, or any proposed director of A.I.S., nor any associate of the foregoing persons, is now or has been indebted to A.I.S. or any of its subsidiaries since the commencement of the last completed fiscal year, other than for routine indebtedness, nor is, or at any time since the beginning of the most recently completed financial year of A.I.S. has, any indebtedness of any such person been subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by A.I.S. or any of its subsidiaries.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The Charter of the Audit Committee of the board of directors is attached hereto as Schedule A-1.

Composition of the Audit Committee

The members of the Audit Committee as at the date hereof are Martyn Element, Kiriaki Smith and Phillip Thomas. No member of the Audit Committee is independent in accordance with National Instrument 52-110 ("NI 52-110") and all three of the members are financially literate. The following is a description of the education and experience of each member of the Audit Committee.

Martyn Element

Martyn is an established businessman and has 30 years of experience in public financial markets. He was previously involved in the food and beverage industry, and remarkable record of securing financing for new business ventures globally.

Phillip Thomas

Phillip has degrees in Geology and Business Marketing and is a certified mineral valuer. He specializes in finance and capital raising, management of mining companies, planning, development and management of mining projects.

Kiriaki Smith

Kiriaki is a Chartered Professional Accountant and has over 20 years of experience assisting private and public companies in the roles of accountant, corporate controller and chief financial officer in mining, oil and gas, real estate, high technology, food production, and investment fund management.

Pre-Approval of Policies and Procedures

The Audit Committee has not adopted a policy to review and pre-approve any non-audit services to be provided to the Corporation by the external auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.

External Auditor Service Fees

Audit Fees

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit services were \$8,988 in 2016 and \$19,992 in 2015.

Audit-Related Fees

There were no fees billed in either of the last two fiscal years for assurance and related services rendered by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit Fees".

Tax Fees

There aggregate fees billed the last two fiscal years for professional services rendered by the Corporation's external auditor for tax compliance, tax advice or tax planning were \$Nil in 2016 and 2015.

All Other Fees

There were no other fees billed in either of the last two fiscal years for products and services provided by the Corporation's auditors other than services reported above.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 with respect to the composition of the audit committee and reporting obligations under Parts 3 and 5, respectively, of NI 52-110.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101, entitled "Disclosure of Corporate Governance Practices" ("**NI 58-101**") requires that if management of an issuer solicits proxies from its securityholders for the purpose of electing directors that certain prescribed disclosure respecting corporate governance matters be included in its management information circular. The TSX Venture Exchange also requires companies that are listed on the TSX Venture Exchange to provide, on an annual basis, the corporate governance disclosure which is prescribed by NI 58-101.

1. **Board of Directors – Disclose how the Board facilitates its exercise of independent supervision over management, including**
 - (a) **the identity of directors that are independent.**

There are no independent directors in the board of the Company (for purposes of NI 58-101):

- (b) **the identity of directors who are not independent, and the basis for that determination.**

Martyn Element is not independent as he has been Chief Executive Officer of within the past three years.

Marc Enright-Moring, Kiriaki Smith and Phillip Thomas are not independent as they are officers of the Company

2. **If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.**

The following directors are presently directors of other issuers that are reporting issuers (or the equivalent):

Name of Director	Name of Other Issuers
Martyn Element	N/A
Marc Enright-Morin	Sparrow Ventures Ltd.
Kiriaki Smith	N/A
Phillip Thomas	Arrowstar Resources Ltd.

3. Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board take to provide continuing education for directors.

While A.I.S. does not currently have a formal orientation and education program for new members of the Board, A.I.S. has historically provided such orientation and education on an informal basis. As new directors have joined the Board, A.I.S. has provided these individuals with corporate policies, historical information about A.I.S., as well as information on A.I.S.'s performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. The Board believes that these procedures have proved to be a practical and effective approach in light of the A.I.S.'s particular circumstances, including the size of A.I.S., limited turnover of the directors and the experience and expertise of the members of the Board.

No formal continuing education program currently exists for the directors of A.I.S. Each director of A.I.S. has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

4. Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.

Each director, officer and employee of A.I.S. is required in exercising their duties and responsibilities to act honestly and good faith and in compliance with applicable laws, rules and regulations.

Any director and officer, in the case of conflict of interest, must declare the nature and extent of his conflict in any important contract or proposed contract of A.I.S. as soon as he has knowledge of an agreement or proposed contract. In such case, the director must abstain on voting on the resolution to approve the transaction.

5. Disclose what steps, if any, are taken to identify new candidates for board nomination, including:

- (a) **who identifies new candidates; and**
- (b) **the process of identifying new candidates.**

Nomination and review of potential new directors is conducted by the Board and senior management of A.I.S..

6. Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including

- (a) **who determines compensation; and**
- (b) **the process of determining compensation.**

Compensation of the Board and A.I.S.'s executive officers is determined by the Board. See "*Statement of Executive Compensation*" above.

7. If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board maintains only an audit committee. All other matters are addressed by the full Board.

8. Disclose what steps, if any, that the Board take to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

To date, no formal assessments have been undertaken, however, performance is reviewed on an informal basis from time to time.

ADDITIONAL INFORMATION

Additional information relating to A.I.S. is available under A.I.S.' profile on the SEDAR website at www.sedar.com. Financial information in respect of A.I.S. is provided in A.I.S.'s annual comparative financial statements and management's discussion and analysis for A.I.S.'s most recently completed financial year, copies of which are available upon request from A.I.S. Resources Limited at 2300 – 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3, Attention: Chief Financial Officer.

SCHEDULE A-1
A.I.S. Resources Limited
| Audit Committee Charter

The Board of Directors of A.I.S. Resources Limited (the "Corporation") has established an Audit Committee (the "Committee") with authority, responsibility and specific duties as described in this charter. The Committee shall review and reassess the adequacy of this charter at least annually and report its conclusion and any recommendations to the Board of Directors.

Purpose

The primary function of the Committee is to assist the Board of Directors in fulfilling its fiduciary oversight responsibilities relating to the Corporation's financial statements, accounting policies, the adequacy of disclosures, the Corporation's compliance with legal and regulatory requirements, the financial reporting process, the systems of internal accounting and financial controls, and the sufficiency of auditing relative thereto.

The Committee is responsible for evaluating the quality, independence and objectivity of the independent auditors and internal auditors. It is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, the internal auditors and management of the Corporation. The opportunity for the independent auditors and the internal auditors to meet with the entire Board of Directors is not to be restricted. The Committee is to ensure that the independent auditors are ultimately accountable to it. The Committee has the ultimate authority and responsibility to evaluate and appoint the independent auditors, determine their compensation and, if appropriate, to terminate the independent auditors.

In discharging its oversight role, the Committee is granted the authority to investigate any activity of the Corporation and its subsidiaries, and all employees shall be directed to cooperate as may be requested by members of the Committee. If the Committee determines that additional expertise is required in order to fulfill its responsibilities, the Committee is empowered to retain and compensate persons or firms as necessary to assist the Committee in fulfilling its responsibility.

Composition

The Committee shall consist of three or more members of the Board of Directors, all of whom must be financially literate and two of whom must be independent. An independent member, in general terms, is one who is not an employee, Control Person, or an officer of the Issuer or any of its Associates or Affiliates. Financially literate means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably be expected to be raised by the issuer's financial statements. Financial statements include a balance sheet income statement and cash flow statement. Committee members receive no compensation from the Corporation, except for retainer fees and reimbursement of expenses in connection with Board and Committee service.

Martyn Element, Phillip Thomas and Kiriaki Smith comprise the Audit Committee. Mr. Martyn is the Chairman. All members are financially literate.

Meetings

The Committee will meet at least four times a year, or more frequently as circumstances require. As part of its job to foster open communication, the Committee should meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities

The following are the principal responsibilities of the Committee:

1. Review of Documents and Reports

- (a) Review and update this Charter annually.
- (b) Review the Corporation's financial statements, MD&A and any annual and interim earnings, press release before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

2. Relationship with External Auditors

- (a) Request from the independent auditors at least annually a formal written statement delineating all relationships between the auditors and the Corporation consistent with Independent Standards Board Standard No. 1, as may be modified or supplemented; discuss with the independent auditors any such disclosed relationships, including non-audit services, and their impact on the auditors' objectivity and independence; and take action, if appropriate, in response to the independent auditors' statement in order to satisfy itself of the auditors' independence.
- (b) Select, and retain the services of, the Corporation's independent auditor, which will be subject to the shareholders' ratification, and terminate their services when appropriate. Review annually, the performance of the external auditors who shall be ultimately accountable to the Committee and the Board of Directors as representatives of the shareholders of the Corporation.
- (c) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
- (d) Review with management and the external auditors the audit plan for the year-end statements and the intended form of such statements.
- (e) Review the scope and results of the annual audit with the independent auditor.
- (f) Pre-approve "permitted" audit and non-audit services.
- (g) Establish policies for the hiring of employees and former employees of the independent auditor.
- (h) Review and discuss with the internal auditors the overall scope and plans for their audits and determine whether the internal audit function has the appropriate resources and expertise.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- (i) The aggregate of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of billings paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
- (ii) Such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
- (iii) Such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

3. Financial Reporting

- (a) In consultation with the external auditors, review with management the integrity of the corporation's financial reporting process, both internal and external.
- (b) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- (c) Review significant judgements made by management in the preparation of the financial statements and the view of the external auditors as to the appropriateness of such judgements.
- (d) Review separately with management and the external auditors, following completion of the annual audit, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the audit, including any restrictions on the scope of work or access to required information.
- (e) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (f) Review with external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (g) Review and discuss with management, the internal auditors, and the independent auditors, the adequacy and effectiveness of the Corporation's internal accounting and financial controls, the quality of the financial and accounting personnel, and any relevant recommendations and management's responses thereto.
- (h) Discuss the Corporation's policies with respect to risk assessment and risk management, review contingent liabilities and risks that may be material to the Corporation, and review major legislative and regulatory developments which could materially impact the Corporation's contingent liabilities and risks.
- (i) Make, or cause to be made, all necessary inquiries of management, the independent auditors and the internal auditors concerning established standards of corporate conduct and performance and deviations there from. Annually, a report relative to compliance with the Corporation's code of business conduct is to be furnished to the Committee.
- (j) Meet with management and the independent auditors prior to the filing of the Corporation's Quarterly Reports to review and discuss the interim financial statements and the Corporation's specific disclosures under "Management's Discussion and Analysis".
- (k) Meet with management and the independent auditors to review and discuss the financial

statements and the Corporation's specific disclosures under "Management's Discussion and Analysis", including their judgment about the quality, not just acceptability, of accounting principles, the consistency of accounting policies, unusual transactions, the reasonableness of significant estimates and judgments, the clarity and completeness of the disclosures in the financial statements, and any other matters required to be discussed. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors, including any disagreements with management.

(l) Review and reassess, at least annually, the adequacy of this charter and report its conclusion and any recommendations to the Board of Directors.

(m) Review its own performance annually and report to the Board.