

VANTEX RESOURCES LTD.  
800 – 1199 West Hastings Street  
Vancouver, BC V6E 3T5  
Telephone No.: (604) 283-1722

## MANAGEMENT PROXY CIRCULAR

as at January 15, 2018 *(except as otherwise indicated)*

**This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of Vantex Resources Ltd. (the “Corporation”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on February 20, 2018 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

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

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

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

### Appointment of Proxyholders

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

### Voting by Proxyholder

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

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

### Registered Shareholders

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

- (a) complete, date and sign the enclosed form of proxy and return it to the Corporation’s transfer agent, Computershare Investor Services Inc. (“Computershare”), by fax within North America at 1-866-249-7775,

outside North America at (416) 264-9525, or by mail, or by hand delivery to the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by hand delivery to the 2<sup>nd</sup> Floor, 510 Burrard Street, Vancouver, BC V6C 3B9; or

- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll free number, the Proxy access number; or
- (c) log onto Computershare's internet website for proxy voting at [www.investorvote.com](http://www.investorvote.com). Registered shareholders must follow the instructions provided on the website and refer to the enclosed Proxy form for the proxy access number.

Regardless of the method a Registered Shareholder uses to vote, they must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Corporation's board of directors (the "Board") at its discretion without notice.

### **Beneficial Shareholders**

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

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

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

#### ***If you are a Beneficial Shareholder:***

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

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

with its instructions, well in advance of the Meeting, in order to have your Common Shares voted or to have an alternate representative duly appointed to attend and vote your Common Shares at the Meeting.

If you wish to vote your Common Shares in person at the Meeting, please complete the enclosed VIF and insert your own name as the Appointee on the VIF. Be sure to send your completed and signed VIF to Broadridge well before Broadridge's deadline. When you attend the Meeting, be sure to confirm with the Scrutineer before the start of the Meeting that you are appointed to vote your own Common Shares and that you will be voting those Common Shares in person at the Meeting.

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

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

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Canada Business Corporations Act* (the "CBCA"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, or to the Corporation's office at 800 – 1199 West Hastings Street, British Columbia, V6E 3T5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

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

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

The Board has fixed January 15, 2018 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting, except to the extent that:

- (a) the shareholder has transferred the ownership of any such share after the record date, and
- (b) the transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred Common Shares and makes a demand to Computershare no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

The Corporation is authorized to issue an unlimited number of Common Shares. As of January 15, 2018, the Corporation had outstanding 16,712,931 fully paid and non-assessable Common Shares without par value, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Corporation, no person beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at January 15, 2018.

## **FINANCIAL STATEMENTS**

The audited financial statements of the Corporation for the fiscal year ended October 31, 2016, the report of the auditor thereon and the related management discussion and analysis will be placed before the Meeting. Additional information may be obtained upon request from the Secretary of the Corporation at Suite 800, 1199 West Hastings St., Vancouver, BC V6E 3T5, telephone no. (604) 283-1722. These documents and additional information are also available via the internet on [www.sedar.com](http://www.sedar.com).

## **VOTES NECESSARY TO PASS RESOLUTIONS**

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

## **ELECTION OF DIRECTORS**

Pursuant to the By-Laws the Corporation is administered by the Board of Directors (the "Board"). The term of office of each of the current directors will end at the conclusion of the Meeting. At the Meeting the shareholders will be asked to elect directors to the Board. The current Board has determined that four (4) directors will be elected to the Board. Unless the director's office is vacated earlier in accordance with the provisions of the CBCA, or the current governing legislation of the Corporation, each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's four nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the

Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at January 15, 2018.

<b>Nominee Position with the Corporation and Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Corporation</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
Quinn Field-Dyde British Columbia, Canada President, CEO and Director	See “ <i>Occupation, Business or Employment of Director Nominees</i> ” below	Since February 4, 2016	0
Simran Gill British Columbia, Canada Director	See “ <i>Occupation, Business or Employment of Director Nominees</i> ” below	Since February 16, 2016	0
Shawn Smith British Columbia, Canada Director Nominee	See “ <i>Occupation, Business or Employment of Director Nominees</i> ” below	Since December 5, 2016	0
Ryan Venier British Columbia, Canada Director	See “ <i>Occupation, Business or Employment of Director Nominees</i> ” below	Since January 29, 2016	0

Note:

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

None of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and officers of the Corporation acting solely in such capacity.

### **Penalties, Sanctions and Cease Trade Orders**

Within the last 10 years before the date of this management proxy circular no proposed nominee for election as a director of the Corporation was a director or executive officer of any company (including the Corporation in respect of which this management proxy circular is prepared) acted in that capacity for a company that was:

- a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **Occupation, Business or Employment of Director Nominees**

### *Quinn Field-Dyde – President, CEO and Director*

Mr. Field-Dyde has over eight years of experience in the financial services industry having served from 1996 to 2004 as an investment adviser and later as a consultant to Raytec Development Corp. From 2004 to 2010, he was involved in the interactive entertainment industry, working at Electronic Arts Inc. (EA Games) and co-founding Embassy Interactive Games before returning to the financial industry in 2010. Mr. Field-Dyde currently sits on the board of multiple publicly traded companies. Mr. Field-Dyde was appointed as President and CEO of the Corporation on March 29, 2016.

### *Simran Gill - Director*

Mr. Gill is a Chartered Financial Analyst and a partner with BridgeMark Financial Corp. His previous experience includes over five years acting as a senior consultant with a leading management consulting firm. His focus has been on financial management, and the development of financial models and processes to assist his client in strategic planning. He has worked with clients across North America, Europe, and the Caribbean in wide-ranging sectors, including industrials, telecommunication, financial services, and health care. Mr. Gill holds a Bachelor of Business Administration Honours degree from Simon Fraser University, as well as a Chartered Financial Analyst (CFA) designation. He is currently a member in good standing at the Vancouver Society of financial Analysts, and the Bermuda Society of Financial Analysts. Mr. Gill was Chief Financial Officer (“CFO”) of the Company from January 29, 2016 to February 19, 2016 when Konstantin Lichtenwald was appointed to the position of CFO.

### *Shawn Smith – Director Nominee*

Mr. Smith completed his Bachelor of Commerce (Finance) at Dalhousie University in Halifax, Nova Scotia in May 2003. After completing several commercial real estate developments, he went on to receive a Real Estate Salesperson and Sub-mortgage Broker title at University of British Columbia. Currently, Mr. Smith sits on the board of several public companies in the resource industry. Mr. Smith is also a director of Prospector Resources Corp., a company listed on the TSX Venture Exchange.

### *Ryan Venier - Director*

Mr. Venier is a Vancouver-based entrepreneur who has extensive experience providing financial advisory services to a wide range of growth companies in the resource, technology, and real estate industries. He has been involved in numerous successful transactions involving emerging private and public companies where he has facilitated in excess of \$100M in equity and debt offerings.

## **APPOINTMENT OF AUDITOR**

Brunet Roy Dubé, Chartered Professional Accountants (“**Brunet Roy Dubé CPA**”), 7100 rue Jean-Talon E., Anjou, QC H1M 3S3 will be nominated at the Meeting for appointment as auditor of the Corporation, at a remuneration to be fixed by the directors.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of the firm of Brunet Roy Dubé, Chartered Professional Accountants, as auditors of the Corporation until the close of the next annual meeting of shareholders.**

## **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Corporation, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

### **The Audit Committee’s Charter**

The audit committee has a charter. A copy of the audit committee charter is attached as Schedule A to the management proxy circular prepared for the 2017 annual meeting, which was filed on [www.Sedar.com](http://www.Sedar.com) on March 31, 2017.

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

The current members of the audit committee are Simran Gill, Ryan Venier and Quinn Field-Dyte. Ryan Venier is the sole independent member of the audit committee as contemplated by NI 52-110. Messrs. Gill and Field-Dyte are not independent members of the audit committee as Mr. Field-Dyte is CEO and Mr. Gill is a former CFO of the Corporation. Following the Meeting, to make composition of the audit committee compliant with NI 52-110, Mr. Smith, if elected, will be appointed to the audit committee in place of Mr. Field-Dyte. All audit committee members are considered to be financially literate.

### **Relevant Education and Experience**

Each member of the audit committee has adequate education and experience that is relevant to their performance as an audit committee member and, in particular, the requisite education and experience that have provided the member with:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Please see “*Occupation, Business or Employment of Director Nominees*” for a description of the relevant education and experience of each of the audit committee members.

### **Audit Committee Oversight**

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor other than Brunet Roy Dubé CPA.

### **Reliance on Certain Exemptions**

The Corporation’s auditor has not provided any material non-audit services.

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

The audit committee has adopted specific policies and procedures for the engagement of non-audit services, which procedures are described in the audit committee charter.

### **External Auditor Service Fees**

The audit committee has reviewed the nature and amount of the non-audit services provided by the auditor, Brunet Roy Dubé CPA to the Corporation during the two most recently completed fiscal years ended October 31, 2015 and 2016 to ensure auditor independence. Fees incurred with Brunet Roy Dubé CPA for audit and non-audit services in the last two fiscal years are outlined in the following table:

<b>Nature of Services</b>	<b>Fees Paid to Brunet Roy Dubé CPA in Year Ended October 31, 2016.</b>	<b>Fees Paid to Brunet Roy Dubé CPA in Year Ended October 31, 2015.</b>
Audit Fees <sup>(1)</sup>	\$18,000	\$23,000
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	\$3,444
All Other Fees <sup>(4)</sup>	Nil	Nil
<b>Total</b>	<b>\$ 18,000</b>	<b>\$ 26,444</b>

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

### **Exemption**

The Corporation is a “venture issuer” as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

## **CORPORATE GOVERNANCE**

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

### **Board of Directors**

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under NI 52-110.

The sole independent director of the Corporation is Ryan Venier. The non-independent directors are Quinn Field-Dyde, CEO and Simran Gill, former CFO.

### **Directorships**

The following directors, or director nominee, are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

<b>Name of Director</b>	<b>Name of Reporting Issuer</b>	<b>Exchange Listed</b>
Quinn Field-Dyde	Quantum Cobalt Corp	CSE
	Winston Resources Inc	CSE
	Fire River Gold Corp	TSX.V - FAU.H
	GGX Gold Corp.	TSX.V - GGX
	Scorpion Resources Inc	TSX.V - SR.H
Shawn Smith	Rio2 Limited	TSX.V – RIO

### **Orientation and Continuing Education**

When new directors are appointed, they receive orientation commensurate with their previous experience on the Corporation's properties and on the responsibilities of directors.

Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

### **Ethical Business Conduct**

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

### **Nomination of Directors**

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

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

### **Compensation**

The Board regularly assesses the Corporation's compensation policies in view of practices in the marketplace, the practices and risks typical of the industry and the inherent responsibilities of being an effective director. The Corporation's main activity is mining exploration and, at the present time, it is not generating any profits.

In order to determine the compensation of the directors and the CEO, the Board takes into account the contribution made by each person to the Corporation, the financial resources available to the Corporation and the compensation given to people occupying similar positions in comparable Canadian companies. To date, the Corporation's directors have not received any compensation in cash for the services they have rendered in their capacity as directors.

### **Other Board Committees**

The Board has no committees other than the audit committee and the Human Resources and Corporate Governance Committee.

### **Assessments**

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

## **STATEMENT OF EXECUTIVE COMPENSATION** *(Venture Issuers)*

### **Named Executive Officer**

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

Quinn Field-Dyde, CEO, Konstantin Lichtenwald, CEO, and Simran Gill, former CFO, are each a "NEO" of the Corporation for purposes of the following disclosure.

## Compensation Discussion and Analysis

The executive compensation policy of the Corporation is designed to offer competitive compensation enabling the Corporation to attract and retain qualified, high-calibre staff. It will seek to motivate executive officers to exceed strategic objectives so as to maximize the long-term return on shareholders' investment.

These strategic objectives that guide management and directors can be summarized as follows:

- Discovery of new mineralized zones
- Definition of mineral resources
- Acquisition of new mining properties that meets objectives
- Signature of joint-venture agreements
- Completion of financings that secure the continuation of the mission.

## Components of Aggregate Compensation

The aggregate compensation of the NEO currently consists of one or more of the following elements:

- (a) a base monetary compensation which is competitive;
- (b) option grants designed to attract experienced personnel and encourage them to promote the Corporation's interests and activities to the best of their knowledge; and

## Base Compensation

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

## Incentive compensation

Option grants are designed to attract and retain key personnel. Option grants to Beneficiaries are established by the Board of Directors on a continuous basis, based on the progress of the Corporation.

## Summary Compensation Table

The compensation paid to the Corporation's NEOs and Directors during the Corporation's two most recently completed financial years ended October 31, 2016 and 2015 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Konstantin Lichtenwald CFO <sup>(3)</sup>	2016	7,082	Nil	Nil	Nil	Nil	7,082
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Quinn Field-Dyde, CEO and Director <sup>(1)</sup>	2016	5,000	Nil	Nil	Nil	Nil	5,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Simran Gill, Director and former CFO <sup>(3)</sup>	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Ryan Venier, Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Shawn Smith, Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Gilles Laverdière, Former CEO <sup>(1)</sup>	2016	7,886	Nil	Nil	Nil	Nil	7,886
	2015	Nil	Nil	Nil	Nil	740 <sup>(2)</sup>	740
Denis Tremblay, Former CFO	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	16,667	Nil	Nil	Nil	41,505 <sup>(4)</sup>	58,172
Guy Morissette, former CEO <sup>(4)</sup>	2016	20,750	Nil	Nil	Nil	Nil	20,750
	2015	28,333	Nil	Nil	Nil	22,777	51,110
Charles Beaudry, former Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	740 <sup>(2)</sup>	740
Robert Bouvier,	2016	Nil	Nil	Nil	Nil	Nil	Nil

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
former Director	2015	Nil	Nil	Nil	Nil	740 <sup>(2)</sup>	740
Nil Leblanc, former Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	740 <sup>(2)</sup>	740
Line Boucher, former Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Gilles Laverdière was appointed to the position of CEO on October 26, 2015. Quinn Field-Dyde was appointed to replace Gilles Laverdière at the company's last agm on December 5<sup>th</sup>, 2016
- (2) Stock-based compensation.
- (3) Simran Gill was appointed CFO on January 29, 2016. Mr. Gill resigned as CFO when Konstantin Lichtenwald, was appointed CFO on February 19, 2016.
- (4) Mr. Morissette was CEO of the Corporation until he resigned as CEO on October 26, 2015.
- (5) Members of the Audit Committee during financial years ended October 31, 2015 and October 31, 2016.

### Stock Options and Other Compensation Securities

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

Compensation Securities							
Name and Position	Type of compensation security <sup>(1)</sup>	Number of compensation securities, number of underlying securities, and percentage of class (#)	Date of issue or grant (M - D - Y)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date (M - D - Y)
Konstantin Lichtenwald CFO		Nil					
Quinn Field-Dyde CEO		Nil					
Simran Gill		Nil					
Ryan Venier		Nil					
Shawn Smith		Nil					

Note:

- (1) No Options were outstanding in the most recently completed year.

As at October 31, 2016, there was no value vested or earned by any of the NEOs or Directors under incentive plans during the Corporation's fiscal year ended October 31, 2016.

### Exercise of Compensation Securities During the Year

There was no exercise by directors or NEOs of any compensation securities during the most recently completed financial year.

See "Securities Authorized under Equity Compensation Plans" for further information on the Corporation's share option plan.

### **Pension Plan Benefits**

The Corporation does not have a defined benefits pension plan or a defined contribution pension plan.

### **Liability Insurance**

The Corporation subscribes to insurance on behalf of its Directors and officers to cover for potential liabilities incurred in connection with their services to the Corporation.

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

Pursuant to the stock option plan of the Corporation (the “Plan”), the Board may, from time to time and at its discretion, grant to directors, officers, employees or consultants of the Corporation (the “Optionees”) options to acquire Common Shares of the Corporation for a maximum of 1,671,293 Common Shares.

Options are not transferable and are valid for 5 years from the date of grant. The exercise price per Common Share is fixed by the Board but cannot be less than the closing price of the Common Shares on the TSX Venture Exchange the day before the grant. Options granted to an Optionee who is no longer eligible under the Plan will expire twelve (12) months following the date such person ceases to be an Optionee for the purposes of the Plan.

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

#### **Equity Compensation Plan Information**

Plan	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans.
Equity compensation plans approved by securityholders - the Plan	Nil	Nil	1,671,293
Equity Compensation plans not approved by securityholders.	Nil	Nil	Nil
Total	Nil	--	1,671,293

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

During the fiscal year ended October 31, 2016 and during the following financial periods, no directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as at the date hereof.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Corporation. To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended October 31, 2016, or has any interest in any material transaction in the current year other than as set out herein and in a document previously disclosed to the public.

### **MANAGEMENT CONTRACTS**

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

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. Approval of Share Consolidation

It is the opinion of the directors that future equity financing will be required in order for the Company to meet its working capital requirements and to fund any further acquisitions. It is the directors' further opinion, that the structure of the Company's existing issued and outstanding share capital may not be conducive to completing such additional equity financing and that a consolidation of the Company's share capital may be required in order facilitate attracting new equity investment in the Company. Pursuant to the applicable corporate law, shareholder approval for a share consolidation is not required as one can be given effect by a resolution of the directors; however, Exchange policies require that a share consolidation be approved by: (a) the applicable regulatory authorities; and (b) an ordinary resolution of the shareholders.

The directors have determined a consolidation ratio of up to 1:10 - (1) new post-consolidation common share for every ten (10) pre-consolidation common shares (the "Consolidation") such that upon completion of the Consolidation all of the 16,712,931 issued and outstanding shares of the Company will be consolidated into up to 1,671,293 issued and outstanding shares. Outstanding warrants and options will similarly be adjusted by the consolidation ratio.

Upon completion of the Consolidation a letter of transmittal, as and if required, may be mailed to the Company's registered shareholders.

The Consolidation is subject to acceptance by the Exchange. The Company will be required to meet the Exchange's Continued Listing Requirements upon completion of the Consolidation.

Therefore, at the Meeting, shareholders will be asked to consider, and if thought fit, to approve an ordinary resolution in the following form:

***"IT IS HEREBY RESOLVED, AS A SPECIAL RESOLUTION THAT:***

1. the board of directors of the Company be and is hereby authorized, subject to approval of the applicable regulatory authorities, to take such actions as are necessary to consolidate, at any time following the date of this resolution, all of the issued and outstanding common shares of the Company on the basis of one (1) new post-consolidation common share for every twelve (10) pre-consolidation common shares, or such lesser whole number of pre-consolidation common shares that the directors in their discretion may determine, subject to the approval of the applicable regulatory authorities;,
2. any one or more directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents and other writings, including the Notice of Alteration, as may be required to give effect to the true intent of these resolutions; and
3. despite the foregoing authorization, the board of directors of the Company may, at its discretion, determine when such consolidation will take place and may further, at its discretion, determine not to affect a consolidation of all of the issued and outstanding common shares of the Company, in each case without requirement for further approval, ratification or confirmation by the shareholders of the Company."

The foregoing resolution permits the directors, without further approval by the shareholders, to select the final consolidation ratio and proceed with the Consolidation at any time following the date of this Meeting. Alternatively, the directors may choose not to proceed with the share consolidation if the directors, in their discretion, deem that it is no longer desirable to do so.

Management recommends that shareholders vote for the approval of this ordinary resolution in order to facilitate any future financing and reorganize the Company's share structure.

In order to pass the above resolution, a simple majority of the votes cast by holders of shares, present in person or by proxy at the Meeting, is required.

Unless the shareholder has specified in the enclosed form of proxy that the shares represented by such proxy are to be voted against the ordinary resolution approving the Consolidation of the Company's issued and outstanding shares, the persons named in the enclosed form of proxy will vote FOR the resolution.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is included in the audited financial statements for the year ended October 31, 2016, the auditor's report and related management discussion and analysis, a copy of which is filed on [www.Sedar.com](http://www.Sedar.com). Copies of the Corporation's most current interim financial statements and the accompanying management discussion and analysis may also be obtained from [www.Sedar.com](http://www.Sedar.com). A copy of the financial statements and the annual and special meeting material is also available on [www.Sedar.com](http://www.Sedar.com) or upon request from the Corporation at Suite 800, 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5 or by telephone number: (604) 283-1722.

### **OTHER MATTERS**

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

### **DIRECTORS' APPROVAL**

The contents of this management proxy circular and its distribution to shareholders have been approved by the Board of Directors of the Corporation.

**DATED** at Vancouver, British Columbia, January 15, 2018.

### **THE BOARD OF DIRECTORS**

*"Quinn Field-Dyte"*

**Quinn Field-Dyte**  
**President and Chief Executive Officer**