

WESTERN TROY CAPITAL RESOURCES INC.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

WITH RESPECT TO

THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON AUGUST 1, 2018

Dated June 19, 2018

WESTERN TROY CAPITAL RESOURCES INC.

82 Richmond Street East
Toronto, Ontario M5C 1P1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Western Troy Capital Resources Inc. (the “**Corporation**”) will be held at 82 Richmond Street East, Toronto, Ontario M5C 1P1, on August 1, 2018 at 11:00 a.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended November 30, 2017 and the report of the auditors thereon;
2. to appoint Dale Matheson Carr-Hilton Labonte LLP as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation’s incentive stock option plan;
5. to consider and, if thought advisable, to pass an ordinary resolution ratifying and confirming the Corporation’s amended and restated By-Law No. 1; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

A “**special resolution**” is a resolution passed by at least two-thirds of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular under the section entitled *Matters to be Acted Upon*.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is June 19, 2018 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended November 30, 2017 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2017 (“**MD&A**”) may be found on the Corporation’s SEDAR profile at www.sedar.com or at <https://docs.tsxtrust.com/2013>. The Corporation will not use procedures

known as “stratification” in relation to the use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation’s transfer agent TSX Trust Company (“**TSX Trust**”) toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge upon request to the Corporation’s Corporate Secretary or the TSX Trust at 1-866-600-5869.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or TSX Trust by July 23, 2018 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”).

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with TSX Trust Company (in the case of registered holders) at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Fax: 416.595.9593, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

DATED this 19th day of June, 2018

**BY ORDER OF THE BOARD OF DIRECTORS OF
WESTERN TROY CAPITAL REOURCES INC.**

“Rex Loesby”

Rex Loesby
President & Chief Executive Officer

WESTERN TROY CAPITAL RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR

Western Troy Capital Resources Inc. (the “**Corporation**”) is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) for distribution of this Circular to both registered and non-registered (or beneficial) shareholders of the Corporation (collectively, the “**Shareholders**”). Further information on notice-and-access is contained below under the heading *General Information Respecting the Meeting – Notice-and-Access* and Shareholders are encouraged to read this information for an explanation of their rights.

GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by management the Corporation for use at the annual and special meeting (the “Meeting”) of Shareholders to be held at 11:00 a.m. (Toronto time) on August 1, 2018 at 82 Richmond Street East, Toronto, Ontario M5C 1P1, for the purposes set forth in the Notice of Annual and Special Meeting of Shareholders (the “Notice”). References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of the Corporation (the “**Board**”) has fixed the close of business on June 19, 2018 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Corporation’s registrar and transfer agent, TSX Trust Company (“**TSX Trust**”), at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Tel: 1-416-361 or Fax Number: 416.595.9593, by not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of June 19th, 2018.

Voting of Proxies

The common shares in the capital stock of the Corporation (“**Common Shares**”) represented by the form of proxy delivered to registered Shareholders (if the same is properly executed and is received at the offices of TSX Trust at the address provided herein, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting.** At the time of the filing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Appointment of Proxies

The persons named in the form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of TSX Trust, at the address provided herein, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.**

A Shareholder forwarding the form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of TSX Trust;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with TSX Trust at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" or "beneficial" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies, via mail or electronically, of the Notice, this Circular, the form of proxy and a request card for interim materials (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward

the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and the United States. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or
- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Tel: 1-866-393-4891 or Fax Number: 416.595.9593.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Non-Registered Shareholders fall into two categories: those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matter relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The Corporation is not sending Meeting Materials directly to the NOBOs. The Corporation will use and pay intermediaries and agents to send the Meeting Materials and also intends to pay for intermediaries to deliver the Meeting Materials to the OBOs. **As more particularly outlined below under the heading “Notice-and-Access”, Meeting Materials will be sent to Non-Registered Shareholders using the Notice-and-Access Provisions.**

Notice and Access

As noted above, the Corporation is utilizing the Notice-and-Access Provisions that came into effect on February 11, 2013 under NI 54-101 and NI 51-102 for distribution of this Circular to all registered Shareholders and Non-Registered Shareholders.

The Notice-and-Access Provisions are a new set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended November 30, 2017 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2017 (“**MD&A**”) may be found on the Corporation’s SEDAR profile at www.sedar.com or at <https://docs.tsxtrust.com/2013>. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Circular. **Shareholders are reminded to review this Circular before voting.**

Although this Circular, the Financial Statements and the MD&A will be posted electronically on-line as noted above, Shareholders will receive paper copies of a “notice package” via prepaid mail containing the Notice with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and supplemental mail list return card for Shareholders to request they be included in the Corporation’s supplementary mailing list for receipt of the Corporation’s interim financial statements for the 2017 fiscal year.

The Corporation anticipates that notice-and-access will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about notice-and-access can call the Corporation’s transfer agent TSX Trust toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of this Circular, the Financial Statements and the MD&A free of charge or upon request to the Corporate Secretary of the Corporation or the TSX Trust at 1-866-600-5869.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or TSX Trust by July 23, 2018 in order to allow sufficient time for Shareholders to receive their paper copies and to return a) their form of proxy to the Corporation or TSX Trust, or b) their voting instruction form to their Intermediaries by its due date.

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

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation’s last financial year, each proposed nominee for election as a director of the Corporation, and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As at the date hereof, there are 40,914,970 Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at June 19, 2018 (the “**Record Date**”). All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy

shall have been delivered to the Corporation’s transfer agent, TSX Trust, within the time specified in the Notice, to attend and to vote thereat by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation, other than as set out below:

Name of Shareholder	Number of Common Shares⁽¹⁾⁽²⁾	Percentage of Common Shares⁽¹⁾⁽²⁾
Barbara Ellen Mourin ⁽³⁾	5,511,927	13.47%
Stephen Hardy	7,910,000	19.33%

Notes:

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.
- (2) On a non-diluted basis.
- (3) 2,406,639 of the 5,511,927 Common Shares noted above are held by Mourin Investments Holdings Corp., a company controlled by Barbara Ellen Mourin.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation’s executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation’s Chief Executive Officer, Chief Financial Officer, and, if applicable, its three most highly compensated individuals acting as, or in a like capacity as, executive officers of the Corporation whose total compensation for the most recently completed financial year was individually equal to more than \$150,000 (the “NEOs” or “Named Executive Officers”), during the Corporation’s most recently completed financial year, being the financial year ended November 30, 2017 (the “Last Financial Year”). The only NEOs of the Corporation during the Last Financial Year were Rex Loesby, the President and Chief Executive Officer and Melvyn Williams, the Chief Financial Officer. Through his wholly owned company, Cascade Corporation, Mr. Loesby actually drew US\$36,000 in compensation plus US\$47,000 in compensation which had been deferred from prior years. Mr. Loesby was also reimbursed for travel and expenses in the ordinary course of business totaling US\$17,114.27. In the fall of 2017, Western Troy loaned funds to Mr. Loesby’s company, Cascade Corporation, to cover exploration expenses related to the Willow Creek Gold Mine Project. Those loans were repaid by Cascade Corporation in January of 2018.

Compensation Process

The Corporation does not currently have a compensation committee. The Board, as a whole, reviews matters relating to the compensation of executive officers of the Corporation. Directors who are also members of management recuse themselves from a meeting, or portion of a meeting, of the Board where such individual’s compensation is discussed and abstain from voting in respect of the approval of such compensation.

The Board relies on the knowledge and experience of the directors thereon to set appropriate levels of compensation for senior officers. Neither the Corporation nor the Board currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer compensation.

Principles/Objectives of the Compensation Program

The primary goal of the Corporation’s executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the

Corporation's senior officers is determined with regard to the Corporation's business strategy and objectives and financial resources, and with the view of aligning the financial interests of the senior officers with the financial interests of Shareholders.

Compensation Program Design and Analysis of Compensation Decisions

Standard compensation arrangements for the Corporation's senior officers are composed of the following elements, which are linked to the Corporation's compensation and corporate objectives as follows:

Compensation Element	Link to Compensation Objectives	Link to Corporate Objectives
Base Salary and/or Consulting Fees	Attract and Retain	Competitive pay ensures access to skilled employees necessary to achieve corporate objectives.
Bonuses	Motivate and Reward	Short-term incentives motivate and reward senior officers to increase Shareholder value by the achievement of short-term corporate strategies and objectives.
Stock Options	Motivate and Reward Align interests with shareholders	Long-term incentives motivate and reward senior officers to increase Shareholder value by the achievement of long-term corporate strategies and objectives.

Performance and Compensation

The Corporation is an exploration stage mining company and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards such as corporate profitability is not considered by the Board to be appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is based, in part, on trends in the mineral exploration industry as well as achievement of the Corporation's business plans. The Board did not establish any quantifiable criteria during the Last Financial Year with respect to base compensation payable or the amount of equity compensation granted to NEOs and did not benchmark against a peer group of companies.

Base Salaries and Consulting Fees

The Corporation provides senior officers with base salaries or consulting fees which represent their minimum compensation for services rendered or expected to be rendered. NEOs' base compensation depends on the scope of their experience, responsibilities, leadership skills, performance, length of service, generally industry trends and practices competitiveness, and the Corporation's existing financial resources. Base salaries are reviewed annually by the Board.

Bonuses

The Corporation may, in its discretion, award annual incentives by way of cash bonuses in order to motivate executives to achieve short-term corporate goals and encourage continued high standards of performance. The success of NEOs in achieving their individual objectives and their contributions to the Corporation in reaching its overall goals are factors in the determination of their annual bonus.

Stock Options

The grant of options pursuant to the Corporation's stock option plan is an integral component of the compensation arrangements of the senior officers of the Corporation. The Board believes that the grant of options to senior officers and Common Share ownership by such officers serves to motivate such officers to strive towards achievement of the Corporation's long-term strategic objectives, which will benefit all Shareholders. Options are awarded to employees of the Corporation by the Board. Decisions with respect to options granted are based upon the individual's level of responsibility and their contribution towards the Corporation's goals and objectives, and additionally may be

awarded in recognition of the achievement of a particular goal or extraordinary service. The Board considers the overall number of options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of options and the size of such grants. During the Last Financial Year, based on the foregoing factors, the Board did not grant any options.

Compensation Risk Considerations

The Board is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Corporation believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Corporation does not currently have a policy that restricts directors or NEOs from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity. However, to the knowledge of the Corporation, as of the date of hereof, no director or NEO of the Corporation has participated in the purchase of such financial instruments.

Base salaries are fixed in amount thus do not encourage risk taking. While annual incentive awards focus on the achievement of short term or annual goals and short term goals may encourage the taking of short-term risks at the expense of long term results, the Corporation's annual incentive award program represents a small percentage of employee's compensation opportunities. Annual incentive awards are based on various personal and company-wide achievements. Such performance goals are subjective and include achieving individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities which would trigger the award of a bonus payment to the NEO. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate. Funding of the annual incentive awards is capped at the company level and the distribution of funds to the executive officers is at the sole discretion of the Board.

Stock option awards are important to further align employees' interests with those of the Shareholders. The ultimate value of the awards is tied to the Corporation's stock price and since awards are staggered and subject to long-term vesting schedules, they help ensure that NEOs have significant value tied in long-term stock price performance.

Summary Compensation Table

The following table provides information for the Last Financial Year and the years ended November 30, 2016 and November 30, 2015 regarding compensation earned by each of the following NEOs:

Name and principal position	Year Ended Nov 30	Salary (\$) ⁽¹⁾	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) ⁽²⁾	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Rex Loesby President & CEO	2017	US\$36,000	Nil	Nil	Nil	Nil	Nil	Nil	US\$36,000
	2016	153,470	Nil	Nil	Nil	Nil	Nil	Nil ⁽³⁾	153,470
	2015	93,637	Nil	Nil	Nil	Nil	Nil	20,472	114,109
Melvyn Williams CFO	2017	3,969	Nil	Nil	Nil	Nil	Nil	Nil	3,969
	2016	4,900	Nil	Nil	Nil	Nil	Nil	Nil	4,900
	2015	4,900	Nil	Nil	Nil	Nil	Nil	Nil	4,900

Notes:

- (1) On January 1, 2011, Rex Loesby and Cascade Corporation, a company controlled by Mr. Loesby, entered into a consulting agreement with the Corporation, whereby the Cascade Corporation is entitled to receive an annual base salary of US\$144,000 for the provision of management services. Effective January 1, 2015, Mr. Loesby's consulting agreement was amended reducing compensation to \$8,000 per month, with \$2,000 of that amount to be paid only if the pending litigation against Genivar Inc., in respect to a dispute arising out of an obligation to complete an economic feasibility study on the MacLeod Lake Project, results in favourable settlement for the Corporation in excess of \$500,000 net of legal expenses. On November 1, 2016 the Superior Court of Ontario found in favour of the Corporation and awarded it \$1.25 million in restitution in addition to costs in the amount of \$414,981. In March of 2017, the Ontario Court of Appeal ordered Genivar to pay Western Troy \$750,000 of the \$1.25 million trial court award and stayed payment of \$500,000 of the trial court award pending the result of the Corporation's appeal. In a ruling released on December 11, 2017, the Ontario Court of Appeal affirmed the trial court award of \$1.25 million and the remainder of the litigation award was received by the Corporation on January 16, 2018. Since November 1, 2016, Mr. Loesby has drawn \$3,000 per month in his capacity as President and Chief Executive Officer of the Corporation. As of November 30, 2017, there is an amount owing of \$324,901 by the Corporation to Cascade Corporation. Subsequent to the year end, the liability was reduced to US\$45,000 and this amount will be paid only if the Corporation is successful in litigation with the Canada Revenue Agency.
- (2) Represents travel expense disbursements.
- (3) The Travel expenses paid to Mr. Rex Loesby's consulting company is included in the number representing the salary, which also includes the consulting fees paid by the Corporation to Mr. Loesby's consulting company during the Last Financial Year.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each NEO outstanding as of November 30, 2017:

Outstanding Share Awards and Option Awards

Name ⁽¹⁾	Option-based Awards				Share-based Awards	
	Number of Common Shares underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)
Rex Loesby	Nil	N/A	N/A	Nil	N/A	N/A
Melvyn Williams	50,000	0.10	July 24, 2018	Nil	N/A	N/A

Note:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at November 30, 2017. This figure is computed based on the difference between the market value of the Common Shares on the TSX Venture Exchange as at Monday November 30, 2017 and the exercise price of the option. The closing price of the Common Shares on the TSX Venture Exchange on Monday, November 30, 2017 was \$0.03.

The following table provides information regarding the value vested or earned on incentive plan awards for each NEO during the Last Financial Year:

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Rex Loesby	Nil	N/A	N/A
Melvyn Williams	Nil	N/A	N/A

Note:

- (1) Calculated based on the closing price of the Common Shares on the TSX Venture Exchange at the vesting date less the exercise price of the vested options multiplied by the number of vested options.

Pension Plan Benefits

As at the date of this Circular, the Corporation does not have any pension plans.

Termination and Change of Control Benefits

Employment Agreements

Other than as described below, there are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Corporation in the event of the resignation, retirement or other

termination of the NEO’s employment with the Corporation, change of control of the Corporation or a change in the NEO’s responsibilities following a change in control.

Rex Loesby

Pursuant to a consulting agreement among the Corporation, Rex Loesby and Cascade Corporation (the “**Consultant**”), a company controlled by Rex Loesby, dated January 1, 2011 (the “**Consulting Agreement**”), in the event that the Consultant’s employment is terminated by the Corporation other than for cause, the Corporation shall pay the Consultant: (i) a lump sum amount equal to six months’ base salary at the time of his termination; (ii) any consulting fee then owing under the terms of the Consulting Agreement; and (iii) any eligible expenses incurred by the Consultant pursuant to the terms of the Consulting Agreement. In the event that the Consultant’s termination results from a Change of Control (as defined below), the Corporation shall pay the Consultant: (i) an amount equal to US\$144,000 payable in 12 equal monthly installments; (ii) any consulting fee then owing under the terms of the Consulting Agreement; and (iii) any eligible expenses incurred by the Consultant pursuant to the terms of the Consulting Agreement.

A “**Change of Control**” is defined in the Consulting Agreement as to the occurrence of any of the following events: (a) the purchase or acquisition of Common Shares, and/or securities convertible into Common Shares or carrying the right to acquire Common Shares (“**Convertible Securities**”), which results in a person, group of persons or persons acting jointly or in concert, or any affiliates or associates of such persons (collectively the “**Holder**s”), beneficially owning or exercising control or direction over Common Shares and/or Convertible Securities such that, assuming the conversion of Convertible Securities beneficially owned by the Holders, the Holders would have the right to cast more than 50% of the votes attached to all Common Shares at a meeting of Shareholders; or (b) approval by Shareholders of: (i) an amalgamation, arrangement, merger or other consolidation or combination of the Corporation or with another entity as a result of which the persons who are shareholders of the Corporation or immediately prior to the transaction will not, immediately after the transaction, own securities of the successor or continuing entity; (ii) a liquidation, dissolution or winding-up of the Corporation; (iii) the sale, lease or other disposition of all or substantially all of the assets of the Corporation; (iv) the election at a meeting of the Shareholders of a number of directors, who were not included in the slate for election as directors approved by the prior board of directors of the Corporation, and would represent a majority of the Board; or (v) the appointment of a number of directors which would represent a majority of the Board for the Company and which were nominated by any holder of voting shares of the Corporation or by any group of holders of voting shares of the Corporation acting jointly or in concert and not approved by the Corporation’s prior Board.

Estimated Incremental Payment on Termination without cause or Change of Control

The following table provides details regarding the estimated incremental payments from the Corporation to Mr. Loesby upon termination without cause and upon termination following a Change of Control in accordance with the above provisions, assuming termination occurred on November 30, 2017. The actual amount Mr. Loesby would receive on a termination of employment can only be determined at that time as it will depend on a number of variables.

Name	Triggering Event	Base Salary/Total Cost Remuneration Package (\$)	Additional Payment/Bonus (\$)	Options (\$)	Other Benefits (\$)	Total Incremental Payment (\$)
Rex Loesby	Change of Control	US\$144,000	Nil	Nil	Nil	US\$144,000
	Termination without Cause	US\$72,000	Nil	Nil	Nil	US\$72,000

Director Compensation

The Board determines the level of compensation for directors. The Board reviews directors’ compensation as needed, taking into account time commitment, risks and responsibilities to ensure that the amount of compensation adequately reflects the responsibilities and risks of being a director and makes adjustments as deemed necessary.

As of the date hereof, the Board has not adopted a comprehensive cash compensation program for its directors with respect to general director's duties, meeting attendance, or for additional service on Board committees. However, directors are compensated with a nominal fee, reimbursed for all reasonable out-of-pocket expenses incurred in attending Board, committee or Shareholder meetings and otherwise incurred in carrying out their duties as directors of the Corporation.

Directors also receive option grants upon joining the Board and may receive further grants as determined by the Board pursuant to the Corporation's incentive stock option plan. The exercise price of such options is determined by the Board but shall in no event be less than the market price of the Common Shares at the time of the grant of the options.

Director Compensation Table

The following table provides information regarding compensation paid to the Corporation's directors, other than the NEOs, during the Last Financial Year:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
John Archibald	\$3,200	Nil	Nil	Nil	Nil	Nil	\$3,200
Charles E. Stott ⁽¹⁾	\$2,850	Nil	Nil	Nil	Nil	Nil	\$2,850
Stephen Dunn ⁽²⁾	\$300	Nil	Nil	Nil	Nil	Nil	\$300

Notes:

(1) Ceased to be a director on August 19, 2017.

(2) Appointed as a director on October 26, 2017.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each director outstanding as of November 30, 2017:

Outstanding Share Awards and Options Awards

Name⁽¹⁾	Option-based Awards				Share-based Awards	
	Number of Common Shares underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)
John Archibald	Nil	N/A	N/A	Nil	N/A	N/A
Charles E. Stott	100,000 ⁽²⁾	0.10	July 24, 2018	Nil	N/A	N/A

Stephen Dunn	Nil	N/A	N/A	Nil	N/A	N/A

Notes:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at November 30, 2017. This figure is computed based on the difference between the market value of the Common Shares on the TSX Venture Exchange as at Monday November 30, 2017 and the exercise price of the option. The closing price of the Common Shares on the TSX Venture Exchange on Monday, November 30, 2017 was \$0.03.
- (2) The Options granted to deceased director Charlie Stott are held by his estate.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option awards – Value vested during the year ⁽¹⁾ (\$)	Share awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
John Archibald	Nil	N/A	Nil
Charles E. Stott	Nil	N/A	Nil
Stephen Dunn	Nil	N/A	Nil

Notes:

- (1) Calculated based on the closing price of the Common Shares on the TSX Venture Exchange at the vesting date less the exercise price of the vested options multiplied by the number of vested options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Stock Option Plan

The Corporation has an incentive stock option plan (the “**Plan**”), and the Plan is the Corporation’s only equity compensation plan. As of the date of this Circular, the Corporation has 2,150,000 options outstanding to purchase Common Shares.

The Plan is a rolling stock option plan, under which 10% of the outstanding Common Shares at any given time are available for issuance thereunder. The purpose of the Plan is to advance the interests of the Corporation by (i) providing certain employees, officers, directors or consultants of the Corporation, employees of any subsidiary of the Corporation, and a corporation that is wholly-owned by any of the foregoing (collectively, the “**Optionees**”) with additional performance incentives; (ii) encouraging Common Share ownership by the Optionees; (iii) increasing the proprietary interest of the Optionees in the success of the Corporation; (iv) encouraging the Optionees to remain with the Corporation; and (v) attracting new employees, officers, directors and consultants to the Corporation.

The following information is intended to be a brief description and summary of the material features of the Plan:

- (a) The aggregate maximum number of Common Shares available for issuance from treasury under the Plan at any given time is 10% of the outstanding Common Shares as at the date of grant of an option under the Plan.
- (b) No options shall be granted to any Optionee if such grant could result, at any time, in:
 - (i) the issuance of any one individual, within a one-year period, of a number of Common Shares exceeding 5% of the issued and outstanding Common Shares;
 - (ii) the issuance to any one consultant, within any 12 month period, of a number of Common

Shares exceeding 2% of the issued and outstanding Common Shares; and

- (iii) the issuance to employees conducting investor relations activities, within any 12 month period, of an aggregate number of Common Shares exceeding 2% of the issued and outstanding Common Shares;

unless permitted otherwise by any applicable stock exchange.

- (c) The term of an option shall not exceed five (5) years from the date of grant of the option.
- (d) An option shall vest and may be exercised in whole or in part at any time during the term of such option after the date of the grant as determined by the Board.
- (e) Options may be granted by the Corporation pursuant to the recommendations of the Board or a committee appointed to administer the Plan from time to time provided and to the extent that such decisions are approved by the Board.
- (f) An option shall be personal to the Optionee and shall be non-assignable and non-transferable (whether by operation of law or otherwise), except that an option may be assigned between a company that is wholly-owned by an Optionee and the Optionee associated with the company.
- (g) An option and all rights to purchase Common Shares pursuant thereto shall expire and terminate immediately upon the Optionee who holds such option ceasing to be an Optionee provided that, in the case of termination of employment not for cause, such option and all rights to purchase Common Shares thereto shall expire and terminate: i) in the case of an Optionee not engaged in investor relations activities, 90 days following notice of termination of employment or on the expiry time, whichever is earlier; and ii) in the case of an Optionee who is engaged in investor relations activities, 30 days following notice of termination to provide such investor relation activities or on the expiry time, whichever is earlier.
- (h) In the event that an Optionee dies before the expiry of an option, the Optionee's legal representative(s) may, subject to the terms of the option and the Plan, exercise the option to the extent that the Optionee was entitled to do so at the date of the Optionee's death at any time up to and including, but not after, a date 12 months following the date of the Optionee's death or on the expiry time, whichever is earlier.

Equity Compensation Plan Information

The following table provides details of the equity securities of the Corporation authorized for issuance as of the financial year ended November 30, 2017 pursuant to the Corporation's equity compensation plan currently in place:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽¹⁾
Equity compensation plans approved by securityholders	150,000	\$0.10	3,208,997
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	150,000 ⁽²⁾		3,208,997

Notes:

- (1) Based on a total of 3,358,997 stock options issuable pursuant to the Plan, representing 10% of the issued and outstanding Common Shares as at November 30, 2017.

- (2) Representing approximately 0.45% of the issued and outstanding Common Shares as at November 30, 2017.

MATTERS TO BE ACTED UPON

Appointment of Auditors

Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants (“DMCL”) are the independent registered certified auditors of the Corporation. Shareholders will be asked to appoint DMCL as auditors of the Corporation and to authorize the directors to fix their remuneration and the terms of the engagement. DMCL was first appointed as the auditor of the Corporation effective November 13, 2017.

Unless the Shareholder has specifically instructed in the form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the proxy will vote FOR the appointment of DMCL as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditors.

Election of Directors

At the Meeting, the following four (4) persons named hereunder will be proposed for election as directors of the Corporation. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders of the Corporation, or until his successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

The following table, among other things, sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with, the Corporation, or any of its affiliates, their principal occupations and the approximate number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by them.

Name, Province or State and Country of Residence	Date First Became a Director	Present Principal Occupation and Positions Held During the Preceding Five Years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽¹⁾
Melvyn Williams ⁽²⁾ <i>Cheshire, England</i>	August 11, 2011	Consultant, VP Corporate Development, Brigus Gold	690,000
John Archibald ⁽²⁾ <i>Victoria, British Columbia</i>	March 29, 2016	Independent Consultant (Geology and Environmental Sciences); Founder/Co-Owner Sonic Soil Sampling Inc. (1980-2012); and former director and CEO of King’s Bay Gold Corporation (2009-2011)	400,000

Name, Province or State and Country of Residence	Date First Became a Director	Present Principal Occupation and Positions Held During the Preceding Five Years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽¹⁾
Rex Loesby <i>Nevada, United States</i>	July 31, 2017	President & CEO of the Corporation since January of 2006	2,800,000
Stephen Dunn ⁽²⁾ <i>Toronto, Ontario</i>	October 27, 2017	CEO of Crown Mining Corp. since 2007.	1,771,000

Notes:

- (1) The information with respect to the Common Shares beneficially owned, controlled or directed is not within the direct knowledge of the Corporation and has been furnished by the respective individuals. The number of shares indicated is provided on a partially diluted basis assuming exercise of all options held.
- (2) Member of the Audit Committee.

As a group, the proposed directors beneficially own, control or direct, directly or indirectly, 5,541,000 Common Shares, representing approximately 13.83% (5,661,000/40,914,970) of the issued and outstanding Common Shares on a partially diluted basis as of the date hereof.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No individual set forth in the above table is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to a 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, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a 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, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No individual set forth in the above table (or any personal holding company of any such individual) is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while such individual was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No individual as set forth in the above table (or any personal holding company of any such individual) has, within the ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

No individual set forth in the above table (or any personal holding company of any such individual) 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 investor in making an investment decision.

Stock Option Plan Approval

The TSX Venture Exchange requires all listed companies with a 10% rolling stock option plan to obtain annual shareholder approval of such a plan. Shareholders will be asked at the Meeting to vote on a resolution to reapprove the Plan which was last approved at the Corporation's annual and special meeting on May 3, 2017.

The Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase Common Shares. The Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the TSX Venture Exchange. As at the date hereof, this represents 4,091,497 Common Shares available under the Plan.

Outstanding options to purchase a total of 2,150,000 Common Shares have been issued to directors, former directors, officers, employees and consultants of the Corporation and remain outstanding. As at the date hereof, the number of Common Shares remaining available for issuance under the Plan is 1,941,497. For a brief description of the Plan, please see: "*Securities Authorized for Issuance Under Equity Compensation Plans – Stock Option Plan*".

The full text of the Plan will be supplied free of charge to Shareholders upon written request made directly to the Corporation at its registered head office located at 82 Richmond Street East, Toronto, Ontario M5C 1P1, Attention: Chief Executive Officer.

Shareholder Approval for the Plan

Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution approving the Plan (the "**Stock Option Plan Resolution**"), which, to be effective, must be passed by not less than a majority of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting.

The Board recommends that Shareholders vote FOR the Stock Option Plan Resolution. Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Stock Option Plan Resolution, the persons named in the proxy or voting instruction form will vote FOR the Stock Option Plan Resolution.

Confirmation of Amended and Restated By-Law No. 1

On June 15, 2018, the Board adopted an amendment to By-Law No.1 of the Corporation (the "**Amended By-Law**"). The adoption of the Amended By-Law must be ratified by the Shareholders at the Meeting to continue to have effect after the Meeting.

At the Meeting, Shareholders will be asked to pass the following ordinary resolution ratifying and confirming the adoption of the Amended By-Law, subject to such amendments, variations or additions as may be approved at the Meeting:

“BE IT RESOLVED THAT:

1. Section 3.02(c) of By-Law No.1 of the Corporation is rescinded in its entirety and substituted with the following new section 3.02(c):

3.02(c): Unless the Corporation is a non-resident corporation, at least twenty-five (25) percent of the directors shall be resident Canadians, but if the Corporation has fewer than four directors, at least one shall be a resident Canadian;
2. the adoption of the amended and restated By-Law No. 1 of the Corporation is hereby ratified and confirmed; and
3. any one director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

If approval is not obtained at the Meeting, By-Law No. 1 of the Corporation will remain effective in its unamended form. The Board unanimously recommends that Shareholders vote FOR the foregoing resolution. To be effective, the resolution must be approved by not less than a majority of the votes cast at the Meeting.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the ratification and confirmation of the amendment and restatement of By-Law No. 1 of the Corporation.

Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

STATEMENT OF CORPORATE GOVERNANCE

Board of Directors

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The Board is currently comprised of four (4) directors, Rex Loesby, Melvyn Williams, Stephen Dunn and John Archibald. Messrs. Dunn and Archibald are independent within the meaning of NI 58-101. Mr. Loesby and Mr. Williams are not independent since they are officers of the Corporation and thereby both have a “material relationship” with the Corporation.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as

circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines*, the Board convenes meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management are not in attendance.

Other Public Company Directorships

The following members of the Board currently hold directorships in other reporting issuers as set forth below:

Name of Director	Name of Reporting Issuer	Market
Melvyn Williams	Serabi Gold plc	TSX/LSE
Stephen Dunn	Crown Mining Corp	TSXV

Orientation and Continuing Education of Board Members

The Board is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- the role of the Board and its committees;
- the nature and operation of the business of the Corporation; and
- the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

Ethical Business Conduct

The Board promotes a culture of ethical business behaviour by monitoring and overseeing the Corporation's affairs. Directors must disclose all interests and relationships of which the director is aware which may give rise to a conflict of interest. Directors are also required to disclose any actual or potential personal interest in a matter on which the Board is making a decision and withdraw from the deliberations.

Nomination of Directors

The Board as a whole reviews the composition of the Board and its committees and recommends changes, if appropriate, when evaluating potential candidates and proposing nominees.

Compensation

In determining compensation levels for directors and officers, the Board will assess the age, experience and qualifications of the individuals involved and evaluate these factors in light of corporate resources, objectives and performance. The non-executive directors of the Board set the annual salary, bonus and other benefits of the CEO, and approve compensation for all other designated officers after considering the recommendations of the CEO. No compensation consultant or advisor has been retained by the Corporation to date.

Other Board Committees

Other than the Audit Committee, the Board does not have any other standing committees.

Assessments

The Board does not consider formal assessments useful given the stage of the Corporation's business and operations. However, the chairman of the Board meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Nominating Committee. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

AUDIT COMMITTEE INFORMATION

The Audit Committee's Charter

The directors of the Corporation have adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix "A" to this Circular.

Composition of the Audit Committee

The members of the Audit Committee are Melvyn Williams (Chairman), John Archibald and Stephen Dunn. Messrs. Archibald and Dunn are independent (as defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110") adopted by the Canadian Securities Administrators), Mr. Williams is not independent as he is an officer of the Corporation, and all members are financially literate (as defined in NI 52-110).

Name of Member	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Melvyn Williams (Chair)	No	Yes
John Archibald	Yes	Yes
Stephen Dunn	Yes	Yes

Notes:

- (1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Corporation. A "material relationship" is a relationship which could, in the view of the board of directors of the Corporation, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

Melvyn Williams is a director and Chief Financial Officer of the Corporation, was Chief Financial Officer and Senior Vice President, Corporate Development for Brigus Gold Corporation where he supervised the securing of project financing in the amount of over \$100 million for Brigus Gold's Black Fox Gold Mine in Ontario. Mr. Williams has over 30 years of experience in the finance and natural resources businesses. His experience includes project financing, equity raises, commodities marketing and hedging, capital evaluations, compliance reporting, risk management, capital and operations cost control, and new business development.

Mr. Archibald, an exploration geologist with over 40 years' of experience in worldwide mineral exploration. Mr. Archibald is a Registered Professional Geologist, has held positions as VP Exploration, Project Manager, and Qualified Person for mineral projects around the world. He has worked primarily in Canada, but his experience includes work in Alaska, Africa, Costa Rica, Venezuela, and Mexico.

Mr. Dunn founded Crown Mining Corporation in 2007 and is its current Chief Executive Officer. Prior to founding Crown Mining, Steve's work included broad experience in the corporate finance field at Research Capital Corporation), CIBC, and Manulife Financial. Steve holds a Bachelor's Degree in Economics and a Master's Degree in Business, both from the University of Western Ontario.

Audit Committee Oversight

At no time during the year ended November 30, 2017 have any recommendations by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Corporation not been adopted by the Board.

Pre-Approval Policies and Procedures

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

External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the Last Financial Year and fiscal year ended November 30, 2016:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees	Tax Fees⁽²⁾	All Other Fees
November 30, 2017	\$11,000	Nil	Nil	Nil
November 30, 2016	\$16,000	Nil	Nil	Nil

Notes:

- (1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements.
- (2) The aggregate fees billed for tax compliance, tax advice, and tax planning services.

Exemption

Since the Corporation is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the year ended November 30, 2017, no director, executive officer or associate of any director or executive officer of the Corporation was indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR at www.sedar.com. Inquiries including requests for copies of this Circular, the Financial Statements and MD&A for the year ended November 30, 2017 may be directed to the Corporation's transfer agent toll-free by telephone at 1-866-600-5869. Additional financial information is provided in the Financial Statements and MD&A for the year ended November 30, 2017 which is also available on SEDAR and at <https://docs.tsxtrust.com/2013>. (Tried it and it works)

APPROVAL

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

“Rex Loesby”

Rex Loesby
President & Chief Executive Officer

APPENDIX “A”

AUDIT COMMITTEE CHARTER

1. Establishment of Audit Committee: The board of directors of the Corporation hereby establishes a committee to be called the Audit Committee. The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee’s primary duties and responsibilities are to:

- (a) identify and monitor the management of the principal risks that could impact the financial reporting of the Corporation;
- (b) monitor the integrity of the Corporation’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- (c) monitor the independence and performance of the Corporation’s external auditors; and
- (d) provide an avenue of communication among the external auditors, management and the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Corporation’s expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

2. Membership: The Audit Committee shall be composed of three members or such greater number as the board of directors may from time to time determine. A majority of the members of the Audit Committee shall be resident Canadians and unrelated to the Corporation and all members of the Audit Committee shall be non-management directors. Members shall be appointed annually from among the members of the board of directors. The Chair of the Audit Committee shall be appointed by the board of directors. All members of the Audit Committee shall be financially literate. An Audit Committee member who is not financially literate may be appointed to the Audit Committee provided that the member becomes financially literate within a reasonable period of time. The following persons will be initially appointed to the Audit Committee:

Melvyn Williams – Chairman

John Archibald

Stephen Dunn

3. Mandate: The Audit Committee shall, in addition to any other duties and responsibilities specifically assigned or delegated to it from time to time by the board of directors:

- (a) meet with the independent external auditors (the “auditors”) and the senior management of the Corporation to review the year-end audited financial statements of the Corporation which require approval by the board of directors, prior to the issuance of any press release in respect thereof;
- (b) review with senior management and, if necessary, the auditors, the interim financial statements of the Corporation prior to the issuance of any press release in respect thereof;
- (c) review the MD&A and press releases containing financial results of the Corporation;
- (d) review all prospectuses, material change reports and annual information forms;

- (e) review the audit plans and the independence of the auditors;
- (f) meet with the auditors independently of management;
- (g) in consultation with senior management, review annually and recommend for approval by the board of directors:
 - (i) the appointment of auditors at the annual general meeting of shareholders of the Corporation;
 - (ii) the remuneration of the auditors; and
 - (iii) pre-approve all non-audit services to be provided to the Corporation by the external auditor;
- (h) review with the auditors:
 - (i) the scope of the audit;
 - (ii) significant changes in the Corporation's accounting principles, practices or policies; and
 - (iii) new developments in accounting principles, reporting matters or industry practices which may materially affect the financial statements of the Corporation;
- (i) review with the auditors and senior management the results of the annual audit, and make appropriate recommendations to the board of directors, having regard to, among other things:
 - (i) the financial statements;
 - (ii) management's discussion and analysis and related financial disclosure contained in continuous disclosure documents;
 - (iii) significant changes, if any, to the initial audit plan;
 - (iv) accounting and reporting decisions relating to significant current year events and transactions;
 - (v) the audit findings report and management letter, if any, outlining the auditors' findings and recommendations, together with management's response, with respect to internal controls and accounting procedures; and
 - (vi) any other matters relating to the conduct of the audit, including the review and opportunity to provide comments in respect of any press releases announcing year-end financial results prior to issue and such other matters which should be communicated to the Audit Committee under generally accepted auditing standards;
- (j) review with the auditors the adequacy of management's internal control procedures and management information systems and inquiring of management and the auditors about significant risks and exposures to the Corporation that may have a material adverse impact on the Corporation's financial statements, and inquiring of the auditors as to the efforts of management to mitigate such risks and exposures;
- (k) monitor policies and procedures for reviewing directors' and officers' expenses and perquisites, and inquire about the results of such reviews;
- (l) review and approve written risk management policies and guidelines including the effectiveness of the overall process for identifying the principal risks affecting financial reporting; and
- (m) review issues relating to legal, ethical and regulatory responsibilities to monitor management's efforts to ensure compliance including any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations and inquiries received from regulators of governmental agencies.

4. Administrative Matters: The following general provisions shall have application to the Audit Committee:

(a) A quorum of the Audit Committee shall be the attendance of two members thereof present in person or by telephone. No business may be transacted by the Audit Committee except at a meeting of its members at which a quorum of the Audit Committee is present or by a resolution in writing signed by all the members of the Audit Committee. Meetings of the Audit Committee shall be held at least annually and more often as the Chair of the Audit Committee may determine.

(b) Any member of the Audit Committee may be removed or replaced at any time by resolution of the directors of the Corporation. A member of the Audit Committee shall ipso facto cease to be a member of the Audit Committee upon ceasing to be a director of the Corporation. The board of directors, upon recommendation of the Corporate Governance Committee, may fill vacancies on the Audit Committee by appointment from among its members. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Audit Committee shall hold such office until the close of the annual general meeting of shareholders of the Corporation next following the date of appointment as a member of the Audit Committee or until a successor is duly appointed. Any member of the board of directors who has served as a member of the Audit Committee may be re-appointed as a member of the Audit Committee following the expiration of his term.

(c) The Audit Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Audit Committee and to assist thereat in the discussion of matters being considered by the Audit Committee. The independent auditor of the Corporation is to appear before the Audit Committee when requested to do so by the Audit Committee.

(d) The time at which and the place where the meetings of the Audit Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Audit Committee, having regard to the by-laws of the Corporation. A meeting of the Audit Committee may be held at any time without notice if all of the members are present or, if any members are absent, those absent have waived notice or otherwise signified their consent in writing to the meeting being held in their absence.

(e) The Chair shall preside at all meetings of the Audit Committee and shall have a second and deciding vote in the event of a tie, provided that, in the event of a tie vote when only two members of the Audit Committee are present at a particular meeting, the matter shall be resolved by a future vote of members of the Audit Committee at which more than two members are present. In the absence of the Chair, the other members of the Audit Committee shall appoint one of their members to act as Chair for the particular meeting.

(f) Notice of meetings of the Audit Committee may be given to the auditor of the Corporation and shall be given in respect of meetings relating to the annual audited financial statements. The auditor has the right to appear before and to be heard at any meeting of the Audit Committee. Upon the request of the auditor, the Chair of the Audit Committee shall convene a meeting of the Audit Committee to consider any matters which the auditor believes should be brought to the attention of the directors or shareholders of the Corporation.

(g) The Audit Committee shall report to the directors of the Corporation on such matters and questions relating to the financial position of the Corporation or any affiliates of the Corporation as the directors of the Corporation may from time to time refer to the Audit Committee.

(h) The members of the Audit Committee shall, for the purpose of performing their duties, have the right of inspecting all the books and records of the Corporation and its affiliates and of discussing such books and records in any matter relating to the financial position of the Corporation with the officers, employees and auditor of the Corporation and its affiliates.

(i) Minutes of the Audit Committee will be recorded and maintained and the Chair of the Audit Committee will report to the board of directors on the activities of the Audit Committee and/or the minutes will promptly be circulated to the directors who are not members of the Audit Committee or otherwise made available at the next meeting of directors.

(j) The Chair of each meeting of the Audit Committee shall appoint a person to act as recording secretary to keep the minutes of the meeting. The recording secretary need not be a member of the Audit Committee.

(k) Unless the Audit Committee has been provided with express instructions from the board of directors, the Audit Committee shall function primarily to make assessments and determinations with respect to the purposes mandated herein and its decisions shall serve as recommendations for consideration by the board of directors.