

THUNDERSTRUCK RESOURCES LTD.

402 – 905 West Pender Street

Vancouver, B.C. V6C 1L6

MANAGEMENT INFORMATION CIRCULAR FOR THE 2017 ANNUAL MEETING OF SHAREHOLDERS

This information is given as at April 7, 2017

This Information Circular is furnished in connection with the solicitation of proxies by the management (the "Management") of **Thunderstruck Resources Ltd.** (the "Company"), for use at the Annual Meeting (the "Meeting"), of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS MAKING THIS SOLICITATION OF PROXIES

This solicitation is made on behalf of Management of the Company. It is expected that the solicitation will be primarily by Mail. Proxies may also be solicited personally by employees of the Company. Cost of the Solicitation will be borne by the Company. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of the Company who will not be directly compensated therefore. The Company has arranged for intermediaries to forward meeting materials to beneficial owners of the Shares held of record by those intermediaries and the Company may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

PROXY INSTRUCTIONS

Appointment of Proxy

The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.**

The completed instrument of PROXY must be dated and signed and the duly completed instrument of proxy must be deposited at the Company's Transfer Agent, COMPUTERSHARE INVESTOR SERVICES INC. no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting. The mailing address for proxies is:

Computershare Investor Services Inc.

Proxy Dept. 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1,

fax number within North America: 1-866-249-7775

outside North America: (416) 263-9524.

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof.

The articles of the Company confer discretionary authority upon the Chairman of the Meeting to accept proxies which do not strictly conform to the foregoing requirements and certain other requirements set forth in the articles.

Voting by Proxy and Exercise of Discretion

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

REVOCATION OF PROXIES

Any registered shareholder who has returned a proxy may revoke it at any time before it has expired. In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy either by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders (as defined below under "Non Registered Holders of Common Shares") who wish to change their vote must arrange for their respective intermediaries to revoke the proxy on their behalf.**

NON-REGISTERED HOLDERS OF COMPANY'S SHARES

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders ("Non-Registered Holders") because the 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 their shares. In addition, a person is not a registered shareholder in respect of shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 ("NI 54-101") of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Instrument of Proxy (collectively, the "Proxy Solicitation Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Proxy Solicitation Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them or unless there is a special meeting involving abridged timing under NI 54-101. Very often, Intermediaries will use service companies, such as ADP Independent Investor Communication Corporation ("ADP"), to forward the Proxy Solicitation Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive Proxy Solicitation Materials, or where there is a special meeting involving abridged timing under NI 54-101, will either:

- (a) be given a form of proxy which **has already been signed by the Intermediary** (typically by facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise incomplete. Because the Intermediary has already signed the form of Proxy, this form of Proxy is not required to be signed by the Non-Registered Holder when submitting the Proxy. In this case, the Non-Registered Holder who wishes to submit a Proxy should otherwise properly complete the form of Proxy and **deposit it with the Transfer Agent as provided above**; or
- (b) more typically, be given a voting instruction form which is **not signed by the Intermediary**, and which when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company** (such as ADP), will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. In the alternative, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of Proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of Proxy, properly complete and sign the form of Proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who received one of the above mentioned forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders named in the form and insert their own name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary or its agents, including those regarding when and where the Proxy or proxy authorization form is to be delivered.**

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of common shares without par value. As at April 7, 2017, there are 34,423,000 common shares issued and outstanding. Each Common Share carries the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Only shareholders of record on the close of business on the 7th day of April, 2017, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and senior officers of the Company as of the date of this Circular no persons own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to the Shares.

The above information was supplied to the Company by the shareholders and from the insider reports available at www.sedi.com.

AUDIT COMMITTEE

National Instrument 52-110 ("NI 52-110") requires Thunderstruck's audit committee (in this section the "Audit Committee") to meet certain requirements. It also requires Thunderstruck to disclose in this Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Audit Committee of Thunderstruck will be principally responsible for

- recommending to the board the external auditor to be nominated for election by Thunderstruck's shareholders at each annual general meeting and negotiating the compensation of such external auditor.
- overseeing the work of the external auditor.
- reviewing Thunderstruck's annual and interim financial statements, MD&A and press releases regarding earnings before they are reviewed and approved by the board and publicly disseminated by Thunderstruck.
- reviewing Thunderstruck's financial reporting procedures and internal controls to ensure adequate procedures are in place for Thunderstruck's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph.

The Audit Committee's Charter

The board of directors of Thunderstruck have adopted a charter for the Audit Committee which sets out the Audit Committee's mandate, organization, powers and responsibilities. The complete proposed charter is below:

1.0 Purpose of the Committee

1.1 The Audit Committee represents the board of directors in discharging its responsibility relating to the accounting, reporting and financial practices of Thunderstruck and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of Thunderstruck and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be "independent" as defined under NI 52-110, while Thunderstruck is in the developmental stage of its business. The members of the Audit Committee shall be selected annually by the board of directors and shall serve at the pleasure of the board of directors.

2.2 At least one Member of the Audit Committee must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3.0 Meeting Requirements

3.1 The Audit Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically, and shall be at such times and places as the Audit Committee determines. Without meeting, the Audit Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Audit Committee shall constitute a quorum.

4.0 Duties and Responsibilities

The Audit Committee's function is one of oversight only and shall not relieve Thunderstruck's management of its responsibilities for preparing financial statements which accurately and fairly present Thunderstruck's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of Thunderstruck (the "auditors") who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the board of directors through the Audit Committee;
- (b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;
- (c) review information, including written statements from the auditors, concerning any relationships between the auditors and Thunderstruck or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;
- (d) review and discuss with management and the auditors Thunderstruck's audited financial statements and accompanying MD&A, including a discussion with the auditors of their judgments as to the quality of Thunderstruck's accounting principles and report on them to the board of directors;
- (e) review and discuss with management Thunderstruck's interim financial statements and interim MD&A and report on them to the board of directors;
- (f) pre-approve all auditing services and non-audit services provided to Thunderstruck by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to Thunderstruck that are prohibited by applicable law or regulation;
- (g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the board of directors;
- (h) periodically review the adequacy of Thunderstruck's internal controls and ensure that such internal controls are effective;

- (i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on Thunderstruck's financial reports, and report on them to the board of directors;
- (j) oversee and annually review Thunderstruck's code of conduct, if any;
- (k) approve material contracts where the board of directors determines that it has a conflict;
- (l) establish procedures for the receipt, retention and treatment of complaints received by Thunderstruck regarding the audit or other accounting matters;
- (m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at Thunderstruck's expense to advise on material issues affecting Thunderstruck which the Audit Committee considers are not appropriate for the full board;
- (n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;
- (o) review and monitor all related party transactions which may be entered into by Thunderstruck; and
- (p) periodically review the adequacy of its charter and recommending any changes thereto to the board of directors.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of Thunderstruck or members of the Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Composition of the Audit Committee

The Audit Committee consists of three directors. Unless it is a 'venture issuer' (an issuer the securities of which are not listed or quoted on any of the TSX, a market in the United States of America other than the over-the-counter market, or a market outside of Canada and the U.S.A.) as of the end of its last financial year, NI 52-110 requires each of the members of the Audit Committee to be independent and financially literate. Since Thunderstruck will be a 'venture issuer' (its securities are not listed or quoted on any exchange or market) it is exempt from this requirement. In addition, Thunderstruck's governing corporate legislation requires Thunderstruck to have an Audit Committee composed of a minimum of three directors, a majority of whom are not officers or employees of Thunderstruck.

The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate'.

Name of Member	Independent (1)	Financially Literate (2)
Bryce Bradley	No	Yes
Brien Lundin	Yes	Yes
Michael L. Page	Yes	Yes

- (1) To be considered to be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with Thunderstruck. A material relationship is a relationship which could, in the view of the board of directors, reasonably interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Audit 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 Thunderstruck's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by Thunderstruck to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. 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 Thunderstruck's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting, are as follows:

Bryce Bradley – Ms. Bradley received a Bachelor of Science degree (Honours) from the University of Toronto in 1996. She completed the Canadian Securities Institute's Canadian Securities Course in 1998 and the Partners, Directors and Senior Officers Course in 2009. Ms. Bradley was the founder and President of Saltus Mercantile Corp. (now Robson Capital Partners Corp.), an exempt market dealer, from November 2011 to October 2012; and has been the President of Linx Inc., a private corporate development company, since October 2005.

Brien Lundin – Mr. Lundin obtained a Bachelor of Science degree from Louisiana State University in 1983. Mr. Lundin has served as the President and CEO of Jefferson Financial, Inc., a private investment research and marketing company, since November 2003. He has acted as the Chairman and director of Natcore Technology, Inc., a solar technology company listed on the TSX.V, since May 2009.

Michael L. Page – Mr. Page received an M.Sc. degree (Honours) from the Hebrew University of Jerusalem. He has served as a Chief Geologist, VP Exploration, and /or Director for multiple publicly traded companies. These include Western Mining Corp., MMC Norilsk Nickel, Jinshan Gold Mines, Golden Shamrock Mines and Etruscan Resources. He owns a consulting company, Exploration Service International, whose clients have included Western Mining Corp., BHP Billiton, Gold Fields, and Rio Tinto. He is a Qualified Person under Australian JORC and Canadian NI 43-101 regulations.

Audit Committee Oversight

There has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the board of directors.

Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally

Thunderstruck has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by Thunderstruck's auditor from the requirement to be preapproved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to Thunderstruck, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit) or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110. Thunderstruck's auditors have not provided any material non-audit services.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees

The Audit Committee has reviewed the nature and amount of the services provided by DeVisser Gray LLP Chartered Accountants, to the Company to ensure auditor independence. Fees incurred with Davidson & Company for audit services in the Company's initial fiscal year are outlined below:

Nature of Services	Fees ⁽⁵⁾ Paid to Auditor in Year Ended November 30, 2016	Fees ⁽⁵⁾ Paid to Auditor in Year Ended November 30, 2015
Audit Fees ⁽¹⁾	\$11,000	\$ 11,000
Audit Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$1,200	\$1,200
All other Fees ⁽⁴⁾	Nil	Nil
Total	\$12,200	\$12,200

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflect 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 include 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" includes all other non-audit services".
- (5) These figures are estimates only.

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

As the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in 'Composition of the Audit Committee' above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Circular).

CORPORATE GOVERNANCE

General

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Policy 58-101 *Disclosure of Corporate Governance Practices* (“NP 58-101”) the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Board of Directors (the “Board”) facilitates its exercise of independent supervision over management by ensuring that the Board is composed of a majority of independent directors. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. The Board is comprised three directors, two of which are considered to be independent. Messrs. Lundin and Page are considered to be independent directors for the purposes of NI 58-101 and the Company’s President and Chief Executive Officer, Ms. Bradley is not considered to be independent.

The mandate of the Board is to act in the best interests of the Company and to supervise management. The Board is responsible for approving long-term strategic plans and annual operating budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions. Any responsibility which is not delegated to management or to the committees of the Board remains with the Board. The Board meets on a regular basis consistent with the state of the Company’s affairs and also from time to time as deemed necessary to enable it to fulfill its responsibilities.

Directorship

The following is a list of each director of the Company who is also a director of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction:

<u>Name of director</u>	<u>Other reporting issuer</u>
Brien Lundin	Natcore Technology Inc. Sojourn Ventures Inc.
Michael Page	Stratabound Minerals Corp.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board proposes to approve a Code of Business Conduct and Ethics (the "Code") to be followed by the Company's directors, officers, employees and principal consultants and those of its subsidiaries. The Code is also to be followed, where appropriate, by the Company's agents and representatives, including consultants where specifically required. The purpose of the Code is to, among other things, promote honest and ethical conduct, avoid conflict of interest, protect confidential or proprietary information and comply with the applicable government laws and securities rules and regulations.

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 Company, this policy will be reviewed.

Compensation

The Board determines the compensation for the directors and CEO. A summary of the compensation received by the Named Executive Officers of the Company for the financial years ended November 30, 2015 and 2016 is provided in this Circular under the heading: "Executive Compensation". A summary of the compensation received by the directors for the financial years ended November 30, 2015 and 2016 is provided in this Circular under the heading: "Compensation for Directors"

Other Board Committees

Other than the audit committee described in this Circular under the heading "Audit Committee", the Board has no other committees.

Assessments

The Board regularly assesses its own effectiveness and the effectiveness and contribution of each Board committee member and Director.

STATEMENT OF EXECUTIVE COMPENSATION**Compensation Discussion and Analysis**

This compensation discussion and analysis describes and explains the Company's policies and practices with respect to the 2015 and 2016 compensation of its named executive officers, being its Chief Executive Officer (the "CEO"),

Bryce Bradley, and Scott Hamilton, the Chief Financial Officer (the “CFO”) of the Corporation (each, a “Named Executive Officer” or “NEO”). No other individuals are considered “Named Executive Officers” as such term is defined in Form 51-102F6 – Statement of Executive Compensation.

Given the Company’s current stage of development, the board of directors (the “Board”) has not established a formal compensation committee. It is the Board as a whole who is responsible for determining the final compensation (including long-term incentive in the form of stock options) to be granted to the Company’s executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

The Company’s executive compensation program focuses primarily on rewarding the efforts of its executives in increasing shareholder value and meeting the Company’s goals. The Board reviews on an annual basis the corporate goals and objectives relevant to executive compensation; evaluates each executive officer’s performance in light of those goals and objectives and sets the executive officer’s compensation level based, in part, on this evaluation. The Board also takes into consideration the Company’s overall performance, shareholder returns, and the value of similar incentive awards to executive officers at comparable companies, and the awards given to executive officers in past years.

Executive Compensation Program

The Board’s compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a “pay-for-performance” element which supports the Company’s commitment to delivering strong performance for the shareholders.

Executive compensation is comprised of three elements: base fees (may be consulting fees) or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (share options). The Board reviews all three components in assessing the compensation of individual executive officers and of the Company as a whole.

Base fees or salaries and bonuses (discretionary) are intended to provide current compensation and a short-term incentive for executive officer’s to meet the Company’s goals, as well as to remain competitive with the industry.

Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise, and capabilities demonstrated by the executive officers. Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer’s responsibilities, his achievement of individual and corporate objectives and the Company’s financial performance.

Cash bonuses are intended to reward the executive officers for meeting or exceeding the individual and corporate performance objectives set by the Board.

Stock options are an important part of the Company’s long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company’s shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Company’s shares and enables executives to acquire and maintain an ownership position in the Company. See *Option Based Awards* below.

Chief Executive Officer Compensation

The components of Chief Executive Officer compensation are the same as those which apply to the other senior executive officers of the Company, namely based salary or consulting fees, stock option incentives and discretionary performance bonuses (which are subject to targets being achieved). In setting the recommended salary or consulting

fees of the Chief Executive Officer, the Company takes into consideration the salaries or fees paid to other chief executive officers in similar industries and in the public company sector, as described above under the heading “Compensation Discussion and Analysis”. In setting the salary or fees, performance bonus and long-term incentives for the Chief Executive Officer, the Company evaluates the performance of the Chief Executive Officer in light of his impact on the achievement of the Company’s goals and objectives.

On May 9, 2014, the Company entered into an executive management agreement with Linx Inc., a private company owned by Bryce Bradley, to provide the personal services of Bryce Bradley acting in the capacity as CEO and President for the Company in consideration for a monthly fee of \$5,250 and a term expiring December 31, 2017.

Option Based Awards

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's stock option plan (the “Stock Option Plan”) to receive grants of stock options. Individual stock options are granted by the Board as a whole and the number, and terms of such options is dependent on, among other things, each officer’s level of responsibility, authority and importance to the Company and the degree to which an officer’s long term contribution to the Company will be crucial to its overall long-term success.

Stock options grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer’s level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company’s shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant.

The Company has a formalized stock option plan for the granting of incentive stock options to its officers, employees, consultants, and directors.

Summary Compensation Table

In accordance with the provisions of applicable securities legislation, the Company had one “Named Executive Officers” during the financial years ended November 30, 2015 and 2016, namely Bryce Bradley, President, CEO and Scott Hamilton, CFO of the Company. For the purpose of this information circular:

“CEO” of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“Executive Officer” of an entity means an individual who is:

- (a) the chair of the Company, if any;
- (b) the vice-chair of the Company, if any;
- (c) the president of the Company;
- (d) a vice-president of the Company in charge of a principal business unit, division or function including sales, finance or production;
- (e) an officer of the Company (or subsidiary, if any) who performs a policy-making function in respect of the Company; or
- (f) any other individual who performs a policy-making function in respect of the Company;

“Named Executive Officers or NEOs” means:

- (g) the CEO of the Company;
- (h) the CFO of the Company;
- (i) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;
- (j) any additional individuals for whom disclosure would have been provided under paragraph (i) above except that the individual was not serving as an executive officer of the Company, nor in a similar capacity, as at the end of the most recently completed financial year end.

The following table (presented in accordance with National Instrument Form 51-102F6, Statement of Executive Compensation, which came into force on December 31, 2008 (the "New Form 51-102F6") sets forth all annual and long term compensation for services in all capacities to the Company for the most recently completed financial years ended November 30, 2015 and 2016.

Summary Compensation Table
For Financial Years Ending November 30, 2015 and 2016

Name and Principal Position	Year Ended March 31	Salary (\$) ⁽¹⁾	Share-based awards (\$)	Option-based awards (\$) ⁽²⁾	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long term incentive plans (\$)			
Bryce Bradley, President/CEO	2016	Nil	Nil	39,650	Nil	Nil	Nil	120,000 ⁽³⁾	159,650
	2015	Nil	Nil	5,940	Nil	Nil	Nil	78,750 ⁽⁴⁾	84,690
	2014	Nil	Nil	14,010 ⁽⁵⁾	Nil	Nil	Nil	35,395 ⁽⁴⁾	49,405
Scott Hamilton, CFO/Corporate Secretary	2016	Nil	Nil	3,965	Nil	Nil	Nil	10,000 ⁽⁶⁾	\$13,965
	2015	Nil	Nil	Nil	Nil	Nil	Nil	6,200 ⁽⁷⁾	6,200
	2014	Nil	Nil	Nil	Nil	Nil	Nil	3,000 ⁽⁷⁾	3,000

Notes:

1. the value of perquisites and benefits, if any, for each Named Executive Officer was less than the lesser of \$50,000 and 10% of the total annual salary and bonus.
2. the value of the option-based award was determined using the Black-Scholes option-pricing model.
3. management fees paid a company owned by Ms. Bradley.
4. fees paid to a company owned by Ms. Bradley.
5. option granted to Linx Inc. of which Ms. Bradley is the principle shareholder.
6. \$8000 accounting fees and \$2,000 management fees paid a company owned by Mr. Hamilton.
7. accounting fees paid a company owned by Mr. Hamilton.

Incentive Plan Awards: Outstanding share-based awards and option-based awards

The Plan has been established to attract and retain employees, consultants, officers or directors to the Company and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company. The Plan is administered by the directors of the Company. The Plan provides that the number of Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements may not exceed 10% of the total number of issued and outstanding shares of the Company. All options expire on a date not later than five years after the date of grant of such option. For further information regarding the terms of the Plan, refer to the heading "Approval of 10% Rolling Stock Option Plan" below.

The following table sets forth details of all awards outstanding as at November 30, 2015, including awards granted prior to the most recently completed financial year to NEOs.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value ⁽¹⁾ of Unexercised In-The-Money Options(\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value ⁽¹⁾ of Share-Based Awards That Have Not Vested (\$)
Bryce Bradley, President/CEO	100,000	\$0.10	March 12, 2017	\$25,000	Nil	Nil
	300,000	\$0.05	May 28, 2019	\$90,000	Nil	Nil
	150,000	\$0.05	September 22, 2025	\$45,000	Nil	Nil
Scott Hamilton, CFO/Corporate Secretary	140,000	\$0.05	May 28, 2019	\$42,000	Nil	Nil

(1). The value of unexercised "in-the-money options" at the financial year-end is based on the difference between the option exercise price and the market value of the underlying stock on such date. The market value of the shares is calculated using the closing price of the Company's common shares on the TSX Venture Exchange on November 30, 2015 which was \$0.35.

The following table sets forth details of all awards outstanding as at November 30, 2016, including awards granted prior to the most recently completed financial year to NEOs.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value ⁽¹⁾ of Unexercised In-The-Money Options(\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value ⁽¹⁾ of Share-Based Awards That Have Not Vested (\$)
Bryce Bradley, President/CEO	300,000	\$0.05	May 28, 2019	\$9,000	Nil	Nil
	150,000	\$0.05	September 22, 2025	\$4,500	Nil	Nil
	500,000	\$0.085	August 26, 2026	\$17,500	Nil	Nil
Scott Hamilton, CFO/Corporate Secretary	140,000	\$0.05	May 28, 2019	\$4,200	Nil	Nil
	50,000	\$0.085	August 26, 2026	\$1,750	Nil	Nil

(2). The value of unexercised "in-the-money options" at the financial year-end is based on the difference between the option exercise price and the market value of the underlying stock on such date. The market value of the shares is calculated using the closing price of the Company's common shares on the TSX Venture Exchange on November 30, 2016 which was \$0.08.

Incentive Plan Awards: Value Vested or Earned During the Years 2015 and 2016

The following table sets forth information concerning all awards outstanding under share-based or option-based incentive plans of the Company at the end of the most recently completed financial year to each of the Named Executive Officers.

Name (a)	Option-based awards – Value vested during the year ⁽¹⁾ (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Bryce Bradley	Nil	Nil	Nil
Scott Hamilton	Nil	Nil	Nil

(1) Value is calculated for options vested during the year on each vesting date. The value is calculated by multiplying the number of shares which may be acquired on exercise on the vesting date by the difference, if any, between the market value of the securities underlying the options on the vesting date and the exercise price of the options. No options vested during the financial years ended November 30, 2015 and 2016.

Option Repricing

No stock options were repriced during the financial years ended November 30, 2015 and 2016.

Pension Plan Benefits

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

Termination of Employment, Changes in Responsibility & Employment Contracts

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

Compensation of Directors

The following table sets forth all amounts of compensation provided to directors who were not Named Executive Officers of the Company during the Company's most recently completed financial year ended November 30, 2015 and 2016.

Name ⁽¹⁾	Fees Earned (\$) ⁽²⁾	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Brien Lundin	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael L. Page	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- As noted above, this table does not include directors that are also NEOs. Disclosure of compensation paid to NEOs who are also directors of the Company and receive compensation for their services as a director are reflected in the Summary Compensation table above.
- the value of perquisites and benefits, if any, for each Named Executive Officer was less than the lesser of \$50,000 and 10% of the total annual salary and bonus.

3 the value of the option-based award was determined using the Black-Scholes option-pricing model.

Incentive Plan Awards: Outstanding share-based awards and option-based awards

The following table sets forth information concerning all awards outstanding under share-based or option-based incentive plans of the Company as at November 30, 2015, including awards granted prior to the most recently completed financial year to each of the Directors of the Company who were not Named Executive Officers.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value ⁽¹⁾ of Unexercised In-The-Money Options (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value ⁽¹⁾ of Share-Based Awards That Have Not Vested (\$)
Brien Lundin	100,000	\$0.10	March 12, 2017	\$25,000	Nil	Nil
	300,000	\$0.05	May 28, 2019	\$90,000	Nil	Nil
Michael L. Page	120,000	\$0.10	April 14, 2020	\$30,000	Nil	Nil

(1) This amount is the excess of the market value of the Company's shares on November 30, 2015 and 2016 over the exercise price of the options. The last trading price of the Company's shares at its financial year ended November 30, 2015 was \$0.35.

The following table sets forth information concerning all awards outstanding under share-based or option-based incentive plans of the Company as at November 30, 2016, including awards granted prior to the most recently completed financial year to each of the Directors of the Company who were not Named Executive Officers.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value ⁽¹⁾ of Unexercised In-The-Money Options (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value ⁽¹⁾ of Share-Based Awards That Have Not Vested (\$)
Brien Lundin	100,000	\$0.10	March 12, 2017	\$3,000	Nil	Nil
	300,000	\$0.05	May 28, 2019	\$9,000	Nil	Nil
	450,000	\$0.085	August 26, 2026	Nil	Nil	Nil
Michael L. Page	120,000	\$0.10	April 14, 2020	Nil	Nil	Nil
	50,000	\$0.085	August 26, 2026	Nil	Nil	Nil

(1) This amount is the excess of the market value of the Company's shares on November 30, 2015 and 2016 over the exercise price of the options. The last trading price of the Company's shares at its financial year ended November 30, 2016 was \$0.08.

Incentive Plan Awards: Value Vested or Earned During the Year

The following table sets forth information concerning all awards outstanding under share-based or option-based incentive plans of the Company at the end of the most recently completed financial years ended November 30, 2015 and 2016 to each of the non-executive directors.

Name (a)	Option-based awards – Value vested during the year (\$) ⁽¹⁾ (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Brien Lundin	Nil	Nil	Nil
Michael L. Page	Nil	Nil	Nil

(1) dollar value that would have been realized is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is its stock option plan (the “Plan”). The Plan has been established to attract and retain employees, consultants, officers or directors to the Company and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company. The Plan is administered by the directors and Compensation Committee of the Company. The Plan provides that the number of Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation arrangements may not exceed 10% of the total number of issued and outstanding shares. All options expire on a date not later than five years after the date of grant of such option.

Compensation Plan Information as at November 30, 2015

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
Equity compensation plans approved by securityholders	1,425,000 common shares	\$0.07	655,150 common shares
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,425,000 common shares	\$0.07	655,150 common shares

Equity Compensation Plan Information as at November 30, 2016

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
Equity compensation plans	2,875,000 common shares	\$0.08	767,300 common

approved by securityholders			shares
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	2,875,000 common shares	\$0.08	767,300 common shares

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No person who is or at any time during the most recently completed financial year was a director, executive officer or senior officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any of the foregoing persons has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as previously disclosed in an Information Circular, no informed person (a director , officer or holder of 10% of more of the Shares) or proposed nominee for election as a director of the Company or an associate or affiliate of any such informed person or proposed nominee, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company.

MANAGEMENT CONTRACTS

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

PARTICULARS OF MATTERS TO BE ACTED UPON

RECEIPT OF FINANCIAL STATEMENTS

The Financial Statements of the Company for the financial year ended November 30, 2015 and 2016 and the auditors' reports thereon will be presented to the Meeting. A copy is available online at www.sedar.com

APPOINTMENT OF AUDITORS

Unless otherwise specified, the persons named in the enclosed instrument of proxy will vote for the appointment of DeVisser Gray LLP, Chartered Accountants, of Vancouver, B.C. as auditor of the Company for the ensuing year, at a remuneration to be fixed by the directors. DeVisser Gray LLP has acted as the auditor of the Company since December 7, 2015.

ELECTION OF DIRECTORS

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at three. If there are more nominees for election than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected until all such vacancies have been filled.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of management's 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 for the five preceding years for new director nominees, the period of time during which each has been a director of the Corporation and the number of shares of the Corporation beneficially owned each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular:

Name of Nominee and Present Offices Held	Present Principal Occupation ⁽¹⁾	Director Since	Shares Beneficially Owned or Controlled ⁽³⁾
Bryce Bradley ⁽²⁾ , Richmond, B.C., Director, President and CEO	Businesswoman, President of Linx Inc. since October 2015, founder and former President of Saltus Mercantile Corp. (now Robson Capital Partners Corp.) from November 2011 to October 2012, both private companies	October 27, 2011	4,710,215 ⁽⁴⁾
Brien Lundin, Louisiana, USA, Director	President and CEO since 2003 of Jefferson Financial, Inc., a private investment research and marketing company	October 27, 2011	1,220,000
Michael L. Page, Colorado, USA, Director	Chief Geologist, VP Exploration, and /or Director for multiple publicly traded companies. These include Western Mining Corp., MMC Norilsk Nickel, Jinshan Gold Mines, Golden Shamrock Mines and Etruscan Resources. He owns a consulting company, Exploration Service International, whose clients have included Western Mining Corp., BHP Billiton, Gold Fields, and Rio Tinto.	March 9, 2015	Nil

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

(2) Member of Audit Committee.

(3) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned directly or indirectly, or over which control or direction is exercised by each proposed nominee as at the date hereof is based on information furnished by the transfer agent of the Company and by the nominees themselves.

- (4) Of which 3,482,915 Shares are held directly and 1,020,300 Shares are held through Linx Inc., a private company of which Ms. Bradley is the director and majority shareholder, 143,000 Shares are held in trust for her family member and 64,000 shares are held by her family member.

Pursuant to the provisions of the *Business Corporations Act* of British Columbia, the Company is required to have an audit committee which, at the present time, is comprised of Bryce Bradley, Brien Lundin and Michael L. Page. For additional information regarding the Company's Audit Committee, please see below. The Company does not have an executive committee.

Except as disclosed above, as at the date of this Information Circular and within the ten years before the date of this Information Circular, no proposed director:

- (a) is or has been a director or executive officer of any company (including the Company), that while that person was acting in that capacity:
- i. was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - ii. was 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 securities legislation, for a period of more than 30 consecutive days;
 - iii. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the Information Circular become 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 the assets of the director, officers or shareholders.

APPROVAL OF 10% ROLLING STOCK OPTION PLAN

The only equity compensation plan which the Company has in place is its stock option plan (the "Plan") which was previously approved by the Shareholders on February 2, 2016. The Plan has been established to attract and retain employees, consultants, officers or directors to the Company and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company. The Plan is administered by the directors and Compensation Committee of the Company. The Plan provides that the number of Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements may not exceed 10% of the total number of issued and outstanding shares. All options expire on a date not later than five years after the date of grant of such option.

Under the Policies of the TSX Venture Exchange (the "Exchange") options granted under such a rolling plan are not required to have a vesting period, although the directors may continue to grant options with vesting periods, as the circumstances require. The Rolling Plan authorizes the Board of Directors to grant stock options to the Optionees on the following terms:

1. The number of shares subject to each option is determined by the Board of Directors provided that the Rolling Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12 month period, result in:
 - (a) the number of shares reserved for issuance pursuant to stock options granted to any one person exceeding 5% of the issued shares of the Company;
 - (b) the issuance, within a one year period, to insiders of the Company of a number of shares exceeding 10%, or to one insider of a number exceeding 5%, or to a consultant of a number exceeding 2%; or to all employees (as defined by the Exchange) who provide Investor Relations services of a number exceeding 2% of the issued shares of the Company.
2. The aggregate number of shares, which may be issued pursuant to options granted under the Rolling Plan, may not exceed 10% of the issued and outstanding shares of the Company as at the date of the Grant.
3. The exercise price of an option may not be set at less than the closing market price during the trading day immediately preceding the date of grant of the option less a maximum discount of 25% if the Company is listed on Tier 2, TSX Venture Exchange or without any allowable discount if the Company is listed on Tier 1, TSX Venture Exchange or on the TSX.
4. The options may be exercisable for a period of up to 10 years.
5. The options are non-assignable, except in certain circumstances. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Rolling Plan or within a period of not more than 90 days (30 days for providers of investor relations services) after ceasing to be an eligible optionee or, if the optionee dies, within one year from the date of the optionee's death.
6. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board of Directors will have the right to accelerate the date on which any option becomes exercisable.

The Rolling Plan must be approved yearly by the shareholders of the Issuer in order to re-set the number of shares that can be granted under the Rolling Plan.

If shareholder approval of the Rolling Plan is obtained, any options granted or amendments made to options previously granted pursuant to the Rolling Plan will not require further shareholder approval although notice of options granted under the Rolling Plan must be given to the Exchange. Any amendments to the Rolling Plan must also be approved by the Exchange and, if necessary, by the shareholders of the Company prior to becoming effective.

Shareholder approval of the Rolling Plan requires a simple majority of the votes cast by the Shareholders.

The text of the Rolling Plan is available for review by any Shareholder up until the day preceding the Meeting at the Company's registered and records offices at 2080 – 777 Hornby Street, Vancouver, British Columbia.

Shareholders will be asked at the Meeting to consider and, if deemed advisable, approve with or without variation the following resolution:

“BE IT RESOLVED THAT the Stock Option Plan authorizing the directors to grant options on shares up to a maximum of 10% of the Company's shares issued and outstanding from time to time, as at the date of the relevant Grant, be and it is hereby approved, together with all options granted thereunder as at the date hereof, and that the board of directors be and they are hereby authorized, without further shareholder approval, to carry out the intent of this resolution.”

If this resolution is approved by shareholders it is expected that the Board of Directors will in due course grant further options under the Rolling Plan as the Board deems fit in light of the overall compensation program and the relative efforts and contributions of the eligible participants under the Plan.

OTHER MATTERS TO BE ACTED UPON

It is not known that any other matters will come before the Meeting other than as set forth above and in the Notice of Meeting, but if such should occur the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the meeting or any adjournment thereof.

ADDITIONAL INFORMATION

The audited financial statements of the Company for the years ended November 30, 2015 and 2016 and the report of the auditor thereon will be placed before the Meeting. The consolidated audited financial statements, report of the auditor and management's discussion and analysis are being mailed to shareholders with the Notice of Meeting and this Information Circular.

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 402 – 905 West Pender Street, Vancouver, British Columbia, V6C 1L6 to request copies of the Company's financial statements and MD&A. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the directors of the Company.

DATED at Vancouver, British Columbia, this 17th day of April, 2017

BY ORDER OF THE BOARD

"Bryce Bradley"

Bryce Bradley, Director, President and CEO