

**INFORM RESOURCES CORP.**  
1920 – 1177 West Hastings Street  
Vancouver, British Columbia Canada V6E 2K3  
**Telephone:** 604 343-4551

**INFORMATION CIRCULAR**  
as at June 30, 2017 (except as otherwise indicated)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of INFORM RESOURCES CORP. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on August 11, 2017 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

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

### **GENERAL PROXY INFORMATION**

#### **Solicitation of Proxies**

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

#### **Appointment of Proxyholders**

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

#### **Voting by Proxyholder**

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

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

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

#### **Registered Shareholders**

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

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company’s transfer agent, Computershare Investor Services Inc. (“Computershare”), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia Canada V6C 3B9;
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder’s account number and the proxy access number; or

- (c) use the internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used.

### **Beneficial Shareholders**

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

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

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

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

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

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

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

### **Revocation of Proxies**

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, at any time up to and including the last

business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

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

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

The board of directors (the "Board") of the Company has fixed June 30, 2017 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of June 30, 2017, there were 11,540,584 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. The Company has no other classes of voting securities.

The Company is authorized to issue an unlimited number of Common Shares without par value.

Effective at the opening of the TSX Venture Exchange on July 21, 2016, the Company's common shares were consolidated at a ratio of one (1) post consolidated Common Share for each ten (10) pre-consolidation Common Shares.

Effective at the opening of the TSX Venture Exchange on May 3, 2017, the Company's shares were split on the basis of two (2) post-split Common Shares for each issued and outstanding pre-split Common Share.

#### Certain corporation actions made since November 30, 2014 year-end and current to the date of this Information Circular:

##### 2015

- 1) Christopher Cooper resigned as President, CEO and a director of the Company on May 15, 2015;
- 2) Sean Bromley was appointed a director on August 25, 2015;

##### 2016

- 1) Jonathan Richards resigned as CFO and Corporate Secretary of the Company on June 30, 2016;
- 2) Daryn Gordon was appointed CFO and a director on June 30, 2016;
- 3) Timothy Fernback resigned as President, CEO and a director of the Company on June 30, 2016;
- 4) Andrew Cheshire was appointed CEO and Corporate Secretary of the Company on June 30, 2016.

To the knowledge of the directors and executive officers of the Company, there are no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company as at June 30, 2017.

### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the fiscal years ended November 30, 2015 and November 30, 2016, the reports of the auditor thereon and the related management's discussion and analysis were filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 16, 2016 and on March 16, 2017 respectively, and will be tabled at the Meeting and will be available at the Meeting.

### **ELECTION OF DIRECTORS**

The Board presently consists of three (3) directors and it is intended to elect three (3) directors for the ensuing year. The Board proposes to nominate the persons named in the table below for election as directors of the Company. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Company or the *Business Corporations Act* (British Columbia) or he or she becomes disqualified to act as a director.

The following disclosure sets out the names of management's three nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at June 30, 2017:

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Andrew R. Cheshire <sup>(2)</sup> Chief Executive Officer, Corporate Secretary and Director British Columbia, Canada	Businessman; Food and Beverage Manager and the Accountant at the Surrey Golf and Country Club from 1999 to December 2011. <b>Refer to Director Biographies below.</b>	Since September 26, 2014	0
Sean Bromley <sup>(2)</sup> Director British Columbia, Canada	Businessman. <b>Refer to Director Biographies below.</b>	Since August 25, 2015	0
Daryn Gordon <sup>(2)</sup> Chief Financial Officer and Director Alberta, Canada	Accountant, Gordon Professional Corporation. <b>Refer to Director Biographies below.</b>	Since June 30, 2016	0

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Member of the Company's Audit Committee.

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

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision (see below). Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

### **Director Biographies**

#### **Andrew R. Cheshire, Chief Executive Officer, Corporate Secretary and Director**

Andrew R. Cheshire has been a director of Inform Resources Corp. since September 26, 2014 and has been the Chief Executive Officer and Corporate Secretary of Inform Resources Corp since June 30, 2016. Mr. Cheshire served as Chief Executive Officer and President of Westridge Resources Inc. from January 21, 2013 to November 3, 2015. Mr. Cheshire has been an independent Director of Red Rock Capital Corp. since February 9, 2012. Mr. Cheshire holds Business Administration Degrees from Simon Fraser University (May 2004) and a Diploma in Business Administration from Kwantlen University (December 2001).

#### **Sean Bromley, Director**

Sean Bromley has been a director of Inform Resources Corp. since August 25, 2015. Mr. Bromley received his Bachelor of Commerce in Finance at the University of Calgary with an exchange at the Hong Kong University of Science and Technology. After university Mr. Bromley became an Investment Advisor at Jordan Capital Markets Inc. specializing in technology and special situations. Mr. Bromley brings experience to Company in the capital markets from his role as an investment advisor at Jordan Capital Markets Inc. Mr. Bromley is an active member in the business community as a member of the Company of Young Professionals at the Vancouver Board of Trade, as well as being involved in numerous technology events such as the Technology Leadership Forum.

#### **Daryn Gordon, Chief Financial Officer and Director**

Daryn Gordon has been a director of Inform Resources Corp. since June 30, 2016. Mr. Gordon is a chartered accountant with over 15 years of finance and accounting experience with publicly traded companies. Mr. Gordon obtained his Chartered Accountant designation at an international accounting firm in Calgary where he gained extensive audit, corporate reporting and financial control analysis experience. As a manager with a national accounting firm, Mr. Gordon acquired a high level of experience with junior energy companies. Mr. Gordon was the Chief Financial

Officer of Aroway Energy Inc., a junior oil and gas company listed on the TSXV, from October 5, 2011 to October 21, 2014 and a director from October 5, 2011 to May 11, 2015. Mr. Gordon was the Chief Financial Officer of Reparo Energy Partners Corp., a junior oil and gas company listed on the NEX Board of the TSXV, from September 30, 2012 and the Corporate Secretary from January 21, 2013, the Chief Financial Officer of Silver Mountain Mines Inc., a junior mining company listed on the TSXV, from June 22, 2011 to July 10, 2014, and the Chief Financial Officer and Corporate Secretary of Westridge Resources Inc., a junior mining companies listed on the NEX Board of the TSXV, from January 18, 2013 until October 31, 2014.

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

Other than as set out below, within the last 10 years before the date of this Management Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Management Information Circular is prepared) and acted in that capacity for a company that was:

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

Daryn Gordon was a director of Emperor Oil Ltd. (formerly Emperor Minerals Ltd.) when it was subject to cease trade orders issued by the British Columbia Securities Commission (the “BCSC”) on June 4, 2014 and by the Alberta Securities Commission (the “ASC”) on June 5, 2014 due to the company’s failure to file its annual financial statements, MD&A and certifications for the year ended January 31, 2014. The company filed its annual financial statements, MD&A and certifications for the year ended January 31, 2014 and its annual oil and gas information for the years ended January 31, 2014 and January 31, 2013 on July 15, 2014. The cease trade orders were revoked on July 18, 2014.

Daryn Gordon was a director of Emperor Oil Ltd. (formerly Emperor Minerals Ltd.) when it was subject to cease trade orders issued by the BCSC on June 10, 2015 and by the ASC on June 9, 2015 due to the company’s failure to file its annual financial statements, MD&A and certifications for the year ended January 31, 2015. The company filed the required documents and is in the process of filing an application with the BCSC and the ASC to revoke the cease trade orders.

#### **Advance Notice Provisions to Company’s Articles**

As announced by news release dated February 11, 2015 and SEDAR filed on February 11, 2015, at the Company’s annual general and special meeting held on September 26, 2014, the shareholders of the Company approved the adoption of new Company’s articles, which new Articles include advance notice provisions (the “Advance Notice Provision”).

The Advance Notice Provision provides shareholders, directors and management of the Company with a clear framework for nominating directors. Among other things, the Advance Notice Provisions fix a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

A copy of the Company’s Articles as referred to in the news release, was filed under the Company’s SEDAR profile on January 23, 2015 at [www.sedar.com](http://www.sedar.com).

The Company has not received notice of a nomination in compliance with the Section 14.2(c) of the Company's Articles, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.**

#### **APPOINTMENT OF AUDITOR**

Management of the Company recommends the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia as auditors for the Company.

**The Board recommends that you vote in favour of appointment of Davidson & Company LLP. Unless otherwise instructed, at the Meeting the proxyholders named in the Company's form of Proxy or Voting Instruction Form will vote FOR the appointment of Davidson & Company LLP.**

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

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

##### **The Audit Committee's Charter**

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial information, which will be provided to the shareholders and the public, the systems of corporate controls, which management and the Board have established, and overseeing the audit process. It has general responsibility to oversee internal controls, accounting and auditing activities and legal compliance of the Company. The Audit Committee is also mandated to review and approve all material related party transactions. The Audit Committee has a Charter. A copy of the Audit Committee Charter is attached as Schedule A to this Information Circular.

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

The Board's current Audit Committee is composed of three directors: Andrew R. Cheshire (Chair), Daryn Gordon and Sean Bromley. Andrew R. Cheshire and Daryn Gordon are not independent due to their being Officers of the Company (President and CEO and CEO respectively). Sean Bromley is an independent member of the Audit Committee. All members of this Committee are "financially literate" in accordance with the *Business Corporations Act* (British Columbia) and NI 52-110.

Based on their business and education, each audit committee member has a reasonable understanding of the accounting principles used by the Company; an ability to assess the general application of such principles in connection of the accounting for estimates, accruals and reserves; experience analyzing and evaluating financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and an understanding of internal controls and procedures for financial reporting.

##### **Relevant Education and Experience**

All of the Audit Committee members are businessmen with experience in financial matters. Each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, internal controls and procedures necessary for financial reporting, which has been garnered from working in their individual fields of endeavor. In addition, each of the members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their experience, respectively, as directors of public companies other than the Company. Refer to **Director Biographies** above.

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

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can

reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and

- an understanding of internal controls and procedures for financial reporting.

### Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Davidson & Company LLP.

### Reliance on Certain Exemptions

The Company's auditor, Davidson & Company LLP, has not provided any material non-audit services.

### Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Company's Audit Committee Charter.

### External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by Davidson & Company LLP, Chartered Accountants for audit and non-audit services in the last three fiscal years are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended November 30, 2014.	Fees Paid to Auditor in Year Ended November 30, 2015.	Fees Paid to Auditor in Year Ended November 30, 2016.
Audit Fees <sup>(1)</sup>	\$13,770	\$10,200	\$10,000
Audit-Related Fees <sup>(2)</sup>	\$Nil	\$Nil	\$Nil
Tax Fees <sup>(3)</sup>	\$1,500	\$1,500	\$1,500
All Other Fees <sup>(4)</sup>	\$Nil	\$Nil	\$Nil
<b>Total</b>	<b>\$15,270</b>	<b>\$11,700</b>	<b>\$11,500</b>

#### NOTES:

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

### Exemption

The Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

## 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 of the Company. Corporate governance also takes into account the role of the individual members of management appointed by the Board who are charged with the day-to-day management of the Company. 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.

TSX Venture Exchange-listed companies are required to describe, on an annual basis, their practices and policies with regards to corporate governance by way of a corporate governance statement contained in the Company's annual report or information circular. The disclosure is required to be made pursuant to National Instrument 58-101, *Disclosure of Corporate Governance Practices*, and guidelines contained in National Policy 58-201, *Corporate Governance Guidelines*, against which the Company has reviewed its own corporate governance practices. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

### Board of 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 a company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management of the Company through frequent meetings of the Board and by ensuring that at least one director is independent of management. The Board is currently comprised of three members, two of whom are not independent and one who is independent. The non-independent member of the Board is Andrew R. Cheshire (Chief Executive Officer and Corporate Secretary) and Daryn Gordon (Chief Financial Officer). The independent director of the Company is Sean Bromley.

### Directorships

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

Name of Director	Name of Reporting Issuer	Exchange Listed
Andrew R. Cheshire	Red Rock Capital Corp.	NEX
Sean Bromley	Loopshare Ltd.	TSXV
	White Gold Corp.	TSXV
Daryn Gordon	Emperor Oil Ltd. (formerly Emperor Minerals Ltd.)	TSXV

### Orientation and Continuing Education

The Company does not provide formal continuing education to its Board members, but encourages them to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management’s assistance; and to attend related industry seminars and visit the Company’s properties. Board members have full access to the Company’s records.

### Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company’s operations, and the small number of officers and consultants, allow the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

### 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 Company does not have a stand-alone nomination committee. The Board is responsible, among other things, for recommending candidates for nomination, appointment, election and re-election to the Board and its committees, and for annually assessing Board performance. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

### Other Board Committees

The Board of Directors has no other committees other than the Audit Committee.

### Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and audit committee. No formal policy has been established to monitor the effectiveness of each director, the Board and the audit committee.

The Board of Directors has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The board of directors has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Company's long-term incentives, which include stock options, comprise a significant portion of the executives' compensation package, and are intended to align the executive compensation with the interest of the Company's shareholders.

The Board of Directors intends to continue such risk assessments on an annual basis and also considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its Named Executive Officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its Named Executive Officers or directors. To the knowledge of the Company, none of the Named Executive Officers or directors has purchased such financial instruments.

### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of the below disclosure:

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"named executive officer" or "NEO" means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

### **DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

#### **Director and NEO Compensation Excluding Compensation Securities**

During the financial years ended November 30, 2016 and November 30, 2015, based on the definition above, the NEOs of the Company were: Andrew R. Cheshire, Chief Executive Officer, Corporate Secretary and director, Daryn Gordon, Chief Financial Officer and director, Timothy Fernback, former President, former Chief Executive Officer and former director, Christopher Cooper, former President, former Chief Executive Officer and former director, and Jonathan Richards, former Chief Financial Officer and former Corporate Secretary. The Director of the Company who was not an NEO during the financial years ended November 30, 2016 and November 30, 2015 was Sean Bromley.

The following table of compensation, excluding options and compensation securities, of compensation provide a summary of the compensation paid by the Company to NEOs and directors of the Company for the two financial years ended November 30, 2016 and November 30, 2015. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” in this Information Circular.

<b>Table of compensation excluding compensation securities</b>							
<b>Name and position</b>	<b>Year<sup>(1)</sup></b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
Andrew R. Cheshire Chief Executive Officer, Corporate Secretary and director	2016	\$24,000	0	0	0	0	\$24,000
	2015	0	0	0	0	\$5,000	\$5,000
Daryn Gordon Chief Financial Officer and director	2016	0	0	0	0	\$4,800	\$4,800
	2015	0	0	0	0	0	0
Timothy Fernback former President, CEO and director	2016	\$14,000	0	0	0	0	\$14,000
	2015	\$12,000	0	0	0	0	\$12,000
Christopher Cooper former President, CEO and director	2016	0	0	0	0	0	0
	2015	0	0	0	0	0	\$5,000
Jonathan Richards former CFO and Corporate Secretary	2016	0	0	0	0	\$10,500	\$10,500
	2015	0	0	0	0	\$19,950	\$19,950
Sean Bromley, director	2016	0	0	0	0	\$2,400	\$2,400
	2015	0	0	0	0	\$4,800	\$4,800

Other than as set forth in this Information Circular, no NEO or director has received, during the most recently two completed financial years ended November 30, 2015 and November 30, 2016, compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs and directors for their services in their capacity as NEOs and directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs and directors in their capacity as NEOs and directors; or
- (c) any arrangement for the compensation of NEOs and directors for services as consultants or expert.

**Employment, consulting and management agreements**

The Company does not have any written employment, management or consulting contracts with its NEOs or directors. In

addition, there are no compensatory plans or arrangements, with respect to any Director or NEO resulting from the resignation, retirement or any other termination of employment of an officer or director or from a change of a director's or a NEO's responsibilities following a change in control.

### **Stock Options and Other Compensation Securities**

On July 9, 2015, the Board approved the adoption of a new form 10% rolling share option plan (the Share Option Plan") in order to comply with current policies of the TSXV and to increase the flexibility of the Company to attract and maintain the services of executives, employees and others who provide services to the Company.

The Share Option Plan is a 10% maximum rolling plan. Options granted under the Share Option Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option.

The Share Option Plan is subject to the following restrictions:

- (a) the Company must not grant an option to any one individual director, officer, employee, management company employee, consultant or company consultant (the "Service Provider") in any 12 month period that exceeds 5% of the outstanding shares, unless the Company has obtained approval to do so by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders' meeting, excluding votes attaching to shares beneficially owned by insiders and their associates ("Disinterested Shareholder Approval");
- (b) the aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 2% of the outstanding Common Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (c) the Company must not grant an option to any one individual consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option, without the prior consent of the TSXV;
- (d) the aggregate number of Common Shares reserved for issuance under options granted to insiders must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (e) the aggregate number of Common Shares issued for option to insiders in any 12 month period must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (f) the issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding Common Shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) any one Person engaged in Investor Relations Activities for the Company must vest in stages over a 12 month period with no more than 1/4 of the Options vesting in any three month period; and
- (h) the exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

### ***Material Terms to the Share Option Plan***

The following is a summary of the material terms of the Share Option Plan:

- (a) persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Share Option Plan;
- (b) options granted under the Share Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (c) for options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) if there is a takeover bid for all or any of the issued and outstanding Common Shares, then all outstanding Options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall become exercisable in full to enable the Optioned Shares to be issued and tendered to such bid, subject to prior written approval of the TSXV;

- (e) an Option granted to any Service Provider will expire 60 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (f) if an Optionee dies, any vested option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
- (g) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same;
- (h) the exercise price of each option will be set by the Board at the time such Option is allocated under the Share Option Plan, and cannot be less than the Discounted Market Price (as defined in the Share Option Plan);
- (i) vesting of Options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or any of its affiliates during the vesting period;
- (j) the Share Option Plan contains a black-out provision restricting all or any of the Company's Service Providers to refrain from trading in the Company's securities until the restriction has been lifted by the Company;
- (k) no vesting requirements will apply to options granted under the Share Option Plan other than as required by TSXV policies; however, a four month hold period will apply to all Common Shares from the date of grant for all Options granted to:
  - (i) insiders of the Company; or
  - (ii) where Options are granted to any Service Provider, including Insiders, where the exercise price is at a discount to the Market Price; and
- (l) the Board reserves the right in its absolute discretion to amend, modify or terminate the Share Option Plan with respect to all common shares in respect of options which have not yet been granted under the Share Option Plan. Any amendment to any provision of the Share Option Plan will be subject to any necessary Regulatory approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of the Share Option Plan to Service Providers.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Share Option Plan may be made by the Board without further shareholder approval.

The Share Option Plan also provides that the Board may, without shareholder approval:

- (i) amend the Share Option Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the Share Option Plan, subject to prior written approval of the TSXV, if applicable;
- (iii) change the termination provision of an Option granted under the Share Option Plan if it does not entail an extension beyond the original expiry date of such Option;
- (iv) make such amendments to the Share Option Plan as are necessary or desirable to reflect changes in securities laws applicable to the Company;
- (v) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSXV, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and

- (vi) amend the Share Option Plan to reduce, and not to increase, the benefits of the Share Option Plan to Service Providers.

Pursuant to the Board's authority to govern the implementation and administration of the Share Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Share Option Plan.

### **Outstanding Compensation Securities**

During the Company's financial years ended November 30, 2016 and November 30, 2015, there were no incentive stock options (option-based awards) granted to the Directors and NEOs of the Company pursuant to the Company's stock option plan.

#### **Exercise of Compensation Securities by NEOs and Directors**

##### **Year Ended November 30, 2016**

There were no options exercised by any director or named executive officer of the Company during the Company's financial year ended November 30, 2016.

#### **Exercise of Compensation Securities by NEOs and Directors**

##### **Year Ended November 30, 2015**

There were no options exercised by any director or named executive officer of the Company during the Company's financial year ended November 30, 2015.

### **Oversight and Description of Director and NEO Compensation**

#### **Elements of Compensation Program**

The Board as a whole assumes responsibility for reviewing and monitoring compensation for the Company's senior management, and as part of that mandate determines the compensation of the Company's CEO and CFO. The Board wishes to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its NEOs and directors listed in the compensation tables that follow.

To determine compensation payable, the Board reviews compensation paid to directors and chief executive officers of other companies of similar size and stage of development in similar industries and then determine appropriate compensation reflecting the responsibilities and time and effort expended by each director and the CEO while taking into account the financial and other resources of the Company. In settling on the compensation, the Board annually reviews the performance of the CEO in light of the Company's objectives and considers other factors that may have influenced achievement of the Company's objectives. The general objective of the Company's compensation philosophy is to: (i) compensate in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align interests with the long-term interests of shareholders; (iii) provide a compensation package that enables the Company to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Company operates by virtue of the fact that it is a mining exploration company without a history of earnings.

The Company has limited financial resources to ensure that funds are available to complete scheduled programs. As a result, the Board must consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company both in the mid-term and the long-term. Because stock options do not require cash disbursement by the Company they are an important element of executive compensation. Additional information about the Company and its operations is available in the Company's audited consolidated financial statements and related management's discussion & analysis for the year ended November 30, 2016, which have been filed with regulators and are available for review under the Company's profile under the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

The Board acts as the Company's compensation committee and in that role is responsible for reviewing and approving corporate goals and objectives relevant to an executive officer's compensation, evaluating the executive officer's performance in light of those goals and objectives and making recommendations with respect to the executive officer's future compensation, based on the evaluation.

The Board determines the number of stock options to be awarded under its share option plan. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. Stock options are granted to reward individuals for current performance, expected future performance and value to the Company. The size of awards made subsequent to the commencement of employment takes into account stock options already held by the individual. For further details regarding the stock option plan and how Shareholders may obtain a copy, see the section of this Information Circular entitled "PARTICULARS OF MATTERS TO BE ACTED UPON – *Continuation of Share Option Plan*".

At this time NEO's and directors are not allowed to hedge risk the Company's securities.

## **Oversight and Description of Director and NEO Compensations**

### **Elements of Compensation Program**

#### Philosophy and Objectives

The compensation program for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

The Company relies solely on the discussions of the Board, without any formal objectives, criteria and analysis, for determining executive compensation.

#### Base Salary

The primary element of the Company's compensation program is base salary. The Company's view is that a competitive base salary is a necessary element for retaining qualified executive officers. The amount payable to an executive officer as base salary is determined primarily by the number of years of experience, personal performance, and by comparisons to the base salaries and total compensation paid to executives of comparable publicly-traded companies within the mineral exploration sector in North America.

#### Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

#### Compensation of Board Members and Named Executive Officers

Compensation for each of the Board members and each of the NEOs is approved by the Board as a whole. Base cash compensation and variable cash compensation levels are based, in part, on market survey data provided to the Board by independent consultants.

#### Benefits and Perquisites

In general, the Company will provide a specific benefit or perquisite only when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. Limited perquisites the Company provides its executives may include a parking allowance or a fee for each Board or Audit Committee meeting attended, to assist with their out-of-pocket expenses.

#### **Option-Based Awards**

The Company has a 10% rolling stock option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The 10% rolling stock option plan is administered by the Board and

provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company's share option plan was established to provide an incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The share option plan is administered by the directors of the Company and it provides that options will be issued pursuant to option agreements with directors, officers, employees or consultants of the Company or a subsidiary of the Company. The share option plan provides that the number of Common Shares issuable thereunder, less any Common Shares reserved for issuance under share options granted under established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares at the date of grant. Under the share option plan, options may expire on a date which is not more than five years after the issuance of such options.

The Company's share option plan is the only equity compensation plan under which securities are authorized for issuance.

#### Equity Compensation Plan Information

The following table sets forth information with respect to the Company's share option plan under which equity securities of the Company are authorized at the end of the Company's most recently completed financial year November 30, 2016:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column of this table)
Equity compensation plans approved by securityholders (the Share Option Plan)	Nil	N/A	Nil
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	Nil

NOTE Share Option Plan limitation of 10% of the issued and outstanding Common Shares as at November 30, 2016, less issued options as listed in the second column of this table.

The following table sets forth information with respect to the Company's share option plan under which equity securities of the Company are authorized at the end of the Company's most recently completed financial year November 30, 2015:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column of this table)
Equity compensation plans approved by securityholders (the Share Option Plan)	Nil	N/A	Nil
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	Nil

NOTE Share Option Plan limitation of 10% of the issued and outstanding Common Shares as at November 30, 2015, less issued options as listed in the second column of this table.

#### Pension Plan Benefits

The Company has no pension plan arrangements or benefits with respect to any of its NEOs, directors or employees.

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, proposed nominee for election as a director or associate of them, is or, since the beginning of the last completed financial year of the Company, was indebted to or guaranteed or supported by the Company, either pursuant to an employee stock purchase program or otherwise.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, other than as disclosed below, no informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director of the Company has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

**"Informed Person"** means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

### Financial Year Ended November 30, 2016

During the year ended November 30, 2016:

- a) Management fees of \$14,000 (2015 - \$12,000) to a TCF Ventures Corp., a company controlled by Tim Fernback, a former officer of the Company
- b) Consulting fees of \$24,000 (2015 - \$nil) to Cheshire Consulting Corp., a company controlled by Andrew Cheshire a officer and director of the Company;
- c) Director Fees of \$2,400 (2015 - \$4,800) to Sean Bromley a director of the Company; and
- d) Accounting fees of \$10,500 (2015 - \$16,000) to Red Fern Consulting Ltd., a company controlled by Jonathan Richards, former CFO of the company, and \$4,800 (2015 – nil) to Gordon and Company, a company controlled by Daryn Gordon an officer and director of the Company.

Included in accounts payable and accrued liabilities at November 30, 2016 is \$15,540 (2015 - \$16,635) due to directors and officers of the Company \$9,450 was payable to Cheshire Consulting Corp., a company controlled by Andrew Cheshire a director and officer of the Company, \$4,890 was payable to Gordon and Company, a company controlled by Daryn Gordon an officer and director of the Company and \$1,200 was payable to Sean Bromley a director of the Company.

### Financial Year Ended November 30, 2015

During the year ended November 30, 2015:

- a) Management fees of \$12,000 (2014 - \$nil) to TCF Ventures Corp., a company controlled by Tim Fernback, a former officer of the Company;
- b) Management fees of \$5,000 (2014 - \$12,000) to Number 2 Capital Corp., a company controlled by Christopher Cooper, a former officer of the Company;
- c) Directors fees of \$16,000 (2014 - \$15,000) to two companies Smorgasbord holdings Ltd. , a company controlled by Morgan Tincher a former director, and Cheshire Consulting Corp., a company controlled by Andrew Cheshire a director of the Company, and directors fees of \$4,800 (2014- \$nil) to Sean Bromley, a director of the Company; and
- d) Accounting fees of \$19,950 (2014 - \$20,500) to Red Fern Consulting Ltd., a company controlled by Jonathan Richards, former CFO of the Company.

Included in accounts payable and accrued liabilities at November 30, 2015 is \$16,635 (2014 - \$6,026) due to directors and officers of the Company. \$12,600 was payable to TCF Ventures Corp., a company controlled by Tim Fernback, a former officer of the company. \$1,575 was payable to Red Fern Consulting Ltd., a company controlled by Jonathan Richards, former CFO of the Company, \$1,260 was payable to Jonathan Richards the former CFO of the Company and \$1,200 was payable to Sean Bromley, a director of the Company.

## MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### Continuation of Share Option Plan

The TSXV policy requires all of its listed companies to have a share option plan if the company intends to grant options.

As previously described in this Information Circular, on July 9, 2015, the Board approved the adoption of a new form 10% rolling share option plan (the "Share Option Plan") in order to comply with current policies of the TSXV and to increase the flexibility of the Company to attract and maintain the services of executives, employees and others who provide services to the Company. The Share Option Plan is a 10% maximum rolling plan. Options granted under the Share Option Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option. At the date hereof there are no options outstanding under the Company's Share Option Plan.

Shareholders are being asked at the Meeting to ratify, confirm and approve the Share Option Plan.

A copy of the Share Option Plan will be available for inspection at the Meeting.

### Shareholder Approval

The Share Option Plan is subject to annual shareholder approval and TSXV acceptance to its filing. Shareholders will be asked at the Meeting to consider, and if thought fit, approve an ordinary resolution, with or without variation, as follows:

"RESOLVED as an ordinary resolution, that the Company's 10% "rolling" Share Option Plan be ratified and approved for continuation until the next annual meeting of the Company."

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

**The Board recommends that shareholders vote in favour of the Share Option Plan.**

## OTHER MATTERS

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

## ADDITIONAL INFORMATION

Additional information relating to the Company concerning the Company and its operations is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information concerning the Company is provided in its comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this information are available either on SEDAR or by contacting the Company at its offices located at 1920 – 1177 West Hastings Street, Vancouver, British Columbia Canada V6E 2K3 Telephone: 604 343-4551, to request copies of the Company's consolidated financial statements and MD&A. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

The contents of this Information Circular and its distribution to shareholders has been approved by the Board.

**DATED** at Vancouver, British Columbia, July 12, 2017.

### BY ORDER OF THE BOARD

*"Andrew Cheshire"*

**Andrew Cheshire**  
**Chief Executive Officer**

**SCHEDULE A**  
**Audit Committee Charter**

The Audit Committee is a committee of the Board to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits. The Audit Committee will:

- (a) review and report to the Board of Inform Resources Corp. (the “Company”) on the following before they are published:
  - (i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company; and
  - (ii) the auditors report, if any, prepared in relation to those financial statements,
- (b) review the Company’s annual and interim earnings press releases before the Company publicly discloses this information,
- (c) satisfy itself that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements and periodically assess the adequacy of those procedures,
- (d) recommend to the Board:
  - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company; and
  - (ii) the compensation of the external auditor,
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
- (f) monitor, evaluate and report to the Board on the integrity of the financial reporting process and the system of internal controls that management and the Board have established,
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company,
- (h) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,
- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company’s external auditor,
- (j) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company,
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with National Instrument 52-109,

- (l) review and recommend to the Board any changes to accounting policies,
- (m) review the opportunities and risks inherent in the Company's financial management and the effectiveness of the controls thereon; and
- (n) review major transactions (acquisitions, divestitures and funding).

### **Composition of the Committee**

The committee will be composed of 3 directors from the Company's Board the majority of whom will be independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each committee member will have no direct or indirect relationship with the Company which, in the view of the Board, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

### **Authority**

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors.

The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

### **Reporting**

The reporting obligations of the committee will include:

1. Reporting to the Board on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors meeting; and
2. Reviewing, and reporting to the Board on its concurrence with, the disclosure required by Form 52-110F1 in any management information circular prepared by the Company.