HANNAN METALS LTD.

(formerly Mitchell Resources Ltd.)

CHAIRMAN'S REPORT TO SHAREHOLDERS
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
MANAGEMENT PROXY CIRCULAR

FOR THE

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD

TUESDAY, NOVEMBER 14, 2017
10:00 A.M. (PACIFIC)
SUITE 1305, 1090 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA

HANNAN METALS LIMITED

Chairman's Report to the Shareholders

Dear Shareholders and Stakeholders,

On behalf of the Board of Directors, I would like to thank you, our shareholders worldwide, and our stakeholders in Ireland, for joining our vision to create Ireland's next mining district. In our first year of operation it has been an absolute pleasure to establish ourselves in Ireland and we look forward to a long association in the country. Hannan is now solidly poised to take our next steps.

To understand where we are now, it makes sense to go back to the start, for a moment. Kilbricken, our flagship project, was one of Ireland's largest Victorian era mines from 1834-1854. During that time in the closest village to the mine (Quin, County Clare), Patrick "Paddy" Hannan, our namesake, was baptised on 26 April 1840. Paddy subsequently emigrated to Australia in 1863, just after the worst of the Irish potato famine from 1845 and 1852. At that time everyone in Ireland must have presumed that Kilbricken had then been mined out. Paddy went on to make fame and become a gold prospector on the other side of the world who discovered Australia's largest gold deposit in 1893 near Kalgoorlie, Western Australia.

Let's rush forward 153 years after mining ceased, to 2007 and 400 metres below Kilbricken when Belmore Resources Ltd, a private Irish company discovered the source for the remobilized mineralization mined during Victorian times. The project was subsequently bought by Lundin Mining Ltd for an implied price of £16m (or €20m). A total of 278 holes for 134,000m of diamond drilling were completed on the project when Hannan purchased the project in 2016.

During our first year of operation and 163 years after mining ceased, the first mineral resource was quoted at Kilbricken, which immediately ranked it as one of the top ten base metal deposits discovered in Ireland by tonnes and grade. Total indicated mineral resources were calculated as 2.7 million tonnes at 8.8% zinc equivalent ("ZnEq"), including 1.4 million tonnes at 10.8% Zneq and total inferred mineral resources of 1.7 million tonnes at 8.2% ZnEq, including 0.6 million tonnes at 10.4% ZnEq. We have hit the ground running, with other notable highlights including drilling one of the highest-grade holes into Kilbricken and reported in our industry, as well as expanding the footprint of our search space with some very encouraging surface soil sampling with strong structural and stratigraphic context.

Even though Kilbricken has a great history, our story is one of resource expansion and what will happen in the future. Our first reported holes have already demonstrated expansion of the current resource, and with existing anomalies along strike and up and down dip, that are currently being drill tested with 2 drill rigs turning continuously, the potential for further resource expansion at Kilbricken remains high.

Hannan has 100% ownership of 9 prospecting licences for 32,223 hectares – a sizeable area in western Ireland. There remains over 20 kilometres of untested host horizon on our project, something that is no longer common in Ireland. It is important to understand the initial resource at Kilbricken is expandable at many scales, from near-resource to district-scale.

Many of you have heard me say it before that Hannan has the right project, at the right time and in the right place. Zinc remains in tight supply amidst rising demand and stagnant supply. Ireland is a leading global jurisdiction for zinc mining and exploration. And with an active program of drilling, seismics and lots of field based programs, we trust that you will continue to join us for an exciting 2018.

Sincerely,

"Michael Hudson"

Michael Hudson
Chairman, CEO and Qualified Person
as defined by NI 43-101
Vancouver, British Columbia Canada,
October 10, 2017

HANNAN METALS LTD.

#1305 - 1090 West Georgia Street
Vancouver, BC, V6E 3V7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the Shareholders of Hannan Metals Ltd. (hereinafter called the "**Company**") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, on Tuesday, the 14th day of November, 2017, at 10:00 AM (Vancouver time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended May 31, 2017, together with the report of the auditor therein;

2. to fix the number of directors at five (5);

3. to elect directors;

4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company at a remuneration to be fixed by the directors;

5. to consider and, if thought fit, to pass an ordinary resolution to approve a new stock option plan which reserves a total of 10% of the outstanding common shares of the Company from time to time for issuance thereunder, as more particularly described in the accompanying Information Circular;

6. to consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Company's existing stock option plan, if the new stock option plan is not approved by shareholders;

7. to consider and, if thought fit**,** to pass a special resolution to adopt a new form of Articles of the Company, as more particularly described in the accompanying Information Circular; and

8. to consider and, if thought fit**,** to pass a special resolution, pursuant to Section 74 of the *Business Corporations Act* (British Columbia), to reduce the Company's deficit by a corresponding reduction in the share capital of the Company, as more particularly described in the accompanying Information Circular.

Accompanying this Notice is a Management Information Circular, a form of Proxy and a Request Form for Annual and Interim Financial Statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or delivered to the Chairman of the Meeting on the day of but prior to the commencement of the Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 10th day of October, 2017.

BY ORDER OF THE BOARD

"Michael Hudson"

Michael Hudson,
Chairman & CEO

HANNAN METALS LTD.

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at October 10, 2017 unless indicated otherwise)

SOLICITATION OF PROXIES

This management information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Hannan Metals Ltd. (the "**Company**") for use at the Annual General & Special Meeting of Shareholders of the Company (and any adjournment thereof) to be held on November 14, 2017 (the "**Meeting**") at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

APPOINTMENT OF PROXYHOLDER

The individuals named in the accompanying form of proxy are directors and/or officers ("**Management's Nominees**") of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc. (the "Transfer Agent"), Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or any adjournment or postponement thereof.** Proxies delivered after that time will not be accepted.

REVOCATION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney duly authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the head office of the Company, located at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7 (Attention: Corporate Secretary), at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, or postponed, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, or postponed, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the common shares of the Company ("Common Shares") they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as "Beneficial Shareholders") should note that only registered shareholders may vote at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in such shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting**.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form ("VIF") cannot use that form to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.**

Beneficial Shareholders who have objected ("**OBOs**") to their identity being known to the Company, can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company has not agreed to pay to distribute the proxy-related materials to the OBOs and, unless the intermediaries acting for such OBOs agree to assume the cost of such delivery, OBOs will not receive the proxy related materials for the Meeting.

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

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The shares represented by a properly executed proxy in favour of Management's Nominees as proxyholders in the accompanying form of proxy will:

(a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and

(b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL, SUCH SHARES WILL BE VOTED **AS DIRECTED BY MANAGEMENT OF THE COMPANY** FOR EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. If any amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, management of the Company knows of no such amendment, variation or other matter that may be presented to the Meeting.

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

Except as disclosed herein, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at October 10, 2017 (the "**Record Date**"), the Company had 40,263,702 Common Shares issued and outstanding.

Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at the offices of the Transfer Agent and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as of the close of business on October 10, 2017.

ELECTION OF DIRECTORS

The board of directors (the "**Board**") presently consists of five directors and shareholders will be asked at the Meeting to determine the number of directors at five for the ensuing year. It is proposed that five directors be elected for the ensuing year.

Each of the present directors ceases to hold office immediately before the election of directors at the Meeting, unless (a) the Company fails to hold an annual general meeting or all the shareholders who are entitled to vote at an annual general meeting fail by a unanimous resolution to consent to all of the business that is required to be transacted at the annual general meeting on or before the date by which the annual general meeting is required to be held; or (b) the shareholders fail, at the Meeting or in a unanimous resolution, to elect or appoint any directors, in which case each of the present directors continues to hold office until his or her successor is elected or appointed or he or she otherwise ceases to hold office under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") or the Articles of the Company (the "**Articles**"). Directors ceasing to hold office at the Meeting are eligible for re-election or re-appointment.

The persons named below will be presented for election at the Meeting as management's nominees and the Management's Nominees proposed by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles or the provisions of the BCBCA.

The following table and notes thereto sets out the name of each person proposed to be nominated by management for election as a director (a "**proposed director**"), the province and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of Common Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Position and Province or State and Country of Residence[1]	Principal Occupation and, if not at present an elected Director, Occupation during the past five years[1]	Director Since	No. of Common Shares beneficially held[2]
NICK DEMARE[3] President and Director (British Columbia, Canada)	Chartered Professional Accountant. President of Chase Management Ltd. ("**Chase**") since 1991. Chase is a private company which provides accounting, management, securities regulatory compliance and corporate secretarial services to companies listed on the TSXV or the TSX. Mr. DeMare also serves as an officer and/or director of a number of publicly listed companies. Mr. DeMare holds a Bachelor of Commerce degree from the University of British Columbia and is a member in good standing of the Chartered Professional Accountants British Columbia.	October 7, 2002	3,287,357[4]
MICHAEL HUDSON Chairman, Chief Executive Officer ("**CEO**") and Director (Victoria, Australia)	Professional Geologist. Chief Executive Officer, Chairman and a director of Mawson Resources Limited ("**Mawson**") and Non-executive Chairman and a director of Leading Edge Materials Corp. ("**Leading Edge**"), both mineral exploration and development companies. Mr. Hudson has over 25 years of experience in mineral exploration in Australia, Asia, South America and Europe. He has developed junior exploration companies over the past 16 years in the Canadian markets. Mr. Hudson graduated from the University of Melbourne in 1991 with a B.Sc. (Hons) in Geology and holds a Graduate Diploma of Applied Finance and Investment through the Financial Services Institute of Australia (FINSIA) obtained in 2005. He is a Fellow of the Australasian Institute of Mining and Metallurgy and a member of both the Society for Economic Geologists and Australian Institute of Geoscientists.	January 6, 2017	2,960,792[5]
DAVID HENSTRIDGE[3] Director (Victoria, Australia)	Professional Geologist for over 40 years. Founding director of Tinka Resources Limited, Kingsmen Resources Ltd. and Mawson. Mr. Henstridge has a B.Sc. (Hons) in Geology and is a Fellow of the Australasian Institute of Mining and Metallurgy and a Member of the both the Australian Institute of Geoscientists and the Geological Society of Australia.	July 9, 2013	2,891,918[6]

Name, Position and Province or State and Country of Residence[1]	Principal Occupation and, if not at present an elected Director, Occupation during the past five years[1]	Director Since	No. of Common Shares beneficially held[2]
GEORGINA CARNEGIE Director (New South Wales, Australia)	Ms. Carnegie is the Managing Director of Carnegie Enterprises, a private company owned by Ms. Carnegie that specializes in geo-political assessment and co-investment strategies. Ms. Carnegie has held senior positions in Australian government and management and board positions in the insurance, airline, and resources sectors. Ms. Carnegie holds a bachelor's degree in Economics from Monash University, and a Master's Degree in Public Administration from the Kennedy School of Government, Harvard University.	March 28, 2017	300,000
CIARA TALBOT[3] Director (Ontario, Canada)	Ms. Talbot is and has been serving as the Director, Exploration & New Business Development of Toronto/Stockholm-listed base metal miner Lundin Mining Corporation ("**Lundin**") since 2012 and has over 20 years of international experience in all stages of mineral exploration. Ms. Talbot holds a BSc. (Honours) in Applied Geology from Staffordshire University in England.	October 4, 2017	Nil

NOTES:

(1) The information as to the residence and principal occupation of the director nominees, not being within the knowledge of the Company, has been furnished by the respective proposed directors individually.

(2) The information as to Common Shares beneficially owned or over which a director nominee exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective proposed director nominee individually.

(3) Member of the Audit Committee. Nick DeMare is Chairman of the Audit Committee.

(4) Of these Common Shares, 1,383,667 are owned by 888 Capital Corp.; 63 are owned by Chase and 686,125 are owned by DNG Capital Corp. 888 Capital Corp. is a private company that is 50% owned by Mr. DeMare. Chase and DNG Capital Corp. are private companies owned and controlled by Mr. DeMare.

(5) Of these Common Shares, 2,760,792 are held by Elwood Partners Discretionary Trust and 200,000 are held by Sultana Super Fund, both of which Mr. Hudson is the trustee.

(6) Of these Common Shares, 1,042,334 are held by The Henstridge Family Superfund, of which Mr. Henstridge is the trustee.

Corporate Cease Trade Orders or Bankruptcies

Other than as set out below, none of the proposed directors of the Company or any of their personal holding companies:

(a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Company, that:

(i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Nick DeMare was an independent director of Andean American Gold Corp. ("**Andean American**") until January 2011. On August 2, 2007, Andean American was issued a cease trade order by the British Columbia Securities Commission ("**BCSC**") for deficiencies in Andean American's continuous disclosure material related to its resource properties and for deficiencies in a previously filed National Instrument 43-101 – Standards of Disclosure to Mineral Projects ("**NI 43-101**") technical report. On October 22, 2007, Andean American filed an amended NI 43-101 technical report and issued a clarifying news release. The cease trade order was lifted and its shares resumed trading on October 24, 2007.

Nick DeMare is a director of Salazar Resources Limited ("**Salazar**"). On September 10, 2010, the BCSC issued a cease trade order against Salazar for failing to file a compliant technical report on its Curipamba project in Ecuador supporting its disclosure concerning mineral resource estimates on a news release dated February 25, 2009. Salazar filed a new technical report and the cease trade order was revoked by the BCSC on October 14, 2010 and its shares resumed trading on October 18, 2010.

None of the proposed directors or any of their personal holding companies has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a "**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 ("**CEO**"), including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer ("**CFO**"), including an individual performing functions similar to a CFO;

(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, as determined in accordance with subsection

1.3(5) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers,* for that financial year;

(d) each individual who would be a NEO 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.

Based on the foregoing definitions, during the financial year ended May 31, 2017, the Company had three NEOs, namely: Mr. Mr. Michael Hudson, Chairman and CEO, Mr. Harvey Lim, CFO and Mr. Nick DeMare, President and former CEO.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the two most recently completed financial years ended May 31, 2017 and 2016. Options and compensation securities are disclosed under the heading "**Stock Options and Other Compensation Securities and Instruments**" of this Information Circular.

Table of Compensation, Excluding Compensation Securities							
Name and position	**Year[1]**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)[2]**	**Value of all other compensation ($)**	**Total compensation ($)**
Michael Hudson[3] Chairman, CEO and Director	2017 2016	40,000[4] N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Nick DeMare President and Director Former CEO	2017 2016	19,200[5] 19,200[5]	Nil Nil	Nil Nil	Nil Nil	27,250[5] 14,600[5]	46,450[5] 33,800[5]
Harvey Lim[6] CFO and Former Director	2017 2016	12,000[6] 13,200[6]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	12,000[6] 13,200[6]
David Henstridge Director	2017 2016	13,200 13,200	Nil Nil	Nil Nil	Nil Nil	Nil Nil	13,200 13,200
Michael Iannacone[7] Former Director	2017 2016	9,000 9,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	9,000 9,000
Georgina Carnegie[8] Director	2016 2015	1,200 N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	1,200 N/A

NOTES:

(1) Fiscal year end September 30.
(2) The Company doesn't pay perquisites.
(3) Mr. Hudson was appointed as Chairman, CEO and a director on January 6, 2017.
(4) Paid to Oro Plata Pty Ltd., a private company wholly-owned by Mr. Hudson, for services provided by Mr. Hudson in his capacity as Chairman and CEO of the Company.
(5) Mr. Lim resigned as director of the Company on March 28, 2017. Of these amounts, a total of $14,400 was paid to Mr. Lim for his services as CFO of the Company for both fiscal years and a total of $10,800 was paid to Mr. Lim in his capacity as director of the Company during both fiscal years.
(6) Paid to Chase Management Ltd. ("**Chase**"), a private company wholly-owned by Nick DeMare. Management services are provided to the Company on a month-to-month basis by Chase. During the financial year ended May 31, 2017, the Company was charged $19,200 (2016 - $19,200) for the services of Mr. DeMare in his capacity as President and former CEO and $27,250 (2016 -$14,600) for accounting, management and administration services performed by Chase personnel, exclusive of Mr. DeMare. Mr. DeMare resigned as CEO of the Company on January 6, 2017.
(7) Mr. Iannacone resigned as a director on October 4, 2017.
(8) Ms. Carnegie was appointed as a director on March 28, 2017, following the resignation of Mr. Lim.

Stock Options and Other Compensation Securities

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company for the financial year May 31, 2017, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conversation or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date**
Michael Hudson[(1)] Chairman, CEO and Director	Stock Options	201,000	November 14, 2016	0.10	0.10	0.50	November 14, 2021
Harvey Lim[(2)] CFO and Former Director	Stock Options	60,000	November 14, 2016	0.10	0.10	0.50	November 14, 2021
Nick DeMare[(3)] President and Director Former CEO	Stock Options	120,000	November 14, 2016	0.10	0.10	0.50	November 14, 2021
David Henstridge[(4)] Director	Stock Options	120,000	November 14, 2016	0.10	0.10	0.50	November 14, 2021
Michael Iannacone[(5)] Former Director	Stock Options	50,000	November 14, 2016	0.10	0.10	0.50	November 14, 2021
Georgina Carnegie[(6)] Director	Stock Options	70,000	November 14, 2016	0.10	0.10	0.50	November 14, 2021

NOTES:

(1) As at May 31, 2017, Mr. Hudson held 201,000 stock options of the Company that entitle him to acquire upon exercise 201,000 common shares in the capital of the Company.

(2) As at May 31, 2017, Mr. Lim held 60,000 stock options of the Company that entitle him to acquire upon exercise 60,000 common shares in the capital of the Company.

(3) As at May 31, 2017, Mr. DeMare held 120,000 stock options of the Company that entitle him to acquire upon exercise 120,000 common shares in the capital of the Company.

(4) As at May 31, 2017, Mr. Henstridge held 120,000 stock options of the Company that entitle him to acquire upon exercise 120,000 common shares in the capital of the Company.

(5) As at May 31, 2017, Mr. Iannacone held 50,000 stock options of the Company that entitle him to acquire upon exercise 50,000 common shares in the capital of the Company.

(6) As at May 31, 2017, Ms. Carnegie held 70,000 stock options of the Company that entitle him to acquire upon exercise 70,000 common shares in the capital of the Company.

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Company for the financial year ended May 31, 2017:

Exercise of Compensation Securities							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Michael HudsonChairman, CEO and Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A
Harvey Lim CFO and Former Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A
Nick DeMare President and Director Former CEO	Nil	Nil	N/A	Nil	Nil	Nil	N/A
David Henstridge Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A
Michael Iannacone Former Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A
Georgina Carnegie Director	Nil	Nil	N/A	Nil	Nil	Nil	N/A

Stock Option Plan and Other Incentive Plans

The Company has no other incentive plans other than its stock option plan (the "**Existing Option Plan**"). The Company has adopted a rolling stock option, which makes a total of 10% of the issued and outstanding shares at the date of grant of an option available for issuance thereunder.

The Existing Option Plan, which is a significant component of executive compensation, was established to promote the profitability and growth of the Company by facilitating the efforts of the Company to retain and encourage key individuals and qualified parties to continue their association with the Company. The Existing Option Plan provides that it is solely within the discretion of the Board to determine who should receive options and in what amounts. The options may have vesting provisions, as determined by the Board. Options may be granted for any term up to a maximum of ten years after the issuance of such options.

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

1. Stock options may be granted to directors, officers, employees and consultants of the Company or any subsidiary of the Company.

2. The aggregate number of options granted to any option holder in a twelve month period must not exceed 5% of the issued and outstanding common shares of the Company, and the maximum number of options which may be granted to insiders within any twelve month period must not exceed 10% of the issued and outstanding common shares of the Company (unless the Company has obtained disinterested shareholder approval of such grants as required by the TSX Venture Exchange (the "**TSXV**").

3. The aggregate number of options granted to any one consultant of the Company within any twelve month period must not exceed 2% of the issued and outstanding common shares of the Company.

4. Options granted to all persons retained to provide investor relations activities must not exceed 2% of the issued and outstanding common shares of the Company in any twelve month period, calculated at the date an option is granted to any such person, and such options are subject to vesting provisions.

5. The exercise price of the stock options, as determined by the Board in its sole discretion, shall not be less than the closing price of the Company's shares traded through the facilities of the TSXV on the date prior to the date of grant, less allowable discounts, in accordance with the policies of the TSXV or, if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed and quoted for trading.

6. The term of the options will not exceed 10 years. If the option holder ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death), as the case may be, then the option granted shall expire within 90 days following the date that the option holder ceases to be a director or ceases to be employed by the Company, or for those holders engaged in providing investor relations services, the options granted shall expire within 30 days following the date that the option holder ceases to provide such investor relations services, unless the Board or committee of the Board authorized to act on the Board's behalf, at its own discretion, extends the expiry of such options.

7. The Existing Option Plan does not provide for mandatory vesting provisions of the options. Options granted under the Existing Option Plan may contain vesting provisions at the discretion of the Board (or a committee thereof).

8. The Existing Option Plan has a term of 10 years and expires on January 6, 2022.

As at the date of this Information Circular, the Company had 40,263,702 common shares issued and outstanding so that a maximum of 4,026,370 common shares would be available for issuance pursuant to the stock options granted under the Existing Option Plan. Currently there are 1,716,000 stock options outstanding leaving 2,310,370 common shares available for grant of further options under the Existing Option Plan.

The Existing Option Plan was originally adopted by the shareholders of the Company in 2011 and most recently ratified by the shareholders of the Company on December 13, 2016. The Company wants to update its Existing Option Plan to provide that it is current in terminology and standard practices, and accordingly wishes to adopt a new 10% rolling stock option plan to replace the Existing Option Plan. See "***Particulars of Other Matters to be Acted Upon – Approval of New Stock Option Plan***". In the event that shareholders do not approve the New Stock Option Plan, the Company will seek the approval of its shareholders to the ratification of the Existing Option Plan, as the policies of the TSXV requires all listed issuers to have a stock option plan in place. See "***Particulars of Other Matters to be Acted Upon – Ratification of Existing Option Plan***".

Employment, Consulting and Management Agreements

Management functions of the Company are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

The Company entered into a management agreement with Oro Plata Pty Ltd. ("**Oro Plata**") and Michael Hudson effective as of January 6, 2017, (the "**Management Agreement**") pursuant to which Oro Plata provides the services of Mr. Hudson as the Company's Chairman and CEO for a base monthly fee of $8,000 (the "**Base Monthly Fee**") or $96,000 per annum and stock option grants from time to time.

The Management Agreement provides that Mr. Hudson may terminate the obligations under the Management Agreement upon the occurrence of the following events:

(a) at any time upon providing 30 days' notice in writing to the Company (following which the Company must pay Mr. Hudson the Base Monthly Fee and any reasonable expenses accrued up to such date of termination (the "**Accrued Obligations**")); or

(b) upon a material breach or default of any term of the Management Agreement by the Company if such breach or default has not be remedied within 30 days after written notice of the breach or default has been delivered by Oro Plata Pty Ltd. to the Company.

The Management Agreement further provides that the Company can terminate Mr. Hudson's engagement under the Management Agreement upon the occurrence of any of the following events:

(a) at the discretion of the Company with or without cause by providing 30 days' written notice of termination to Oro Plata Pty Ltd.;

(b) Mr. Hudson acting unlawfully, dishonestly, in bad faith or negligently with respect to the business of the Company to the extent that it has a material and adverse effect on the Company, or acting in any way which would permit the Company to terminate the Agreement "**for cause**" at common law if the Mr. Hudson were an employee of the Company;

(c) the conviction of Mr. Hudson of any crime or fraud against the Company or its property or any felony offence or crime reasonably likely to bring discredit upon Mr. Hudson or the Company;

(d) Mr. Hudson filing a voluntary petition in bankruptcy, or being adjudicated bankrupt or insolvent, or filing any petition or answer under any present or future statute or law relating to bankruptcy, insolvency or other relief for debtors;

(e) a material breach or default of any term of the Management Agreement by Mr. Hudson, if such material breach or default has not been remedied within 30 days after written notice of the material breach or default has been delivered by the Company to Mr. Hudson; or

(f) Mr. Hudson dying or becoming permanently disabled, as determined by a competent physician chosen by the Company.

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NAMED EXECUTIVE COMPENSATION

The objectives of the Company's executive compensation policy are to:

- Attract, retain and motivate executives critical to the success of the Company;
- Provide fair, competitive and cost effective compensation programs to its executives;
- Link the interests of management with those of the holders of Common Shares; and
- Provide rewards for outstanding corporate and individual performance.

Compensation of the Named Executive Officers is determined by the Company's Board.

Named Executive Officer Compensation

The Board determines Named Executive Officer compensation without reference to formal objectives, criteria or analysis, at the time of engagement of the Named Executive Officer and subsequently reviews compensation payable to a Named Executive Officer from time to time to ensure that total compensation paid to all Named Executive Officers is fair and reasonable. Compensation is comprised of a monthly payment and long-term incentive compensation, which is provided through the granting of stock options of the Company.

For the Company's financial year ended May 31, 2017, the significant element of compensation paid and awarded to Oro Plata for providing the services of Mr. Hudson as CEO was a monthly base fee, the significant elements of compensation paid and awarded to Mr. Lim was a monthly fee for his services as CFO and, the significant element of compensation payable in respect of the services provided by Mr. DeMare was a monthly fee and fees paid to Chase in exchange for the services of Mr. DeMare as President and former CEO of the Company and fees paid to Chase for administrative and

accounting services rendered to the Company. See *"**Director and NEO Compensation, Excluding Options and Compensation Securities"*** and ***"Employment, Consulting and Management Agreements"***. The base fee for each Named Executive Officer is based on the position held, the related responsibilities and functions performed by the executive and that are competitive and motivating, commensurate with the time spent by executive officers in meeting their obligations and reflective of compensation paid by companies similar in size and business to the Company. Individual and corporate performance is also taken into account in determining base salary levels for executives. The Board also relies on its collective experience in similar lines of business when assessing compensation levels. The fees paid to Chase administrative and accounting services are based on rates that would be charged for such services by arm's length parties. Total compensation paid to the NEOs was not based on any performance criteria or goals.

See "***Stock Option Plan and Other Incentive Plans***" for a discussion on incentive stock options that may be awarded to Named Executive Officers.

Director Compensation

The Board determines director compensation for the Company from time to time. Directors of the Company other than Mr. Hudson are currently paid a monthly fee of $600 for serving on the Board See ***"Director and NEO Compensation, Excluding Options and Compensation Securities"***. Directors are entitled to receive compensation from the Company to the extent that they provide other services to the Company and any such compensation is based on rates that would be charged by such directors for such services to arm's length parties, from time to time. Directors are also entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. See "***Stock Option Plan and Other Incentive Plans***" for a discussion on incentive stock options that may be awarded to directors.

Pension

The Company does not have any form of pension plan that provides for payments or benefits to the NEO at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance to directors, officers, employees and consultants in effect as of the end of the Company's most recently completed fiscal year end:

Plan Category	Column (a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Column (b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Column (c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) [(1)(2)]
Equity Compensation Plans Approved By Securityholders	1,291,000	0.14	1,454,899
Equity Compensation Plans Not Approved By Securityholders	N/A	N/A	N/A
Total	1,291,000	0.14	1,454,899

NOTE:

(1) Based on the total number of Common Shares to be reserved and authorized for issuance as at May 31, 2017, pursuant to options granted under the Existing Option Plan being 10% of the issued and outstanding Common Shares from time to time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at October 10, 2017, no director, executive officer, employee, proposed management nominee for election as a director of the Company, nor any associate of any such director, executive officer, or proposed management nominee of the Company, or any former director, executive officer or employee of the Company or any of its subsidiaries, was indebted to the Company or any of its subsidiaries, or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below and contained elsewhere in this Information Circular, none of the proposed directors, directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) or subsidiary of the Company, nor any person or company who beneficially owns, or controls or directs, directly or indirectly, Common Shares or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Common Shares nor an associate or affiliate of any of the foregoing persons has since June 1, 2016 (the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

The Company had previously received loans from DNG Capital Corp. ("**DNG**") a private company owned by Mr. DeMare. (the President and a director of the Company and former CEO) The loans bore interest at a rate of 6% per annum and during fiscal 2017 the Company recorded $15,012 (2016 - $28,077) of interest expense. The Company repaid the principal balance of $462,848 of the loans and the outstanding accrued interest of $81,134 during fiscal 2017.

During fiscal 2017, the Company received a loan (as evidenced by a promissory note) in the amount of $110,000 from Elwood Partners Discretionary Trust, a family trust of which Mr. Hudson, the Company's Chairman, CEO and a director, is the trustee. The promissory note bears interest at 7% per annum. The principal amount and accrued interest are due and payable on December 31, 2018. During fiscal 2017 the Company recorded $4,493 of interest expense in respect of this loan.

On November 4, 2016, the Company entered into an agreement (the "**Share Purchase Agreement**") with the shareholders of Hannan Metals BC Ltd. ("**Hannan BC**"), to acquire (the "**Acquisition**") all of the issued and outstanding shares of Hannan BC for nominal cash consideration of $20 and the assumption of all debts owed by Hannan BC and its-wholly-owned subsidiary, Hannan Metals Ireland Limited ("**Hannan Ireland**"). Hannan Ireland is the registered holder of a 100% interest in seven prospecting licensing (the "**Licenses**") located in County Clare, Ireland. Mr. Hudson was one of the two shareholders of Hannan BC and owned 50% of the shares of Hannan BC.

On January 6, 2017, the Company completed the Acquisition and indirectly acquired a 100% interest in the Licences located in County Clare, Ireland, and assumed all obligations of Hannan BC and Hanna Ireland. Concurrent with the closing of the Acquisition, Mr. Hudson was appointed as the Chairman and CEO of the Company and as a director of the Company.

APPOINTMENT OF AUDITOR

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company and to authorize the directors to fix the auditor's remuneration.

MANAGEMENT CONTRACTS

During the most recently completed financial year no management functions of the Company were, to any substantial degree, performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

AUDIT COMMITTEE

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee's charter, the composition of the audit committee and the fees paid to the external auditor. This information is set out in the attached Schedule "A" to this Information Circular.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires reporting issuers to disclose the corporate governance practices, on an annual basis, that they have adopted. The Company's approach to corporate governance is provided in Schedule "B" to this Information Circular.

The Board has adopted certain corporate governance policies to reflect the Company's commitment to good corporate governance, and to comply with NI 58-101, Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* and National Policy 58-201 – *Corporate Governance Guidelines*. The Board periodically reviews these policies and propose modifications to the Board for consideration as appropriate. The Company considers good corporate governance to be central to the effective and efficient management and operation of the Company, and the Board is directly responsible for developing the Company's approach to corporate governance issues. A discussion of the Company's governance practices within the context of NI 58-101 is set out in the attached Schedule "B" to this Information Circular.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Approval of New Stock Option Plan

The Company wishes to adopt a new rolling stock option plan (the "**New Stock Option Plan**"), which will make a total of 10% of the issued and outstanding shares at the date of grant of an option available for issuance thereunder. The New Stock Option Plan was approved by the Board on October 10, 2017. The New Stock Option Plan is intended to replace the Existing Option Plan which was adopted by the shareholders in 2011, and will provide that the stock option plan of the Company is current in terminology and standard practices. For example, under the terms of the New Stock Option Plan, the Company will be able to grant stock options to among others, eligible charitable organizations which it cannot do under the terms of the Existing Option Plan. Further, the Existing Option Plan, has a term of 10 years and expires on January 6, 2022. Under the policies of the TSXV, stock option plans themselves are no longer required to have a specific term, and accordingly, the New Stock Option Plan will have an indefinite term. However, the maximum term of options granted under the New Stock Option Plan will remain at ten years as is contained under the Existing Option Plan.

The New Stock Option Plan is a rolling stock option plan, which makes a total of 10% of the issued and outstanding shares of the Company at any time available for issuance thereunder. The purpose of the New Stock Option Plan is to provide the Company with a share related mechanism to enable it to attract and retain qualified directors, officers, employees, management company employees and consultants, promote a proprietary interest in the Company and its affiliates among its employees, management company employees, officers, directors and consultants, and stimulate the active interest of such persons in the development and financial success of the Company and its affiliates. The Option Plan provides that it is solely within the discretion of the Board to determine which directors, officers, employees, management consultant employees and consultants should receive options and in what amounts. The following information is intended to be a brief description of the New Stock Option Plan and is qualified in its entirety by the full text of the New Stock Option Plan, which is available for review by any shareholder up until the day preceding the Meeting at the Company's head office at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, and will be available at the Meeting:

(a) Stock Options may be granted to directors, officers, employees and consultants of the Company or any subsidiary of the Company and to eligible charitable organizations.

(b) The maximum number of Common Shares that may be issued upon exercise of stock options granted under the New Stock Option Plan will be that number of shares which is 10% of the issued and outstanding shares of the Company. Any outstanding options will form a part of the foregoing 10%. The exercise price of the stock options, as determined by the Board in its sole discretion, shall not be less than the closing price of the Company's shares traded through the facilities of the TSXV on the date prior to

the date of grant, less allowable discounts, in accordance with the policies of the TSXV, and in any event, the exercise price will not be less than $0.10.

(c) The maximum aggregate number of shares that may be reserved under the New Stock Option Plan for issuance to any one individual in any 12 month period shall not exceed 5% of the issued and outstanding shares of the Company at the time of grant, unless the Company has obtained "**disinterested shareholder**" in accordance with the policies of the TSXV.

(d) The maximum aggregate number of shares that may be reserved under the New Stock Option Plan or other share compensation arrangements of the Company for issuance to any one consultant during any 12 month period shall not exceed 2% of the issued and outstanding shares of the Company at the time of grant.

(e) The maximum aggregate number of shares that may be reserved under the New Stock Option Plan or other share compensation arrangements of the Company for issuance to persons who are employed in investor relations activities during any 12 month period shall not exceed 2% of the issued and outstanding shares of the Company at the time of grant.

(f) The maximum aggregate number of shares that may be reserved under the New Stock Option Plan or other share compensation arrangements of the Company (the "**Charitable Options**") for issuance to all Eligible Charitable Organizations (as this term is defined by the polices of the TSXV) shall not exceed 1% of the issued and outstanding shares of the Company as calculated immediately subsequent to the grant of any Charitable Options to Eligible Charitable Organizations;

(g) Options issued to consultants who perform investor relations activities will be subject to a vesting schedule of at least 12 months whereby no more than 25% of the options granted may be vested in any three month period. Options issued to optionees other than consultants who perform investor relations activities may, at the discretion of the Board or Committee (as defined below), be subject to vesting conditions.

(h) Upon expiry of the option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the New Stock Option Plan. All options granted under the New Stock Option Plan may not have an expiry date exceeding ten years from the date on which the Board grant and announce the granting of the option.

(i) If the option holder ceases to be a director, officer, employee, management company employee or consultant of the Company (other than by reason of death or termination for cause), as the case may be, then the option granted shall expire within 90 days following the date that the option holder ceases to be a director or ceases to be employed by the Company, or for those holders engaged in providing investor relations services, the options granted shall expire within 30 days following the date that the option holder ceases to provide such investor relations services, unless the Board or Committee, at its own discretion, extends the expiry of the Option. In the event of the death of an optionee, an option which remains exercisable may be exercised in accordance with its terms by the person or persons to whom such optionee's rights under the option shall have passed under the optionee's will or pursuant to law, for a period not exceeding one year from the optionee's death. In the event that the optionee shall cease to be an officer, employee, management company employee or consultant of the Company for termination for cause, the option shall terminate and shall cease to be exercisable immediately upon such termination for cause.

(j) If the option holder ceases to be an Eligible Charitable Organization then the Charitable Option previously granted to said Eligible Charitable Organization shall terminate and shall cease to be exercisable on the 90th day following the date that the holder of the Charitable Option ceases to be an Eligible Charitable Organization

The New Stock Option Plan may be administered by the Board or by a committee of two or more directors who may be designated from time to time to serve as members of said committee.

The TSXV will require the shareholders to ratify, confirm and approve the New Stock Option Plan on a yearly basis.

As at the date of this Information Circular, the Company had 40,263,702 common shares issued and outstanding so that a maximum of 4,026,370 common shares would be available for issuance pursuant to the stock options granted under the New Stock Option Plan. Currently there are 1,716,000 stock options outstanding under the Existing Stock Option Plan, leaving 2,310,370 common shares available for grant of further options under the New Stock Option Plan if adopted. If the New Stock Option Plan is adopted, no further options can be granted under the Existing Option Plan. All future grants of stock options will be made under the terms of the New Stock Option Plan.

The New Stock Option Plan is subject to the approval of the shareholders of the Company and the TSXV.

The Policies of the TSXV require that the New Stock Option Plan be approved by the affirmative vote of a majority of the votes cast at the Meeting. Accordingly, the Company requests that the shareholders pass the following resolution (the "**New Stock Option Plan Resolution**"):

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Company's stock option plan (the "**Option Plan**") as approved by the board of directors of the Company on October 10, 2017, with or without amendments that may be required to conform to the policies of the TSX Venture Exchange or comply with rules and regulations of any other regulatory body having authority over the Company or the Option Plan, is hereby ratified, confirmed and approved;

2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Option Plan entitling all of the optionholders in aggregate to purchase up to such number of Common Shares of the Company as is equal to 10% of the number of Common Shares of the Company issued and outstanding on the applicable grant date;

3. the board of directors of the Company (the "**Board**") or any committee created pursuant to the Option Plan is authorized to make such amendments to the Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Option Plan, the shareholders;

4. the Board be authorized, at any time in its absolute discretion, to determine whether or not to proceed with the foregoing resolutions, without further approval, ratification or confirmation by the shareholders of the Company; and

5. any one of the directors or officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution."

An ordinary resolution is a resolution passed by a majority of greater than 50% of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

A complete copy of the New Stock Option Plan will be available for inspection at the Meeting.

Management of the Company recommends that the shareholders vote in favour of the New Stock Option Plan Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the adoption of the Stock Option Plan Resolution.

Ratification of Existing Stock Option Plan

In the event that the shareholders of the Company approve the adoption of the New Stock Option Plan, the Company will not ask its shareholders at the Meeting to approve an ordinary resolution to ratify, confirm and approve the Existing Option Plan, and will withdraw the Existing Option Plan Resolution (as defined) below from the Meeting. However, if shareholders of the Company do not approve the New Stock Option Plan Resolution, the Company will seek the approval of its shareholders to the ratification, confirmation and approval of the Existing Option Plan, as all issuers listed on the TSXV are required under TSXV policies to implement a stock option plan.

At the annual meeting of shareholders of the Company held on December 13, 2016, the shareholders of the Company ratified, confirmed and approved the Existing Option Plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant.

The TSXV requires all TSXV-listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis. As at the date of this Information Circular, the Company had 40,263,702 common shares issued and outstanding so that a maximum of 4,026,370 common shares would be available for issuance pursuant to the stock options granted under the Existing Option Plan. Currently there are 1,716,000 stock options outstanding under the Existing Option Plan, leaving 2,310,370 common shares available for grant of further options. Accordingly, the Company requests that the shareholders ratify, confirm and approve the Existing Option Plan.

The rules of the TSXV require that the annual shareholder ratification of the Existing Option Plan be approved by the affirmative vote of a majority of the votes of shareholders cast at the Meeting. Accordingly, the shareholders will be asked at the Meeting to pass the following ordinary resolution (the "**Existing Option Plan Resolution**"):

> "BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:
>
> 1. the stock option plan, as amended, (the "**Plan**") of Hannan Metals Ltd. (the "**Company**") ratified, confirmed and approved by the shareholders of the Company at the Annual Meeting held on December 13, 2016 is hereby ratified, confirmed and approved:
>
> 2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date; and
>
> 3. the board of directors of the Company (the "**Board**") or any committee created pursuant to the Plan is authorized to make such amendments to the Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Plan, the shareholders."

An ordinary resolution is a resolution passed by a majority of greater than 50% of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

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

Management of the Company recommends that Shareholders vote FOR the Existing Option Plan Resolution, and the persons named in the enclosed Form of Proxy intend to vote FOR the approval of the Existing Option Plan Resolution at the Meeting unless the Shareholder has specified that the common shares represented by such proxy are to be voted against such resolution.

Approval of Adoption of New Articles

From time to time, it is appropriate for a public corporation to review its form of Articles to ensure that they are up to date with the current legislation and standard practices with respect to the management and administration of a reporting issuer.

The Articles of the Company have not been amended since they were last updated in October 2006. Accordingly, the Company is proposing to delete its existing Articles (the "**Existing Articles**") in their entirety and replace them with a new set of Articles (the "**New Articles**"). The New Articles will make the Company's Articles consistent with the current terminology and provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). A complete copy of the proposed New Articles is available for review by any shareholder up until the day preceding the Meeting at the Company's head office at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, and will be available at the Meeting.

Most of the changes in the New Articles are minor in nature, and will not affect shareholders or the day to day administration of the Company. However, there are several changes of note, designed to facilitate the administration of the Company's affairs and reduce the overhead and administrative costs related to implementing such matters.

Material Differences Between Existing Articles and New Articles

The main differences between the Existing Articles and the New Articles are that the New Articles provide for each of the following provisions, whereas the Existing Articles do not: (i) flexibility to the Board to make certain alterations to the Company's authorized share structure (as more particularly described below) by way of directors' resolution or ordinary resolution as opposed to the Company having to incur the additional costs of obtaining shareholder approval by special resolution of the shareholders; (ii) allowing for a change of the Company's name by directors' resolution instead of by a special resolution of the shareholders; and (iii) allowing for the annual ratification of a rolling stock option plan to not be considered special business at a meeting of shareholders.

Under the New Articles, subject to the provisions of the BCBCA, the Company may, by resolution of the Board or by ordinary resolution:

1. authorize an alteration of its Notice of Articles in order to change the Company's name;

2. create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;

3. increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;

4. subdivide or consolidate all or any of its unissued, or fully paid issued, shares;

5. if the Company is authorized to issue shares of a class of shares with par value:

   (a) decrease the par value of those shares,

   (b) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares,

6. change all or any of its unissued or fully paid issued shares with par value into shares without par value or all or any of its unissued shares without par value into shares with par value;

7. alter the identifying name of any of its shares; and

8. otherwise alter its shares or authorized share structure when required or permitted to do so by the BCBCA.

   Under the Existing Articles, certain of the alterations described above require approval of the shareholders by special or ordinary resolution.

The New Articles allow the Company to make these alterations by directors' resolution without the Company having to incur the costs of calling and holding a meeting of shareholders for this purpose, or by ordinary resolution. At the Meeting, shareholders will be asked to pass the following special resolution to adopt the New Articles for the Company in replacement of the Existing Articles (the "**New Articles Resolution**"):

"RESOLVED, as a special resolution of the shareholders of the Company, that:

1. The existing articles of the Company be terminated;

2. The form of articles presented to the Meeting and attached hereto, be adopted as the articles of the Company in substitution for, and to the exclusion of, the existing articles of the Company;

3. The board of directors of the Company be authorized, at any time in its absolute discretion, to determine whether or not to proceed with the foregoing resolutions, without further approval, ratification or confirmation by the shareholders of the Company; and

4. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver for and on behalf of the Company, under the corporate seal of the Company or otherwise, all such certificates, instruments, agreements, notices and other documents as in such person's opinion may be necessary or desirable for the purpose of giving effect to the foregoing resolutions."

The New Articles Resolution must be approved by at least two-thirds of the votes cast by the shareholders who, being entitled to do so, vote in person or by proxy at the Meeting in respect of the New Articles Resolution.

The form of the New Articles Resolution set forth above is subject to such amendments as management may propose at the Meeting but which do not materially affect the substance of the New Articles Resolution.

Management of the Company recommends that the shareholders vote in favour of the New Articles Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the New Articles Resolution.

Reduction of Capital

As at May 31, 2013, the Company showed a deficit on its balance sheet of $44,036,006. The deficit arose as a result of prior unsuccessful business activities previously carried out by the Company under the direction of its former management and board. Current management wishes to reclassify this historical deficit as its inclusion in the Company's financial statements is not representative of the current business activities of the Company. The capital reduction also allows the Company to carry on its corporate existence with a share capital that is not burdened by the deficit accumulated in prior periods by the Company. Section 74 of the *Business Corporations Act* (British Columbia) permits a Company to reduce its capital by special resolution. As a result, the Company is proposing that shareholders pass a special resolution (the "**Reduction of Capital Resolution**") to reduce the Company's capital by an amount equal to the deficit as at May 31, 2013. If approved, this reduction of capital will have the effect of reducing the share capital by an amount equal to $44,036,006 and will also result in the corresponding elimination of $44,036,006 of the deficit. The reduction of capital would be effective as at a date to be determined by the Board. To illustrate the effect of the reduction of capital, if the reduction were effective as at May 31, 2017, share capital on the May 31, 2017 balance sheet would be reduced from $47,142,801 to $3,106,795, and the deficit of $49,488,147 would be reduced to $5,452,141.

As a result, at the Meeting, shareholders will be asked to pass the following special resolution:

"RESOLVED, as a special resolution of the shareholders of the Company, that:

1. Pursuant to section 74 of the *Business Corporations Act* (British Columbia), the capital of the Company be reduced by the amount of $44,036,006 so that the "**share capital**" account on the Company's balance sheet is reduced by $44,036,006, and a corresponding entry be made to reduce the deficit on such balance sheet by $44,036,006;

2. The foregoing resolution shall take effect upon resolution of the board of directors of the Company;

3. Any director or officer of the Company be and is hereby authorized, for and on behalf of the Company to execute and deliver all such documents and to perform and do all such acts and things as such person in his sole discretion considers necessary or advisable to carry out the terms of these resolutions; and

4. Notwithstanding that this resolution has been duly passed by the shareholders of the Company, the board of directors of the Company is hereby authorized, at its discretion, to abandon or terminate the implementation of the reduction of capital without further approval, ratification or confirmation of the Company's shareholders."

The Reduction of Capital Resolution must be approved by at least two-thirds of the votes cast by the shareholders who, being entitled to do so, vote in person or by proxy at the Meeting in respect of the Reduction of Capital Resolution.

Management of the Company recommends that the shareholders vote in favour of the Reduction of Capital Resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Reduction of Capital Resolution.

ANY OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the Company's profile on the SEDAR website located at www.sedar.com and the Company's website at www.hannanmetals.com. The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website or on the Company's website, as noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting the Company at Hannan Metals Ltd., at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3V7, attention Mariana Bermudez, Corporate Secretary; or by telephone: 604-699-0202.

Schedule "A"
AUDIT COMMITTEE

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Company's Audit Committee:

Member	Independent[(1)]	Financially Literate[(2)]
Nick DeMare	No	Yes
David Henstridge	Yes	Yes
Ciara Talbot	Yes	Yes

NOTES:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The following is a summary of the Audit Committee members' education and experience which is relevant to the performance of their responsibilities as an audit committee member:

Nick DeMare – Mr. DeMare is a chartered professional accountant and has been providing financial consulting services to junior resources issuers through Chase since 1991. He holds a Bachelor of Commerce degree from the University of British Columbia and is a member in good standing with the Chartered Professional Accountants British Columbia.

David Henstridge – Mr. Henstridge has a Bachelor of Science Degree (Honours) in Geology and over 40 years of experience working as a professional geologist and managing publicly trading companies in Australia and Canada. Mr. Henstridge also serves as a director and audit committee member of other publicly-listed resource companies.

Ciara Talbot – Ms. Talbot has extensive experience working in the mining industry, including currently serving as Director, Exploration and New Business Development for Lundin Mining Corporation. Ms. Talbot holds a BSc. (Honours) in Applied Geology from Staffordshire University in England.

In their positions with the Company and other mineral resource companies, members of the Audit Committee have been responsible for receiving information relating to other companies and obtaining an understanding of balance sheets, income statements and statements of cash flows and assessing the financial condition of companies and their operating results.

Each member has an understanding of the mineral exploration and mining business in which the Company is engaged and has an appreciation of the financial issues and accounting principals that are relevant in assessing the Company's financial disclosures and internal control systems.

The Audit Committee Charter

The text of the Audit Committee's Charter is as follows:

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the

Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee Charter, the definition of "**financially literate**" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

(a) Review and update the Charter annually.

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

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

(b) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(c) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(d) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(e) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(f) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(g) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(h) Review certification process.

(i) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's financial year ended May 31, 2017 has the Company relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services)*, the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer)*, Subsection 6.1.1(5) *(Events Outside Control of Member)*, Subsection 6.1.1(6) *(Death, Incapacity or Resignation)* or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions)*.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above in the text of the Company's Audit Committee Charter under the heading "**Roles and Responsibilities**".

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees[(1)]	Audit Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
2017	$9,500	-	-	-
2016	$10,710	-	-	-

NOTES:
(1) The aggregate audit fees billed during the fiscal year.
(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "**Audit Fees**".
(3) Fees billed for preparation of Company's corporate tax return.
(4) The aggregate fees billed for products and services other than as set out under the headings "Audit **Fees**", "**Audit Related Fees**" and "**Tax Fees**".

Exemption in Section 6.1

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

Schedule "B"

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

NI 58-101 requires issuers to disclose their governance practices in accordance with that instrument. The Company is a "**venture issuer**" within the meaning of NI 58-101.

The Board has adopted certain corporate governance policies to reflect the Company's commitment to good corporate governance, and to comply with NI 58-101, Form 58-101F2 - *Corporate Governance Disclosure (Venture Issuers)* and National Policy 58-201 - *Corporate Governance Guidelines*. The Board periodically reviews these policies and propose modifications to the Board for consideration as appropriate. The Company considers good corporate governance to be central to the effective and efficient management and operation of the Company, and the Board is directly responsible for developing the Company's approach to corporate governance issues.

A discussion of the Company's governance practices within the context of NI 58-101 is set out below:

Board of Directors

NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship with a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with the Company.

The Board is currently comprised of five persons. Applying the definition set out in NI 52-110, as at the date of this Information Circular, three of the five members are independent. The members who are independent are Mr. David Henstridge, Ms. Georgina Carnegie and Ms. Ciara Talbot. The Company has two directors who are not independent because they are executive officers of the Company, namely: Mr. Michael Hudson, Chairman and CEO, and Mr. Nick DeMare, President.

Directorships

As of October 10, 2017, the following directors of the Company are also serving as directors of other reporting issuers, details of which are as follows:

Michael Hudson: Mawson Resources Limited and Leading Edge Materials Corp.

Nick DeMare: Aguila American Gold Ltd., Argentina Lithium & Energy Corp., Cliffmont Resources Ltd., East West Petroleum Corp., Inc., GGL Resources Corp., Global Daily Fantasy Sports Inc., Hansa Resources Limited, Kingsmen Resources Ltd., Leading Edge Materials Corp., Mawson Resources Limited, Mirasol Resources Ltd., Rochester Resources Ltd., Rockshield Capital Corp., Salazar Resources Limited and Seaway Energy Services Inc. and Tinka Resources Limited

David Henstridge: Mawson Resources Limited, Kingsmen Resources Ltd. and Tinka Resources Limited

Georgina Carnegie: None

Ciara Talbot: None

Orientation and Continuing Education

The CEO and/or the CFO are delegated responsibly by the Board for providing an orientation to new directors and continuing education to directors. Director orientation and on-going training will include presentations by senior management to familiarize directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its independent auditors.

Ethical Business Conduct

In fulfilling its mandate and approving various decisions put forth by management, the Board ensures that the measures management takes comply with Canadian securities regulations and other applicable legislation. Board members are also keenly aware of their fiduciary role to the Company. In exercising their powers and discharging their duties, the Board is required to act honestly and in good faith with a view to the best interests of the Company, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

While the Company's business practices must be consistent with the business and social practices of the communities in which the Company operates, the Company believes that honesty is the essential standard of integrity in any locale. Thus, though local customs may vary, the Company's activities are to be based on honesty, integrity and respect. Each director, officer and employee is expected to comply with relevant corporate and securities laws and, where applicable, the terms of their employment agreements.

Nomination of Directors

As the Company's business evolves and expands, the Company will be required to nominate new members to the Board or increase the size of the Board and depth of expertise of the Board members. From time to time new directorships will be added in order to ensure that the Company continues to implement best practices and that the Company has access to the expertise required to run its operations in the most efficient manner possible. In addition, the Company will be required to replace existing directors from time to time. The Board has determined that the configuration of five directors is the appropriate number of directors, taking into account the number required to carry out duties effectively while maintaining a diversity of views and experience.

Other Board Committees

There are no Board Committees other than the Audit Committee.

Assessment of the Board, the Audit Committee and Directors

The Company does not currently have any formal procedures in place to assess the performance of the Board as a whole, the Audit Committee or the directors on an individual basis. However, informal discussion among the Board members and management serves to monitor the evaluation of each director's contribution to the Board and the Audit Committee.