

MINAURUM GOLD INC.

INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, DECEMBER 7, 2017

(as at October 20, 2017, except as indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **MINAURUM GOLD INC.** (the “Company”) for use at the Annual General Meeting (the “Meeting”) of the shareholders of the Company (“Shareholders”), to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders’ nominees or agents (including brokers holding common shares of the Company (“Shares”) on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy are directors or officers of the Company. **A Shareholder has the right to appoint a person other than the persons named in the enclosed Instrument of Proxy to attend and act for him on his behalf at the Meeting. To exercise this right, a Shareholder shall strike out the names of the persons named in the Instrument of Proxy and insert the name of his nominee in the blank space provided, or complete another Instrument of Proxy. The completed Instrument of Proxy should be deposited with the Company's Registrar and Transfer Agent, TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays.**

The Instrument of Proxy must be signed by the Shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the Instrument of Proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the Shareholder is a corporation, the Instrument of Proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Instrument of Proxy is required to be executed as set out in the notes to the Instrument of Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the Scrutineer at the Meeting as a Shareholder present in person, whereupon such Proxy shall be deemed to have been revoked. Only registered shareholders have the right to revoke a proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their nominees to revoke the proxy on their behalf.

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

NON-REGISTERED HOLDERS

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 Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant (the clearing agencies and the Intermediaries are together the “Nominees”).

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the Nominees for distribution to Non-Registered Holders.

Nominees are required to forward the Meeting Materials to Non-Registered Holders to seek their voting instructions in advance of the Meeting unless a Non-Registered Holder has waived the right to receive the Meeting Materials. Very often, Nominees will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

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

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

In accordance with the requirements of National Instrument 54-101 (“NI 54-101”), the Company has elected to send Meeting Materials directly to “non objecting beneficial owners”. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name, address and

information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these Meeting Materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company does not intend to pay for intermediaries to deliver the Meeting Materials and Form 54-101F7 *Request For Voting Instructions Made By Intermediary* to objecting beneficial owners. The objecting beneficial owners will not receive the Meeting Materials unless the objecting beneficial owner's intermediary assumes the cost of delivery of the Meeting Materials.

NOTICE AND ACCESS

The Company is not sending the Meeting Materials to shareholders using "notice and access" as defined in NI 54-101.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

Shares represented by a properly executed proxy will be voted or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

In the absence of any direction in the Instrument of Proxy, it is intended that such Shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. The enclosed Instrument of Proxy does not confer authority to vote for the election of any person as a Director of the Company other than for those persons named in this Information Circular. At the time of printing of this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. On October 20, 2017, 238,732,662 common shares were issued and outstanding. Persons who are registered Shareholders at the close of business on October 20, 2017 will be entitled to receive notice of and vote and the Meeting and will be entitled to one vote for each Share held. At the Meeting, on a show of hands, every Shareholder present in person shall have one vote and, on a poll, every Shareholder shall have one vote for each Share of which he is the holder.

Only Shareholders of record on the close of business on October 20, 2017 who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her Shares voted at the Meeting or any adjournment thereof.

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

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, “informed person” means:

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

Except as otherwise disclosed, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

Certain directors and officers of the Company have been granted incentive stock options by the Company and have subscribed for securities of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

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

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“CEO”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“CFO”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than 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 for that financial year, and

- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

<i>Name and Position</i>	<i>Year</i>	<i>Salary, Consulting Fee, Retainer or Commission (\$)</i>	<i>Bonus (\$)</i>	<i>Committee or Meeting Fees (\$)</i>	<i>Value of Perquisites (\$)</i>	<i>Value of all other Compensation (\$)</i>	<i>Total Compensation (\$)</i>
Darrell Rader ⁽¹⁾ President and CEO	2017 2016	132,000 ⁽⁹⁾ 132,000 ⁽⁹⁾	Nil Nil	Nil Nil	Nil Nil	5,253 ⁽¹⁵⁾ 26,614 ⁽¹⁵⁾	137,253 158,614
Stephen Maynard ⁽²⁾ VP Exploration	2017 2016	108,553 ⁽¹⁰⁾ 102,552 ⁽¹⁰⁾	Nil Nil	Nil Nil	Nil Nil	3,363 ⁽¹⁵⁾ 16,442 ⁽¹⁵⁾	111,916 118,994
Cale Moodie ⁽³⁾ CFO	2017 2016	31,500 ⁽¹¹⁾ 30,000 ⁽¹¹⁾	Nil Nil	Nil Nil	Nil Nil	Nil Nil	31,500 ⁽¹¹⁾ 30,000 ⁽¹¹⁾
Michael Williams ⁽⁴⁾ Director	2017 2016	33,000 ⁽¹²⁾ Nil	Nil Nil	Nil Nil	Nil Nil	1,322 ⁽¹⁵⁾ 2,957 ⁽¹⁵⁾	34,322 2,957
Peter Megaw ⁽⁵⁾ Director	2017 2016	24,560 ⁽¹³⁾ Nil	Nil Nil	Nil Nil	Nil Nil	2,115 ⁽¹⁵⁾ 4,731 ⁽¹⁵⁾	26,675 4,731
David Jones ⁽⁶⁾ Director	2017 2016	87,786 ⁽¹⁴⁾ 77,938 ⁽¹⁴⁾	Nil Nil	Nil Nil	Nil Nil	6,346 ⁽¹⁵⁾ 14,193 ⁽¹⁵⁾	94,132 22,131
Lawrence W.E. Talbot ⁽⁷⁾ Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
David Baker ⁽⁸⁾ Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 890 ⁽¹⁵⁾	Nil 890

(1) Darrell Rader was appointed as President, CEO and a director on March 1, 2010.

(2) Stephen Maynard was appointed as VP Exploration on December 3, 2010.

(3) Cale Moodie was appointed as CFO on March 4, 2011.

(4) Michael Williams was appointed as a director on January 15, 2009.

(5) Peter Megaw was appointed as a director on November 4, 2010.

(6) David Jones was appointed as a director on November 4, 2010.

(7) Lawrence W.E. Talbot was appointed as a director on March 7, 2011.

(8) David Baker was appointed as a director on May 20, 2014.

- (9) Paid or payable to 0872599 B.C. Ltd., a private company owned 50% by Darrell Rader, as consulting fees under a management agreement.
- (10) Consulting fees incurred to Mr. Maynard in his capacity as VP Exploration.
- (11) Paid or payable to Spartan Pacific Financial Ltd., a private company controlled by Cale Moodie, as professional fees in his capacity as CFO.
- (12) Paid or payable to Octavian Capital Corp., a private company controlled by Michael Williams, as consulting fees in his capacity as director.
- (13) Paid or payable to International Mineral Development and Exploration (IMDEX) Inc., a private company controlled by Peter Megaw, as consulting fees in his capacity as director.
- (14) Paid or payable to Paradex, Inc., a private company controlled by David Jones, as consulting fees in his capacity as director.
- (15) Value of stock options vested in the period.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended April 30, 2017 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Name and Position	Type of Compensation Security	Number of Options, Number of Shares and Percentage of Class ⁽¹⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
Darrell Rader ⁽¹⁾ President and CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Stephen Maynard ⁽²⁾ VP Exploration	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Cale Moodie ⁽³⁾ CFO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Michael Williams ⁽⁴⁾ Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Peter Megaw ⁽⁵⁾ Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
David Jones ⁽⁶⁾ Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Lawrence W.E. Talbot ⁽⁷⁾ Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
David Baker ⁽⁸⁾ Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

(1) As of April 30, 2017, Mr. Rader owned stock options to purchase 700,000 Common Shares at an exercise price of \$0.10 per Common Share until April 3, 2019; stock options to purchase 500,000 Common Shares at an exercise price of \$0.10 per Common Share until September 18, 2020; and stock options to purchase 300,000 Common Shares at an exercise price of \$0.10 per Common Share until December 3, 2020

(2) As of April 30, 2017, Mr. Maynard owned stock options to purchase 450,000 Common Shares at an exercise price of \$0.10 per Common Share until April 3, 2019; stock options to purchase 300,000

Common Shares at an exercise price of \$0.10 per Common Share until September 18, 2020; and stock options to purchase 200,000 Common Shares at an exercise price of \$0.10 per Common Share until December 3, 2020

- (3) As of April 30, 2017, Mr. Moodie owned stock options to purchase 200,000 Common Shares at an exercise price of \$0.10 per Common Share until April 3, 2019.
- (4) As of April 30, 2017, Mr. Williams owned stock options to purchase 500,000 Common Shares at an exercise price of \$0.35 per Common Share until January 18, 2020; stock options to purchase 450,000 Common Shares at an exercise price of \$0.10 per Common Share until April 3, 2019; and stock options to purchase 125,000 Common Shares at an exercise price of \$0.10 per Common Share until December 3, 2020.
- (5) As of April 30, 2017, Dr. Megaw owned stock options to purchase 250,000 Common Shares at an exercise price of \$0.10 per Common Share until April 3, 2019; and stock options to purchase 200,000 Common Shares at an exercise price of \$0.10 per Common Share until December 3, 2020.
- (6) As of April 30, 2017, Mr. Jones owned stock options to purchase 700,000 Common Shares at an exercise price of \$0.10 per Common Share until April 3, 2019; and stock options to purchase 600,000 Common Shares at an exercise price of \$0.10 per Common Share until December 3, 2020.
- (7) As of April 30, 2017, Mr. Lawrence W.E. Talbot owned stock options to purchase 250,000 Common Shares at an exercise price of \$0.10 per Common Share until April 3, 2019.
- (8) As of April 30, 2017, David Baker owned stock options to purchase 250,000 Common Shares at an exercise price of \$0.10 per Common Share until June 30, 2019.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities, being solely comprised of stock options, during the year ended April 30, 2017.

Stock Option Plans and Other Incentive Plans

The Company's current stock option plan (the "**Plan**"), which it original adopted in May, 2008 and most recently re-approved in December, 2016, is a "rolling" stock option plan, whereby the aggregate number of Common Shares reserved for issuance, together with any other Common Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Common Shares (calculated on a non-diluted basis) at the time an option is granted. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase shares of the Company. As at the date hereof, there are 8,020,000 options outstanding under the Plan.

A copy of the Plan is available for review on the Company's profile at www.sedar.com and at the office of the Company at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3 or at the registered offices of the Company, at 10th Floor – 595 Howe Street, Vancouver, British Columbia, V6C 2T5 during normal business hours up to and including the date of the Meeting. See "Particulars of Matters To Be Acted Upon – *Approval and Ratification of Stock Option Plan*".

Employment, Consulting and Management Agreements

Except as disclosed below, the Company or any subsidiary thereof has not entered into any agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were (a) performed by a director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

On March 1, 2010, the Company entered into a management agreement (the "Agreement") with 0872599 B.C. Ltd. (the "Executive Corporation"), a company controlled by Darrell Rader, for monthly management fees in the amount of \$11,000. The Agreement states that:

Resignation or Termination After a Change of Control: Notwithstanding any other provision in the Agreement, if within 12 months following a Change of Control of the Company (as defined below), the Executive Corporation's engagement is terminated by the Company without Good Cause or, the Executive Corporation terminates the Agreement with or without Good Cause at any time within 12 months after a Change of Control, in either case, it will receive as severance an amount equal to 24 months Annual Compensation as at that date. As at April 30, 2017, the severance amount would be \$264,000.

Termination Without Cause and Resignation for Good Cause: The Company may terminate the Agreement and the engagement of the Executive Corporation without cause at any time by notice in writing stating the last day of employment (the "Termination Date"), and the Executive Corporation may terminate the Agreement on two weeks' written notice (the end of such notice also being the "Termination Date") for "Good Cause" (as defined below), in which either event the Company shall be obligated to pay the Executive Corporation, on the Termination Date, an amount equal to 12 months Annual Compensation as at that date (As at April 30, 2017, the severance amount would be \$132,000). The Executive Corporation may direct the Company to pay such amount in a lump sum or in installments on regular paydays of the Company. However, all Benefits will cease as of the Termination Date.

"Good Cause" is defined as the occurrence of one of the following events without the Executive Corporation's express written consent:

- (a) the assignment by the Company to the Executive Corporation of any substantially new or different duties inconsistent with the Executive Corporation's positions, duties, responsibilities and status with the Company immediately prior to such change in assigned duties;
- (b) a material reduction in the Executive Corporation's responsibilities, except as a result of the Executive Corporation's death, disability or retirement;
- (c) a reduction by the Company in the Annual Compensation not agreed to by the Executive Corporation;
- (d) a change in the principal executive office of the Company to a location more than 50 kilometers from the then-current location of the principal executive office of the Company;
- (e) the requirement by the Company that the Executive Corporation be based anywhere other than within a 50 kilometer radius of the Executive Corporation's then current location;
- (f) the failure by the Company to continue in effect, or a material change in the terms of the Executive Corporation's participation in benefits under any Incentive Plan or Benefits plan (collectively, the "Existing Plans"), the effect of which would be to materially reduce the total value, in the aggregate, of the benefit to the Executive Corporation under the Existing Plans;
- (g) any other events or circumstances which would constitute a constructive dismissal at common law.

Change of Control Defined: For *all* purposes of the Agreement, "Change of Control" means:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, as such terms are defined in the *Securities Act*, British Columbia, of common shares of the Company which, when added to all other common shares of the

Company at the time held directly or indirectly by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 25% or more of the outstanding common shares of the Company and such shareholding exceeds the collective shareholding of the current directors of the Company, excluding any directors acting in concert with the acquiring party; or

- (b) the removal, by extraordinary resolution of the shareholders of the Company, of more than 51% of the then incumbent Board members of the Company, or the election of a majority of Board members to the Company's Board who were not nominees of the Company's incumbent Board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Company; or
- (d) the consummation of a reorganization, plan of arrangement, merger, amalgamation or other transaction which has substantially the same effect as (a) (b) or (c) above.

During the most recently completed financial year, the Company did not provide compensation, monetary or otherwise, to any person who now acts or previously acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, or as a result of a change of control of the Company.

Oversight and Description of Director and NEO Compensation

During the year ended April 30, 2017, fees paid to directors for their services as directors were determined by the directors of the Company.

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

Executive officers' compensation is currently composed of two major components: base salary or fees and stock options. Interested executives do not participate in reviews, discussions or decisions of the Board regarding this remuneration. In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation.

Base salaries or fees primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time.

The second component of the executive officers' compensation is stock options. The Company may from time to time grant stock options to executive officers under the stock option plan. Grants of stock options are intended to align the interests of the executive officers with those of the shareholders over the longer term.

The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

There was no significant changes to the Company's compensation policies that were made during or after the financial year ended April 30, 2017 that could or will have an effect on director or executive officer compensation.

Pension Plan Benefits

The Company has no pension, defined benefit or defined contribution plans in place.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	8,370,000	\$0.12	11,572,250
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	8,370,000	\$0.12	11,572,250

The Company's equity compensation plan consists of stock options only. Details regarding the Company's stock option plan are under the heading "Approval and Ratification of Stock Option Plan".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at October 20, 2017 there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or
- (ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

in relation to a securities purchase program or other program.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 ("NP 58-201") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board

considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

INDEPENDENCE OF MEMBERS OF THE BOARD

The Company's Board consists of six directors, four of whom the directors consider to be independent based upon the tests for independence set forth in National Instrument 52-110. David Baker, Peter Megaw, Lawrence Talbot and Michael Williams are considered to be independent. Darrell Rader is not considered to be independent as he is the President and CEO of the Company. David Jones is not considered to be independent as he is the partial owner of many properties optioned to the Company

MANAGEMENT SUPERVISION BY BOARD

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing the operations of the Company and have regular and full access to management. The independent directors are able to meet at any time without any members of management including the non-independent directors, being present. Further supervision is performed through the audit committee which is composed of a majority of independent directors who meet with the Company's auditors.

PARTICIPATION OF DIRECTORS IN OTHER REPORTING ISSUERS

The participation of the directors in other reporting issuers is described in the table provided under "Particulars of Matters to be Acted Upon – Elections of Directors" in this Information Circular.

ORIENTATION AND CONTINUING EDUCATION

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors and committees;
2. access to recent, publicly filed documents of the Company, technical reports in respect of the Company's mineral properties and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and social responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

ETHICAL BUSINESS CONDUCT

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The board has not adopted a formal code of business conduct and ethics. The board is of the view that the fiduciary duties placed on individual directors, officers, employees and consultants by the Company's governing legislation and the common law together with corporate statutory restrictions on an individual director's participation in board decisions in which the director has an interest are sufficient to ensure the board operates independently of management and in the best interests of the Company.

NOMINATION OF DIRECTORS

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining exploration industry are consulted for possible candidates.

BOARD COMMITTEES

The Company has an Audit Committee. The Board has determined that additional committees are not necessary at this stage of the Company's development.

ASSESSMENTS

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board periodically conducts informal assessments of the Board's effectiveness, the individual directors and each of its committees.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule "A" to this Information Circular.

The Company's audit committee is comprised of three directors: Peter Megaw, David Baker and Lawrence W.E. Talbot. As defined in NI 52-110, Messrs. Baker and Talbot are considered "independent" directors for audit committee purposes and all three directors are considered "financially literate".

The educational background or experience of the following audit committee members has enabled each to perform his responsibilities as an audit committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

David J. Baker, is a chartered accountant with over 20 years of mining financial management experience. With experience in all aspects of exploration, development, construction and operations, David is currently the principal of a financial management advisory firm. He has previously held senior positions with Turquoise Hill Resources, Ivanhoe Mines, Savage River and Pasminco and is currently engaged in the MBA program at the Sauder School of Business at UBC. Mr. Baker is also the Chairman of the Company's Audit Committee.

Peter Megaw was an audit committee member for Candente Resources from 2005-2007. As a director of various public companies, Dr. Megaw has become familiar with public company financial statements and the accounting principles used in reading and preparing financial statements.

Lawrence W.E. Talbot is a mining lawyer with over 29 years of experience representing a wide range of clients in the mining industry, from individual prospectors and junior and mid-size explorers and producers through to major mining companies, in both the hard-rock and industrial mineral fields. He has extensive experience acting for public natural resource companies and providing advice on all aspects of their

businesses, including corporate finance, securities and regulatory matters, corporate governance and shareholder issues, and all aspects of corporate acquisitions, takeovers, divestitures and reorganizations. Mr. Talbot has been a director, and member of the audit committee, of a number of public companies similar to the Company and, in such roles, he has had experience with the review and understanding of the accounting principles relevant to public natural resource companies and interpreting and assessing the financial statements of public natural resource companies, and has been involved in the development and analysis of internal controls and procedures for financial reporting.

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4 of NI 52-110 or an exemption from NI 52-110 in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
April 30, 2017	\$29,580	Nil	\$2,750	Nil
April 30, 2016	\$29,000	Nil	\$2,750	Nil

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at six (6).

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a Director before then. In the absence of instructions to the contrary the Shares represented by proxy will be voted for the nominees herein listed.

Management proposes that the number of directors for the Company be determined at six for the ensuing year.

The Management nominees for the Board of Directors and information concerning them as at October 20, 2017 as furnished by the individual nominees are as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment	Previous Service as a Director	Number of Shares of the Company beneficially owned, controlled or directed, directly or indirectly ¹
Darrell Rader, British Columbia, Canada, President/CEO/Director	President/CEO, Minaurum Gold Inc.	Since March, 2010	² 1,306,150
Michael Williams, British Columbia, Canada, Director	Partner, McLeod Williams Capital Corporation	Since Jan 2009	⁵ 400,167
¹ Peter Megaw, Arizona, USA, Director	Geologist and President of International Mineral Development and Exploration (IMDEX) Inc.	Since November 2010	³ 1,263,667
David Jones, Arizona, USA, Director	Geologist; President/Owner of Minera Zalamera S.A. de C.V.	Since November 2010	⁴ 6,945,000
¹ Lawrence W.E. Talbot, British Columbia, Canada, Director	Barrister & Solicitor; Owner, Lawrence W.E. Talbot Law Corporation since April, 2006; Vice President & General Counsel of Wealth Minerals Ltd. July 2006 to February 2017 and General Counsel of International Tower Hill Mines Ltd. September 2006 to September 2017 (each public mineral exploration companies).	Since March 2011	⁶ 200,000
¹ David Baker, British Columbia, Canada, Director	Principal, David J. Baker Consulting	Since May 2014	Nil

¹Member of the Audit Committee.

²944,350 of these shares are held indirectly by Kesa Capital Corp., a private company controlled 50% by Darrell Rader.

³974,750 of these shares are held indirectly by Minera Coplou, S.A. de C.V., a private company [in which Peter Megaw has a minority interest] and 181,792 of these shares are held indirectly by Minera Mariposa S.A. de C.V., a private company [in which Peter Megaw has a minority interest] .

⁴900,000 of these shares are held indirectly by Minera Mariposa S.A. de C.V., a private company [in which David Jones has a minority interest] ; 5,525,000 of these shares are held indirectly by Minera Zalamera S.A. de C.V., a private company controlled 100% by David Jones and 450,000 of these shares are held by Paradex Inc., a private company controlled 100% by David Jones

⁵ 254,167 of these shares are held indirectly by Octavian Capital, a private company controlled 100% by Michael Williams

⁶200,000 of these shares are held indirectly by Pagurus Enterprises Ltd., a private company controlled 100% by Lawrence W.E. Talbot

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Michael Williams	Full Metal Minerals Ltd. Aftermath Silver Ltd. (formerly Full Metal Zinc Ltd.) Vendetta Mining Corp. Western Pacific Resources Corp.
Darrell Rader	Defiance Silver Corp.

Peter Megaw	MAG Silver Corp.
Lawrence W.E. Talbot	Balmoral Resources Ltd. Pedro Resources Ltd.
David Baker	Vendetta Mining Corp.

To the knowledge of the Company, no proposed director of the Company:

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Company) that:
 - i) was the subject, while the proposed director was acting in the capacity of a director, CEO or CFO of such company, of 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; or
 - ii) was subject to a cease trade 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 that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, CEO or CFO 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 prior to 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Management proposes the re-appointment of Davidson & Company LLP as auditor of the Company for the ensuing year at a remuneration to be fixed by the directors.

The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of Shares who has given such proxy has directed that the votes be otherwise cast.

APPROVAL AND RATIFICATION OF STOCK OPTION PLAN

Pursuant to the Company's Stock Option Plan, the number of Shares which may be issued pursuant to options previously granted and those authorized to be granted under the Stock Option Plan is a maximum of 10% of the issued and outstanding Shares of the Company at the time of the grant. In addition, the number of Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Shares on a yearly basis or 2% if the optionee is engaged in investor relations activities, or, is a consultant. Based on the issued and outstanding common Shares of the Company as at October 20, 2017, options exercisable to acquire an aggregate of 23,873,266 Shares of the Company are currently authorized to be granted under the Stock Option Plan, of which options exercisable to acquire an aggregate of 8,020,000 Shares of the Company have been granted.

Under TSX Venture Exchange policy, all such rolling stock option plans which set the number of Shares issuable under the plan at a maximum of 10% of the issued and outstanding Shares must be approved and ratified by Shareholders on an annual basis. Therefore, at the Meeting, Shareholders will be asked to pass a resolution in substantially the following form:

"RESOLVED that the shareholders approve and ratify, subject to regulatory acceptance, the stock option plan of the Company pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company to a maximum of 10% of the issued and outstanding common Shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding Shares being reserved to any one person on a yearly basis."

The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the Shareholders. Options will be exercisable over periods of up to ten years as determined by the Board of Directors of the Company and are required to have an exercise price no less than the closing market price of the Shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSX Venture Exchange. Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Stock Option Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

The full text of the Stock Option Plan is available for viewing by request to the Company at 2300 – 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3 and will be available for viewing at the Meeting.

The directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that Shareholders of the Company vote in favour of the resolution.

The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of Shares who has given such proxy has directed that the votes be otherwise cast.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3, Telephone: (778) 330-0994.

Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year which are filed on SEDAR.

BY ORDER OF THE BOARD OF DIRECTORS

"Darrell Rader"

Darrell Rader
President
& CEO

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

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. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. 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 systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- 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 reasonably interfere with the exercise of his or her 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's 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.

Meetings

The Committee shall meet at least four times 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 Chief Financial Officer 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 this 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.
- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

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) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) 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. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee. 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.
- (a) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (b) 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.
- (c) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (a) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (b) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (j) Review certification process.
- (k) 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.