

PACIFIC LINK MINING CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND INFORMATION CIRCULAR

Date: Tuesday, September 12, 2017

Time: 10:00 A.M. (Vancouver time)

Place: 2772 – 1055 West Georgia Street,
Vancouver, British Columbia
Canada

PACIFIC LINK MINING CORP.
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting of the Shareholders of Pacific Link Mining Corp. (the "Company"), will be held in the Boardroom of the Company located at Suite 2772 – 1055 West Georgia Street, Vancouver, B.C. V6E 3R5, on Tuesday, September 12, 2017 at 10:00 A.M., Vancouver time, for the following purposes:

1. To receive the audited financial statements and the report of the auditors for the financial year ended December 31, 2016;
2. To fix the number of directors of the Company at three (3);
3. To elect directors for the ensuing year;
4. To appoint DeVisser Gray, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration; and
5. To transact such other business as may properly be brought before the Meeting and any and all adjournments thereof.

Accompanying this Notice are the Information Circular, and an Instrument of Proxy.

A Shareholder who is unable to attend the meeting in person is entitled to appoint a proxyholder to attend and vote in the Shareholder's stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Computershare Trust Company of Canada within the time set out in the notes, as set out below.

The Instrument of Proxy must be signed by the Shareholder or by the Shareholder's attorney authorized in writing, or, if the Shareholder is a corporation, by an officer or director thereof as an authorized signatory.

The completed Instrument of Proxy must be deposited at the office of Computershare Investor Services Inc. at least 48 hours before the time of the meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 8th day of August, 2017.

BY ORDER OF THE BOARD

"Mar Bergstrom"
Acting President and Director

PACIFIC LINK MINING CORP.
(the “Company”)

2772 – 1055 West Georgia Street, P.O. Box 11176
Vancouver, British Columbia V6E 3R5
Tel: (604) 484-8252 Fax: (604) 688-8030
E-mail: info@pacificlinkmining.com

INFORMATION CIRCULAR

As at August 8, 2017 unless otherwise noted

**FOR THE ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS TO BE HELD ON TUESDAY, SEPTEMBER 12, 2017
AT THE OFFICES OF THE COMPANY AT THE HOUR OF 10:00 A.M.**

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Pacific Link Mining Corp. (the “Company”) for use at the Annual General Meeting (the “Meeting”) of the Shareholders of the Company to be held at the time and place and for the purposes set forth in the Notice of Meeting and at any adjournment thereof.

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

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed Instrument of Proxy is solicited by management. 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 does not reimburse Shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals, authorization to execute the Instrument of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. 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.

The Company is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting.

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 to attend and act for him/her on his/her behalf at the Meeting other than the persons named in the enclosed Instrument of Proxy. To exercise this right, a Shareholder should strike out the names of the persons named in the Instrument of Proxy and insert the name of his/her 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, Computershare Investor Services Inc., Attention: Proxy Tabulation Unit, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or online via: www.investorvote.com at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time that the Meeting is to be reconvened after any adjournment of the Meeting or 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the commencement of any postponed Meeting. Shareholders can also send their proxies by fax to 1-866-249-7775 (toll-free); 1-416-263-9524 (outside Canada and the US).

The Instrument of Proxy must be dated and be signed by the Shareholder or by his/her attorney in writing, or, if the Shareholder is a Company, it must either be under its common seal or signed by a duly authorized officer.

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.

NON-REGISTERED HOLDERS OF COMPANY'S SHARES

Only Shareholders whose names appear in the Company's Central Securities Register (the "Registered Shareholders") or duly appointed proxyholders are permitted to vote at the Meeting. Shareholders who do not hold their common shares in their own name ("Beneficial Shareholders") are advised that only proxies from Shareholders of record can be recognized and voted at the Meeting. Beneficial Shareholders who complete and return an Instrument of Proxy must indicate thereon the person (usually a brokerage house) who holds their common shares as registered Shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The form of proxy supplied to Beneficial Shareholders is similar to that provided to Registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder.

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 agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Company do not know for whose benefit the common shares registered in the name of CDS & Co. are held.

In accordance with National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Instrument of Proxy to the clearing agencies and intermediaries for onward distribution. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings unless the Beneficial Shareholders have waived the right to receive meeting

materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, 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 Instrument of Proxy provided by the Company to the Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Beneficial Shareholder. Should a Beneficial Shareholder receive such a form and wish to vote at the Meeting, the Beneficial Shareholder should strike out the Management proxyholder's name in the form and insert the Beneficial Shareholder's name in the blank provided. The majority of brokers now delegate the responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions, Canada ("Broadridge"). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and requests Beneficial Shareholders to return the proxy forms to Broadridge. 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 receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote common shares directly at the Meeting – the proxy must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted. All references to Shareholders in this Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

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

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporation Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

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

In the absence of any direction in the Instrument of Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting.

At the time of printing of this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgement of the nominee.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31, 2016 (the “Financial Statements”), together with the Auditors’ Reports thereon will be presented to the Shareholders at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As at August 8, 2017, the Company has 14,325,853 common shares without par value issued and outstanding. All common shares in the capital of the Company are of the same class and each carries the right to one vote. The quorum for a meeting of Shareholders is two persons present in person or by proxy holding not less than 5% of the issued shares of the Company.

As at August 8, 2017, has been determined as the record date as of which Shareholders are entitled to receive notice of and attend and vote at the Meeting. Shareholders desiring to be represented by proxy at the Meeting must deposit their proxies at the place and within the time set forth in the notes to the Instrument of Proxy in order to entitle the person duly appointed by the proxy to attend and vote thereat.

To the knowledge of the directors and senior officers of the Company, as at As at August 8, 2017, no shareholders beneficially own or control, directly or indirectly, equity shares carrying more than 10% of the voting rights attached to the common shares of the Company.

FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS

The persons named in the enclosed instrument of proxy intend to vote in favour of the ordinary resolution fixing the number of directors at three (3). Although management is nominating three (3) individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting. Each director of the Company is elected annually and holds office until the next Annual General Meeting unless that person ceases to be a director before then. Management of the Company proposes to nominate the persons herein listed for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. **MANAGEMENT OF THE COMPANY DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

NAME AND MUNICIPALITY OF RESIDENCE OF NOMINEE AND PRESENT POSITION WITH THE COMPANY ⁽⁴⁾	PRINCIPAL OCCUPATION AND POSITIONS DURING LAST FIVE YEARS	PERIOD FROM WHICH NOMINEE HAS BEEN A DIRECTOR	NUMBER OF COMMON SHARES HELD ^{(2) (3)}	% OF ISSUED SHARE CAPITAL
Mar Bergstrom ⁽¹⁾ Vancouver, British Columbia Acting President and Acting Chief Executive Officer	President, LGM – Lions Gate Management Ltd. since 1997-March 2015; Acting President and Director of Pacific Link Mining Corp., from February 2009 to present and Acting CEO from June 30, 2010 to present and Corporate Secretary from February 2002 to June 30, 2014; President, CEO and Director of CVC Cayman Ventures Corp. from March 2009 to March 31, 2013.	February 27, 2009	Nil	0
Michael Doggett ⁽¹⁾ Vancouver, B.C. Director	Director of Pacific Link Mining Corp. since April 2007. Dr. Doggett is the President of El Olivar Imperial, a private company engaged in tailings reprocessing and custom milling in Peru. He is also Principal Consultant at Beach Meadows Resources Inc., based in Vancouver. Dr. Doggett holds degrees in geology and mineral economics from Mount Allison University and Queen's University where he continues to teach as an Adjunct Professor in the Department of Geological Sciences and Geological Engineering. He serves on the Board of Directors at the Mineral Deposits Research Unit (MDRU) at the University of British Columbia, as well as sitting as a Director of Minco Gold Corporation, and as an advisor to two international investment groups.	April 16, 2007	500,000	3.49
Jennifer Trevitt ⁽¹⁾ Vancouver, British Columbia Director and Corporate Secretary	Vice President Corporate Affairs and Corporate Secretary of Minco Silver Corporation, Minco Gold Corporation and Minco Base Metals Corporation from July 2009 to present.	September 25, 2014	Nil	0

- (1) Current Member of the Audit Committee of the Company
- (2) Common Shares and options beneficially owned, directly and indirectly, over which control or direction is exercised, at the date hereof, based upon the information furnished to the Company by individual directors and officers. Unless otherwise indicated, such shares are held directly.
- (3) The directors, nominees, officers and other members of management of the Company, as a group beneficially own, directly or indirectly, 500,000 common shares of the Company, representing 3.49% of the total issued and outstanding common shares of the Company.
- (4) The information as to country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.

All of the nominees are residents of Canada.

Pursuant to the applicable securities registration, the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit, and to resolve any potential dispute with the Company's auditors. The audit committee of the Company currently consists of Michael Doggett, Jennifer Trevitt and Mar Bergstrom. The audit committee of the Company will be determined under the discretion of the board of directors. There are no other standing committees of the board of directors.

CEASE TRADE ORDERS, PENALTIES AND SANCTIONS

No person proposed as a director of the Company, at the date of this Information Circular, is or has been, within 10 years before the date of this Information Circular, a director or executive officer of any company that, while that person was acting in that capacity.

- (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days,
- (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of the cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days,
- (iii) 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,
- (iv) or 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the such person.

APPOINTMENT AND REMUNERATION OF AUDITOR

The persons named in the enclosed Instrument of Proxy will vote for the appointment of DeVisser Gray, Chartered Professional Accountants, of Vancouver, British Columbia, as Auditor of the Company, to hold office until the next Annual General Meeting of the Shareholders at remuneration to be fixed by the Directors.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, 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.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

None of the Insiders of the Company, no management 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 financial year, and no associate or affiliate of any of them has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's most recently completed financial year or in an proposed transaction which has materially affected or would materially affect the Company other than as disclosed under the heading "Executive Compensation", "Directors" and "Particulars of Matters to be Acted Upon".

During the financial year ended December 31, 2016, the Company was charged consulting fees of \$9,000 by JLT Consulting ("JLT"), a company controlled by Jennifer Trevitt, a director and officer of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

A. Named Executive Officers of the Company

The following table (presented in accordance with National Instrument Form 51-102F6) sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years (to the extent required by Form 51-102F6) in respect of each of the individuals comprised of the Acting Chief Executive Officer and the Acting Chief Financial Officer as at December 31, 2016 and the other three most highly compensated executive officers of the Company as at December 31, 2016 whose individual total salary and bonus for the most recently completed financial year exceeded \$150,000 and any individual who would have satisfied these criteria but for the fact that individual was not serving as such an officer at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

B. Compensation Discussion and Analysis

The Company does not have a compensation committee. The Board of Directors, as a group, determines all remuneration paid, if any, to all directors, officers and employees. There were no directors' fees paid during the year ending December 31, 2016.

"**Long Term Incentive Plan**" ("LTIP") means any plan providing compensation intended to motivate performance over a period greater than one financial year. LTIPs do not include option or stock appreciation rights plans or plans for compensation through shares or units that are subject to restrictions on resale. The Company did not grant any LTIP awards during the year ended December 31, 2016.

"**Stock Appreciation Right**" ("SAR") means a right, granted by an issuer or any of its subsidiaries as compensation for services rendered or otherwise in connection with office or employment, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of publicly trading securities.

SUMMARY COMPENSATION

Name & Principal Position	Annual Compensation				Long Term Compensation			
	Fiscal Year End	Salary (\$)	Bonus (\$)	Other Annual Comp (\$)	Common Shares Under Options /SARs Granted (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Payouts (\$)	All Other Compensation (\$)
Mar Bergstrom Vancouver, B.C. Acting President and Acting Chief Executive Officer	Dec 31/16	Nil	Nil	\$9,420.48 ⁽¹⁾	Nil	N/A	N/A	N/A
	Dec 31/15	Nil	Nil	6,626.69	Nil	N/A	N/A	N/A
	Dec 31/14	\$18,000	Nil	\$9,875.52	Nil	N/A	N/A	N/A
Scott Davis Vancouver, B.C. Acting Chief Financial Officer ⁽³⁾	Dec 31/16	\$6,000	Nil	Nil	Nil	N/A	N/A	N/A
	Dec 31/15	\$4,500	Nil	Nil	Nil	N/A	N/A	N/A
Scott Hamilton Vancouver, B.C. Former Acting Chief Financial Officer ⁽²⁾	Dec 31/16	Nil	Nil	Nil	Nil	N/A	N/A	N/A
	Dec 31/15	\$1,500	Nil	Nil	Nil	N/A	N/A	N/A
	Dec 31/14	\$6,000	Nil	Nil	Nil	N/A	N/A	N/A
Jennifer Trevitt North Vancouver, BC Director and Corporate Secretary	Dec 31/16	\$9,000	Nil	Nil	Nil	N/A	N/A	N/A
	Dec 31/15	\$7,500	Nil	Nil	Nil	N/A	N/A	N/A
	Dec 31/14	\$3,000	Nil	Nil	Nil	N/A	N/A	N/A

(1) Represents reimbursement of parking expenses and health insurance benefits.

(2) Mr. Hamilton resigned as Acting Chief Financial Officer on April 27, 2015.

(3) Mr. Scott Davis was appointed Acting Chief Financial Officer on April 28, 2015.

OPTION GRANTS DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR

The Company's Stock Option Plan was approved at the 2014 Annual General and Special Meeting. It is a 10% rolling plan whereby it has reserved 10% of the issued shares from time to time. There are currently no options granted.

There were no options granted during the year ending December 31, 2016.

2016

Name	Securities Under Options/SARs Granted (#)	% of Total Options/SARs Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
Nil	0	0	0	0	0

AGGREGATED OPTIONS/SAR EXERCISED DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR AND FINANCIAL YEAR-END OPTION/SAR VALUES

There were no options exercised during the most recently completed fiscal year ended December 31, 2016.

2016

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options at the end of the Financial Year (#) Exercisable	Value of Unexercised In-the-Money Options/SARs at December 31, 2007 (\$) Exercisable/Unexercisable
Nil	0	0	Nil	N/A

A. Directors of the Company

The Company does not have any compensation plan for its directors and it does not propose to pay or distribute any noncash compensation during the current financial year, other than the possible grant of incentive stock options.

The following table sets forth the value of all compensation provided to directors for the Company’s most recently completed financial year (not including those directors who are also Named Executive Officers).

NAME	FEES EARNED (\$)	OPTION-BASED AWARDS (\$)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
Michael Doggett	Nil	Nil	Nil	Nil

B. Options to Purchase Securities

During the financial year ended December 31, 2016, no stock options were granted to an Officer of the Company.

C. Option Re-Pricing

During the past ten years, the Company has not re-priced any stock options granted. However, in 2004 the Company stopped trading in US dollars and began trading and granting stock options in Canadian dollars.

D. Defined Benefit or Actuarial Plan or Pension Plan Benefits

The Company does not have a defined benefit or actuarial plan. Nor does it provide a pension plan for Named Executive Officers.

E. Termination and Change of Control Benefits

Pacific Link has not entered into any contracts, agreements, plans or arrangements that provide to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a Named Executive Officer’s responsibilities.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness, no Director, executive officer or senior officer of the Company, or any proposed nominee for election as a Director of the Company, or any associate or affiliate of any such Director, executive officer or senior officer or proposed nominee, is or has been indebted to the Company or any of its subsidiaries, or to any other entity that was provided a guarantee or similar arrangement by the Company or any of its subsidiaries in connection with the indebtedness, at any time since the beginning of the most recently completed financial year of the Company.

MANAGEMENT CONTRACTS

The business of the Company is managed by its directors and officers and the Company is not a party to any management contracts with persons who are not officers or directors of the Company.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information pertaining to the Company's equity compensation plan as at the end of the 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	Nil	N/A	1,432,585
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	Nil	N/A	1,432,585

COMPENSATION GOVERNANCE

The Company does not have a separate Compensation Committee, so the entire Board of directors is responsible for, among other things, evaluating the performance of the Company's executive officers, determining or making recommendations to the Board with respect to the compensation of the Company's executive officers, making recommendations to the Board with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations to the Board with respect to the compensation policy for the employees of the Company or its subsidiaries and ensuring that the Company is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Board has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Board does not have a pre-determined compensation plan. The Company does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Board.

The Board has not engaged the services of independent compensation consultants to assist it in making recommendations to the Board with respect to director and executive officer compensation.

In performing its duties, the Board has considered the implications of risks associated with the Company's compensation policies and practices. At its present early stage of development and considering its present compensation policies, the Company currently has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. A Named Executive Officer or director is permitted for his or her own benefit and at his or her own risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

AUDIT COMMITTEE

The Company must, pursuant to National Instrument 52-110 *Audit Committees* ("NI52-110"), have a written charter which sets out the duties and responsibilities of its audit committee. The text of the Company's audit committee charter is reproduced below.

The Audit Committee's Charter – Pacific Link Mining Corp.

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 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 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 at 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 Acting 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 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, timetables 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 including but not limited to insurance coverage of significant business risks, review material litigation and its effect on financial reporting, establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding public reporting, accounting, internal accounting controls, or auditing matters; and
- (b) review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation.

Accountability

The Committee chair has the responsibility to make periodic reports to the board, as requested, on financial matters relative to the Corporation. The Committee shall report its discussions to the board by maintaining minutes of its meetings and providing an oral report at the next board meeting.

Reliance on Experts

In contributing to the Committees' discharging of its duties under this mandate, each member shall be entitled to rely in good faith on:

- A. Financial statements of the company represented to the member by an officer of the company, or in a written report of the external auditors, to present the financial position of the company and the results of its operations in accordance with generally accepted accounting principles in all material respect; and
- B. Any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

The Board is of the view that monitoring the company's financial reporting and disclosure policies and procedures cannot be reasonably met unless the following activities (the "fundamental activities") are, in all material respects, conducted effectively:

- (a) The accounting functions are performed in accordance with a system of internal financial controls designed to capture and record properly and accurately all of the Company's financial transactions;
- (b) The internal financial controls are regularly assessed for effectiveness and efficiency;
- (c) The interim and annual financial statements are properly prepared by management in accordance with generally accepted accounting principles in all material respects; and
- (d) Financial statements are reported on by an external auditor appointed by the shareholders of the Company.

Composition of the Audit Committee

The following are the current members of the Committee:

Michael Doggett	Independent	Financially Literate
Mar Bergstrom	Non-Independent	Financially Literate
Jennifer Trevitt	Non-Independent	Financially Literate

Audit Committee Oversight

The audit committee is responsible for managing, on behalf of the shareholders, the relationship between the Company and the external auditors. In particular, it is responsible for:

- (a) Overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or related work;
- (b) Recommending to the Board the nomination and compensation of the external auditors; and
- (c) Pre-approval of non-audit services recommended to the Board.

The audit committee has not received any recommendations to the Board to nominate or compensate any auditor other than DeVisser Gray, Chartered Accountants.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*). The Corporation is relying upon the exemption in section 6.1 of NI 52-110 by including disclosure about its Audit Committee and its members in this Information Circular and not in an Annual Information Form.

Pre-Approval Policies and Procedures

The audit committee annually reviews all external audit services required, is informed of each non-audit service, and pre-approves the engagement of non-audit services, if necessary.

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	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2016	\$3,800	Nil	\$500	Nil
December 31, 2015	\$3,800	Nil	\$500	Nil

Limitations on Committee's Duties

In contributing to the Committee's discharging of its duties under these terms of reference, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in these terms of reference is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all board members are subject. The Committee

shall endeavour to monitor and review (but not to ensure) that the fundamental activities are being conducted effectively and that the objectives of the Company's financial reporting are being met and to enable the Committee to report thereon to the Board.

CORPORATE GOVERNANCE AND CODE OF CONDUCT

The Company has adopted a Corporate Governance Policy and a Code of Conduct. Copies of the Policy and Code are attached hereto as Schedule "A" and Schedule "B" respectively.

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information regarding the Company is available on SEDAR at www.sedar.com. Shareholders can obtain copies of the Company's financial statements and management discussion and analysis of financial results by sending a request in writing to the Company at 2772 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 3R5, or by sending an email to the Company at info@pacificlinkmining.com. Financial information regarding the Company is provided in the Company's audited financial statements for the year ending December 31, 2016 and in the accompanying management discussion and analysis, both of which are available on SEDAR at www.sedar.com.

CERTIFICATE

The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it is made.

DATED at Vancouver, British Columbia, August 8, 2017.

"Mar Bergstrom"

Acting President and Director

Schedule “A”

CORPORATE GOVERNANCE POLICY

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the Company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the “CSA”) have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate government practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI58-101.

Board of Directors and Directorships

The Corporation’s board of directors (the “Board”), which is responsible for supervising the management of the business and affairs of the Corporation, is comprised of three directors, one of which is independent. The independent director is Mr. Michael Doggett. The Acting President and Acting Chief Executive Officer of the Corporation, Ms. Bergstrom is not independent by virtue of being a member of the Corporation’s management. The Corporate Secretary of the Corporation, Ms. Trevitt is not independent by virtue of being a member of the Corporation’s management. The Company is electing a total of three directors at the AGM scheduled for September 12, 2017. Therefore, the Board will have three directors, one thirds of the directors of the Board are independent.

The following table sets forth the boards of other reporting issuers (or companies that are equivalent to reporting issuers) that the directors of the Corporation currently are directors of:

Director	Additional Public Company Directorships
Mar Bergstrom	None
Jennifer Trevitt	None
Michael Doggett	Minco Gold Corporation

The independent members of the Board do not hold regularly scheduled meetings at which the non-independent directors and members of management are not in attendance. Although the independent directors do not hold meetings without the non-independent directors and members of management, the Board facilitates open and candid discussion among its independent directors.

The Board shall consist of three directors. Of the three proposed management nominees for the Board, Michael Doggett is “outside” and an “unrelated” director. The other nominees, Mar Bergstrom and Jennifer Trevitt, by nature of their management positions, are “inside” and “related”. The entrepreneurial nature of the Company, and the current stage of the Company’s development, make it appropriate for the Board to be composed of the present number and composition of directors, and the Board believes that

when balanced against the attendant increase in cost to the Company and possible reduction in the efficiency with which decisions are made, it would not be warranted to significantly increase the size of the Board or change the Board's composition at this time.

The Board currently consists of two related and inside directors, Ms. Mar Bergstrom and Ms. Jennifer Trevitt, and one unrelated and outside director, Mr. Michael Doggett. Ms. Bergstrom and Ms. Trevitt are considered Management Directors under Corporate Governance guidelines.

Mr. Doggett is a past Director of the Mineral Exploration Program at Queen's University in Kingston, Ontario, Canada. Currently, he is an independent mineral economics consultant based in Vancouver. The majority of his time is spent in the field of mineral economics. He holds 500,000 common shares of the Company.

Ms. Bergstrom is currently Acting President and Acting Chief Executive Officer of the Company. She does not hold any shares of the Company.

Ms. Trevitt is currently Corporate Secretary and Director of the Company. Also, she is Vice President Corporate Affairs and Corporate Secretary of Minco Gold Corporation, Minco Silver Corporation and Minco Base Metals Corporation. She does not hold any shares of the Company.

Orientation and Continuing Education

The Corporation is developing an orientation program, administered by the existing Board as a whole for new directors which will provide each new director with a manual containing information regarding the roles and responsibilities of the Board, Audit Committee, the Chair of the Board, the Chair of the Audit Committee and the CEO. The manual will contain information regarding the nature and operation of the business and organizational structure of the Company. The directors are encouraged to stay abreast of industry developments, legal issues and the evolving business of the Corporation.

Ethical Business Conduct

The Corporation encourages and promotes a culture of ethical business conduct by encouraging an open dialog between employees and management. The Corporation's Audit Committee is responsible for ensuring the accuracy of the Corporation's financial information.

The Board has adopted a written Code of Conduct to promote a culture of ethical business conduct by its directors. Directors are expected to make responsible and ethical decisions in discharging their duties, thereby setting an example of the standard to which management and employees should adhere. The Board is required to satisfy itself that the CEO or President and other executive officers are acting with integrity and fostering a culture of integrity throughout the Corporation.

Nomination of Directors

The Board as a whole has the responsibility for identifying qualified new candidates and appointing directors to Committees. The Board reviews the composition and size of the Board in advance of annual meetings, as well as when individual directors indicate that their term may end or that their status may change. The Board has the power to engage a consultant or advisor to assist the Board in discharging its duties with respect to nominating directors. Independent directors also take a leading role in discussions on appropriate candidates for election to the Board.

Compensation

The Board does not have a Compensation Committee at the current time. The Board as a whole evaluates any proposed compensation to be received by other executive officers and management. Compensation of management and executive officers of competitors are considered in determining compensation. The Board has the power to engage a compensation consultant or advisor to assist in determining appropriate compensation.

Other Board Committees

Other than the Audit Committee, the Board does not have any other committee. The Board as a whole has the power to appoint a committee on an ad hoc basis.

The current members of the Audit Committee are Mr. Doggett, independent director, Ms. Trevitt and Ms. Bergstrom.

Assessments

The Board is responsible for conducting annual evaluations and assessments of their performance, contributions and effectiveness of individual directors, the Chair of the Board, if any, the Chair of the Audit Committee, the Audit Committee of the Board and the Board as a whole.

Schedule “B”

CODE OF CONDUCT

Introduction

Our Board of Directors has adopted this Code of Conduct to provide principles for the purpose of promoting:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, any Securities Commission in Canada and in other public communications;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of our Code of Conduct; and
- Accountability for adherence to our Code of Conduct.

Our Code of Conduct applies to all of our employees, directors and officers, including our Acting Chief Executive Officer, Acting Chief Financial Officer and any other senior financial officers performing similar functions. In our Code of Conduct these individuals are referred to as “you”.

Principles

1. You shall act with honesty and integrity in the performance of your duties, shall comply with all laws, rules and regulations of federal and provincial governments and other private and public regulatory agencies that affect the conduct of our business and our financial and other reporting.
2. You are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that we file with, or submit to, the Canadian Securities Administrators and in our other public communications. Accordingly, each of you is responsible for promptly bringing to the attention of the Chair, Audit Committee any material information of which you may become aware that affects our disclosure in our public filings.
3. You shall promptly bring to the attention of the Chair, Audit Committee any information you may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to us and the operation of our business or any violation of this Code of Conduct. You may also use the complaint procedures that have been established by our Audit Committee. In either event, any reporting is confidential and you are protected from retaliation.
4. You shall promptly bring to the attention of the Chair, Audit Committee any information you may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect our ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees, including those who have a significant role in our financial reporting, disclosures or internal controls.

5. You must avoid any personal activity or association that could appear to influence your judgment or affect our best interests. You shall promptly bring to the attention of the Chair, Audit Committee any information you may have concerning any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees, including those who have a significant role in our financial reporting, disclosures or internal controls.

Reporting Violations

If you observe or become aware of an actual or potential violation of this Code of Conduct or of any law or regulation, it is your responsibility to report the circumstances of the actual or potential violation as provided below. You are also required to cooperate in the investigation by Pacific Link of the actual or potential violation of this Code of Conduct. Any employee who in good faith raises an issue regarding a possible violation of law or this policy will not be subject to retaliation, and his or her confidentiality will be protected to the extent possible, consistent with law, corporate policy and the requirements necessary to conduct an effective investigation.

To report an actual or potential violation of this Code of Conduct, you should contact the Chair, Audit Committee, either in person or in writing at (604) 484-8252 or email: info@pacificlinkmining.com. The Company's address is 2772 – 1055 West Georgia Street, P.O. Box 11176, Vancouver, B.C. V6E 3R5. The Chair, Audit Committee will forward the report to the Acting President and Acting Chief Executive Officer and retain a copy of the report until the report is addressed at a meeting of the Board of Directors or until such time as the Chair of the Audit Committee confirms that the Board of Directors has satisfactorily addressed the report of the actual or potential violation of this Code of Conduct.

If you are not satisfied with the Chair, Audit Committee's response or require an alternative means of reporting a violation, you may also report an actual or potential violation of this Code of Conduct directly to the Acting President and Acting Chief Executive Officer by:

1. Sealing the report in an envelope marked:
Confidential – Code of Conduct Violation
Acting President and Chief Executive Officer, Pacific Link Mining Corp.

Please call the Acting President and Acting Chief Executive Officer at (604) 484-8252 if you have any questions or concerns about the above procedures.

Violations and Waivers

Our Acting President and Acting Chief Executive Officer shall advise the Board of Directors in writing of all violations of this Code of Conduct reported to him. The Acting President and Acting Chief Executive Officer shall also advise the Board of Directors of all violations of this Code of Conduct reported to him in confidence and take, to the extent possible, necessary precautions to maintain the confidentiality of the report.

Our Board of Directors shall determine, with or without the advice of others, appropriate actions to be taken in the event there is a violation of this Code of Conduct. These actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Conduct and may include actions ranging from (a) written notices to the individual involved that the Board has determined that there has been a violation to (b) termination of the individual's employment. In determining what action is

appropriate in a particular case, the Board of Directors will take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

No waivers of any provision of this Code of Conduct may be made except by the Board of Directors. Only the Board of Directors may amend this Code of Conduct. Any waiver or amendment shall be reported as required by law or regulation.