



FORSYS METALS CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD ON MAY 25, 2017**

AND

MANAGEMENT INFORMATION CIRCULAR

Prepared as at April 17, 2017



Forsys Metals Corp.
PO Box 909, 31 Adelaide Street East,
Toronto, Ontario M5C 2K3

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of Class A common shares (the “**Common Shares**”) in the capital of Forsys Metals Corp. (the “**Company**”) will be held in the boardroom at the offices at Suite 200, 20 Adelaide Street East, Toronto, Ontario M5C 2T6 on Thursday, May 25, 2017, at 11:00 am (Toronto time) for the following purposes:

1. to receive the consolidated financial statements of the Company for the year ended December 31, 2016, together with the report of the auditors thereon;
2. to appoint auditors and to authorize the directors to fix the remuneration of the auditors;
3. to elect directors;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the issuance of Common Shares of the Company to certain related parties who are officers and directors of the Company to settle outstanding amounts owed to the related parties by the Company, of which the details and the full text of the resolution are set out in the attached management information circular; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular dated April 17, 2017. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting (the “**Record Date**”) is at the close of business on April 10, 2017. Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment thereof in person are requested to date, sign and return the accompanying Proxy for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be delivered by facsimile to (416) 595-9593 or mailed so as to reach or be deposited with the Secretary of the Company, c/o TSX Trust Company, 200 University Ave, Suite 300, Toronto, Ontario, Canada M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario), prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The persons named in the enclosed Proxy are directors or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholders behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder’s appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered by facsimile to **TSX Trust Company at (416) 595-9593.**

DATED at Toronto, Ontario as of April 17, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Marcel Hilmer*”

Marcel Hilmer
Chief Executive Officer



FORSYS METALS CORP.
PO Box 909, 31 Adelaide Street East,
Toronto, Ontario M5C 2K3

**MANAGEMENT INFORMATION CIRCULAR
FOR THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
To be held on May 25, 2017**

SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Forsys Metals Corp. (the “Company”) for use at the annual and special meeting (the “Meeting”) of holders (the “Shareholders”) of Class A common shares (the “Common Shares”) of the Company, and any adjournment thereof, to be held in the boardroom at the offices at Suite 200, 20 Adelaide Street East, Toronto, Ontario M5C 2T6 on Thursday, May 25, 2017, at 11:00 am (Toronto time) and for the purposes set forth in the accompanying notice of meeting (the “Notice of Meeting”). While it is expected that the solicitation will be made primarily by mail, proxies may also be solicited personally, by telephone or by other forms of electronic communications by directors, officers, employees or agents of the Company. All costs of solicitation by management will be borne by the Company.

Unless otherwise stated, all information contained in this Circular is presented as at April 17, 2017 and all references to \$ in this Circular are to Canadian dollars.

This Circular describes the matters to be acted on at the Meeting and the procedures for attending or appointing proxies to vote at the Meeting.

NOTICE-AND-ACCESS

In accordance with the notice-and-access (“**Notice-and-Access**”) rules under National Instrument 54-101 - Communications with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”), the Company has sent its proxy-related materials to registered holders and non-objecting beneficial owners using Notice-and-Access. Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) online, via SEDAR at www.sedar.com and one other website, rather than mailing paper copies of such materials to shareholders. The Notice-and-Access provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense. The Company will not rely upon the use of 'stratification'.

The Company will deliver the Meeting materials to Shareholders by posting the Meeting materials at <http://noticeinsite.tsxtrust.com/ForsysMetalsCorpASM2017>. The Meeting materials will be available as of April 24, 2017, and will remain on the website for one full year. The Meeting materials will also be available on the SEDAR website at www.sedar.com as of April 24, 2017. The Company intends to pay for the Intermediary to deliver to objecting Non-Registered Shareholders the proxy-related materials and Form 54-101F7 - *Request for Voting Instructions Made by Intermediary* of NI 54-101.

The Company anticipates that Notice-and-Access will directly benefit the Company through a reduction in both postage and material costs and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Registered holders or beneficial owners may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the meeting materials are posted on the website referenced above. In order to receive a paper copy of the Meeting materials or if you have questions concerning Notice-and-Access, please contact the Company's transfer agent, TSX Trust Company, by email at TMXEInvestorServices@tmx.com, by telephone at 1-866-393-4891 ext. 205 up to and

including the date of the Meeting, including any adjournment of the Meeting. Requests for paper copies of the Meeting materials should be received by May 15, 2017 in order to receive the Meeting materials in advance of the Meeting.

APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy (the “**Proxy**” or “**Proxies**”, as the case may be) are the Chief Executive Officer and the Corporate Secretary respectively, of the Company. **A Shareholder wishing to appoint some other person or company (who need not be a Shareholder of the Company) to attend and act for the Shareholder at the Meeting has the right to do so, by striking out the names of the two persons named in the accompanying form of Proxy and inserting the desired person’s name in the blank space provided on the form of Proxy or by completing another Proxy.**

To be valid, a Proxy must be signed by the Shareholder or the Shareholder’s attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney. A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed Proxy with the Company’s transfer agent and registrar, TSX Trust Company, Proxy Department, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, facsimile: (416) 595-9593, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy. If you are a beneficial Shareholder and receive these materials through a broker or through another intermediary, please complete and return the Proxy or voting instruction form in accordance with the instructions provided by your broker or other intermediary.

NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or their duly appointed proxy holders are permitted to vote at the Meeting. If you are a registered shareholder, you can vote your shares at the meeting either in person or by proxy. Most Shareholders of the Company are non-registered shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of a brokerage firm, bank or trust company. A person is not a registered shareholder (a “**Non-Registered Shareholder**”) in respect of Common Shares which are held either:

- (a) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Common 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.

In accordance with Canadian securities laws, the Company will have distributed copies of the Notice of Meeting, this Circular and the Proxy (collectively the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to a Non-Registered Shareholder unless a Non-Registered Shareholder has waived the right to receive them. Typically, Intermediaries will use a service company such as Broadridge Financial Solutions Inc., (“**Broadridge**”) to forward the Meeting Materials to Non-Registered Shareholders.

Non-Registered Shareholders who have not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a Proxy. The purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Non-Registered Shareholders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form

In most cases, a Non-Registered Shareholder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Shareholder does not wish to attend and vote at the Meeting in person, (or have another person attend and vote on the Shareholder’s behalf), the voting instruction form should be completed, signed and returned in accordance with the directions on the form. Voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone, fax, or through the Internet at www.proxyvote.com. If a Non-Registered Shareholder, who receives a voting instruction form, wishes to attend the vote at the Meeting in person (or have another person attend and vote on the Shareholder’s behalf), the Non-Registered Shareholder must complete, sign and return the voting instruction form in accordance with the directions provided and a Legal Proxy giving the right to attend and vote at the Meeting will be forwarded to the Non-Registered Shareholder.

Form of Proxy

Less frequently, a Non-Registered Shareholder will receive, as part of the Meeting Materials, a Proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise uncompleted. If a Non-Registered Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholder’s behalf) the Non-Registered Shareholder must complete the

Proxy and deposit it with Equity Financial Trust Company as described above. If a Non-Registered Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Shareholders behalf), the Non-Registered Shareholder must strike out the names of the persons named in the Proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided.

Non-Registered Shareholders should carefully follow the instructions set out on the forms they receive, including those regarding when and where to return the forms received and contact their Intermediary promptly if they need assistance.

REVOCATION OF PROXIES

In addition to any other manner permitted by law, a registered shareholder who has given the Company a Proxy may revoke the Proxy by:

- (a) completing and signing a Proxy bearing a later date and depositing it with the Company care of TSX Trust Company, as described above;
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing (i) at the registered office of the Company at any time up to the last business day preceding the day of the Meeting, or any adjournment or postponement of the Meeting at which the Proxy is to be used or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment or postponement of the Meeting; or
- (c) in any other manner permitted by law.

Non-Registered Shareholders should contact the intermediary through which he or she holds shares of the Company in order to obtain instructions regarding the procedures for revocation of any voting instructions that he, she or it has provided to his or her intermediary.

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

VOTING OF PROXIES

Common Shares represented by properly executed Proxies in favour of the persons designated in the enclosed form of Proxy will, where a choice with respect to any matter to be acted upon has been specified in the form of Proxy, be voted in accordance with the specification made. Such Common Shares will be voted in favour of each matter for which no choice has been specified by the Shareholder.

The enclosed form of Proxy, when properly completed and delivered, but not revoked, confers discretionary authority upon the persons appointed as a proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters that may properly come before the Meeting.

In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting, or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of Proxy to vote in accordance with their best judgement on such matters of business. At the time of printing this Circular, management of the Company knew of no such amendment, variation or other matter which might be presented to the meeting.

RECORD DATE

The record date for determination of the Shareholders entitled to receive the Notice of Meeting and to vote at the Meeting and any adjournment thereof will be at the close of business on April 10, 2017. Only Shareholders of record at the close of business on April 10, 2017 who either personally attend the Meeting or who have completed and delivered a form of Proxy in the manner and subject to the provisions described above will be entitled to vote at the Meeting.

Each shareholder is entitled to one vote for each Common Share registered in his, her or its name on the list of Shareholders, which is available for inspection during normal business hours at the offices of TSX Trust Company, Proxy Department, 200 University Avenue, Suite 300, Toronto Ontario M5H 4H1 or at the Meeting. Each Shareholder named in the list will be entitled to vote, on all resolutions put forth at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Company has issued and outstanding 145,911,421 fully paid and non-assessable Common Shares without par value being the only class of shares outstanding and entitled to vote at the Meeting. Each Shareholder on the record date will be entitled to one (1) vote for each Common Share held by such holder on all matters proposed to come before the Meeting.

To the knowledge of the directors and senior officers of the Company, as at the date hereof, no person or company beneficially owns, directly or indirectly, controls or directs common shares carrying 10% or more of the voting rights attached to the outstanding common shares of the Company other than as follows:

Name	Number of Common Shares	Percentage of Outstanding Common Shares (undiluted)
Leonardo Trust	69,833,334	47.9%

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Company's directors, the only matters to be dealt with at the Meeting are those matters set forth in the accompanying Notice of Meeting and more fully described below.

If any other matter properly comes before the Meeting it is the intention of the persons named in the Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

1. Consolidated Financial Statements

The consolidated financial statements of the Company for the years ended December 31, 2016 and December 31, 2015, together with the report of the Company's auditors thereon, will be presented to the Company's Shareholders at the meeting.

These consolidated financial statements were mailed to Shareholders who have requested that the Company provide them with financial statements, with the Notice of Meeting and the Circular. The Consolidated Annual Financial Statements are also available on the Company's website at www.forsysmetals.com and on the Company's filings on SEDAR at www.sedar.com.

2. Appointment of Auditors

Shareholders will be asked to vote for the appointment of BDO Audit (WA) Pty Ltd, Chartered Accountants ("BDO") as auditors of the Company to hold office for the ensuing year, until the next annual general meeting of the Shareholders at a remuneration to be fixed by the audit committee (the "Audit Committee") and the Board of Directors (the "Board"). On December 15, 2016, at the request of the Company, PricewaterhouseCoopers resigned as auditors and the Board appointed BDO the auditors of the Company on December 16, 2016.

The Notice of Change of Auditor required pursuant to National Instrument 51-102 is attached hereto as Schedule "A" together with letters from BDO and PricewaterhouseCoopers respecting the change.

The auditor is appointed by the Company's Shareholders and reports the results of its audit in the Company's consolidated annual financial statements to the Shareholders. The auditor is required to confirm to the Audit Committee its independence from management in connection with the audit. BDO has confirmed its independence from management in connection with the audit of the consolidated financial statements for the year ended December 31, 2016.

In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by management of the Company will be voted in favour of the appointment of BDO as auditors of the Company.

3. Election of Directors and Information Regarding Proposed Directors

Management of the Company proposes to nominate the persons named in the following table (the "Nominees") for election to the Board. The term of each of the current directors of the Company will expire at the conclusion of the Meeting and each director elected at the Meeting will begin to hold office immediately after the Meeting and continue to hold office until the next annual meeting of the Company or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the bylaws of the Company or he becomes disqualified to act as a director.

The bylaws of the Company provide that the Board consists of a minimum of three (3) and a maximum of nine (9) directors. The number of directors to be elected annually to the Board has been set at five (5) by the Board.

Majority Voting Policy

Rules of the Toronto Stock Exchange (the “TSX”) require a listed issuer to disclose in the materials sent to its shareholders for a meeting at which directors are to be elected whether or not it has adopted a majority voting policy and, if not, to explain why it has not adopted such a policy in its meeting materials. The Company is governed by the *Business Corporations Act* (Ontario) which provides for plurality voting (i.e. shareholders may vote for or withhold their votes for each director with the result that a director may be elected if he or she receives just one vote) as opposed to majority voting for directors. A majority voting policy generally requires that a director tender his or her resignation if the director receives more “withheld” votes than “for” votes (a “**majority withheld vote**”) at any meeting where shareholders vote on the uncontested election of directors. An “uncontested election” means the number of director nominees for election is the same as the number of director positions on the Board. A majority voting policy does not apply in the event of a contested election of directors.

On March 17, 2014, the Board adopted a majority voting policy. Under this new policy, a director of the Company is required to tender his or her resignation if the director receives a majority withheld vote at any meeting where shareholders vote on the uncontested election of directors. The resignation would become effective upon acceptance by the Board. The Board will review the circumstances of the election as to whether or not to accept that tendered resignation. The Board must make a decision as soon as reasonably possible and in any event within 90 days of the resignation. The director who tendered the resignation would not be part of the decision-making process. The Board may fill a vacancy created by a resignation which has been accepted in accordance with the OBCA or may reduce the size of the Board in accordance with the OBCA.

In keeping with the new rules of the TSX, the Company will continue to elect each director annually and individually and will forthwith after the shareholders’ meeting disclose the detailed results of the voting for directors.

The enclosed form of proxy allows shareholders to direct proxyholders to vote individually for each of the nominees named below as director of the Company.

The persons named in the accompanying form of proxy intend to vote the shares represented thereby “FOR” the election of the nominees named below as directors of the Company, unless the shareholder has specified in the proxy that the shares represented thereby are to be withheld from voting in respect of one or more nominees. Management has no reason to believe that any of the nominees named above will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the accompanying form of proxy shall have the right to vote for another nominee in such proxyholder’s discretion, unless the proxy withholds authority to vote for the election of directors.

The following table and the notes thereto state the names and province or state and country of residence of each of the persons proposed to be nominated by management for election as directors, all other positions and offices with the Company now held by them, their principal occupations, businesses or employments, the period or periods of service as directors of the Company and the number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof.

NAME, MUNICIPALITY OF RESIDENCE AND CURRENT POSITION(S) WITH THE COMPANY ⁽¹⁾	PRINCIPAL OCCUPATION (PAST FIVE YEARS) ⁽¹⁾	DIRECTOR SINCE	BENEFICIAL OWNERSHIP OF COMMON SHARES ⁽²⁾
Martin R. Rowley ^{(3) (5)} Perth, Western Australia, Australia Chairman	Chairman of the Company since October 2007; Executive Director of Business Development of First Quantum Minerals Ltd. since January 2007; Chief Financial Officer of First Quantum Minerals Ltd. from December 1997 to January 2007; Non-executive Chairman and a director of Lithium One Inc from November 2009 to July 2012. Non-executive Chairman and a director of Galaxy Resources Limited since November 2013.	October 22, 2007	7,000
Marcel Hilmer ⁽⁶⁾ Perth, Western Australia, Australia Director and Chief Executive Officer	Director and Chief Executive Officer of the Company since February 4, 2010; Executive consultant to the mining industry since 2004 working principally with First Quantum Minerals Ltd; Director and Chief Executive Officer of Caravel Minerals Ltd since November 2012.	February 4, 2010	258,633
Mark Frewin ⁽⁶⁾ Little Dunmow, United Kingdom Director and Vice-President Legal Affairs	Director of the Company since September 2005; Vice-President Legal Affairs of the Company from June, 2010 to March 2017; Head of Legal Affairs of the Company from June 2007 to June 2010; Director of Caledonian Consultancy Limited since June 2013. Partner, McCarthy Tétraut LLP (Law Firm) from January 2006 to June 2013;	September 6, 2005	550,000

NAME, MUNICIPALITY OF RESIDENCE AND CURRENT POSITION(S) WITH THE COMPANY ⁽¹⁾	PRINCIPAL OCCUPATION (PAST FIVE YEARS) ⁽¹⁾	DIRECTOR SINCE	BENEFICIAL OWNERSHIP OF COMMON SHARES ⁽²⁾
	Director of Giyani Gold Corp. from June 2012 to February 2016; Chairman of Westbridge Energy Corp. from August 2012 to November 2015.		
Paul Matysek, M. Sc., P. Geo. ^{(3) (4) (6)} West Vancouver, B.C., Canada Director	Director of the Company since October 2007; Businessman; Chairman of Equator Resources Ltd since February 2017; CEO of Goldrock Mines Corp. from November 2012 to July 2016; Chairman of Lithium X since November 26, 2015; Director and CEO of Lithium One Inc from July 2009 to July 2012; Director, President and CEO of Potash One Inc. from 2007 to 2011.	October 22, 2007	10,000
Jorge Estepa ⁽⁶⁾ Brampton, Ontario, Canada Director and Corporate Secretary	Director of the Company since March 2015; Corporate Secretary of the Company since April 2004; Previously Director of the Company from April 2004 until March 2006; Vice President, Secretary and Treasurer of: (i) Cartier Iron Corp. from 1995; (ii) Eloro Resources Ltd. from 1997; (iii) Champion Iron Mines Limited (formerly Champion Minerals Inc.) from 2006 to 2014; Corporate Secretary (Canada) of Champion Iron Limited since March 2014; and Director of Canoe Mining Ventures Corp. since December 2013.	March 23, 2015	236,000

Notes

- (1) The information as to residence and principal occupation has been provided by the nominees.
- (2) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been provided by each nominee individually and is as of March 31, 2017.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee
- (5) Member of the Nomination and Governance Committee
- (6) Member of the Health, Safety and Environment Committee

Corporate Cease Trade Orders or Bankruptcies

To the best of management's knowledge, no proposed director is, as at the date hereof, or has been, within the ten years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity,

- (a) was subject to 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;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

Personal Bankruptcies

To the best of management's knowledge, no proposed director has, within the 10 years before the date hereof, 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 his assets.

Penalties or Sanctions

No proposed director of the Company has been subject to:

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

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

4. Issuance of Shares-for-Debt to Related Parties

Background

Recognizing the need to conserve capital and improve the Company's balance sheet while global financial markets remain turbulent and financing uranium exploration and development companies remains difficult, the Company proposes to settle \$17,130 of debt owed to an arm's length creditor, who is a former director of the Company, by issuing 130,266 Common Shares at a deemed price of \$0.1315 per Common Share in settlement and satisfaction of the debt owed to the creditor. The debt represents unpaid director fees to a former director of the Company. In addition, certain officers and directors of the Company and/or the private corporation's controlled by them, have proposed, subject to the receipt of all necessary shareholder and regulatory approvals, to settle \$141,084 of debt owed to them by having the Company issue 1,072,880 Common Shares to them at a deemed price of \$0.1315 per Common Share in settlement and satisfaction of the debts owed to them. The debt represent unpaid management fees owing to Mark Frewin, the Company's Vice President, Legal Affairs and Jorge Estepa, the Company's Corporate Secretary together with unpaid directors fees owing to Martin Rowley and Paul Matysek. The deemed price of the Common Shares represents the previous 5-day volume weighted average price ("VWAP") of the Company's Common Shares on the TSX as of the date of the Circular.

The Board of Directors of the Company unanimously approved proceeding with the settlement of the debts owed (with those directors holding some of the subject debt both directly and indirectly (i) having declared and fully disclosed the nature and extent of interests, (ii) having refrained from attending or participating in that part of the meeting in which the proposed transaction was discussed and (iii) having not voted thereon).

Subject to the approval of the TSX and the Shareholders excluding the Related Parties named below, the Company proposes to issue up to 1,203,146 Common Shares at a deemed price of \$0.1315 per share, to settle outstanding debts owed by the Company to creditors in the aggregate amount of up to \$158,214 (the "**Shares-for-Debt Transaction**"). The Common Shares to be issued in the Shares-for-Debt Transaction represents payment in lieu of cash. The Shares-for-Debt Transaction is being proposed by the Company to conserve capital and improve the Company's balance sheet while global financial markets remain turbulent and financing uranium exploration and development companies remains difficult.

Pursuant to the policies of the TSX and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), a shares-for-debt settlement with "Insiders" requires the approval of a majority of the disinterested shareholders of the Company who vote on the applicable resolution at a meeting of the shareholders. Accordingly, the following officers and directors and their private corporation's controlled by them, associates and affiliates will not be entitled to vote on the resolution to approve the Shares-For-Debt Transaction: Martin Rowley, Paul Matysek, Mark Frewin and Jorge Estepa (the "**Related Parties**").

The following is a breakdown of the debt proposed to be settled with each Related Party, and the number of Common Shares expected to be issued to each of them:

Name of Insider (Related Party)	Relationship to the Company	Debt to be Settled (\$)	Shares to be Issued as Payment (#)
Martin Rowley	Director	65,750.33 (1)	500,002
Paul Matysek	Director	29,083.33 (1)	221,166
Mark Frewin	Director and Officer	35,750.33 (1)	271,865
Jorge Estepa	Director and Officer	10,500.00 (1)	79,847

Notes: (1) Debts are owed to the individuals or their private corporation's owned by the respective Related Party.

Related Party Rules

As the Company is a reporting issuer in Ontario, the Shares-for-Debt Transaction is also subject to MI 61-101, a multilateral instrument of the Canadian Securities Administrators intended to regulate certain transactions to ensure the protection and fair treatment of minority security holders. MI 61-101 requires, in certain circumstances, enhanced disclosure, approval by a majority of security holders excluding interested or related parties and the preparation of independent valuations and approval.

The protections afforded by MI 61-101 apply to "related party transactions" (as such term is defined in MI 61-101). The Shares-for-Debt Transaction is a "related party transaction" under MI 61-101 as the Company is proposing issuing securities to insiders of the Company qualifying as a "related party" (as such term is defined in MI 61-101). Each of the Officers and Directors of the Company and their affiliates (as well as the Related Parties set out above and their affiliates) is a "related party" to the Company.

While the Shares-for-Debt Transaction constitutes a “related party transaction” under MI 61-101, it is not subject to the requirement to obtain a formal valuation. The Company is exempt from such requirements in MI 61-101 since the fair market value of the Shares-for-Debt Transaction would not exceed 25% of the Company’s market capitalization at the time the Shares-for-Debt Transaction was negotiated between the Company and the related parties. There were no prior valuations in respect of the Company that relate to or are otherwise relevant to the Shares-for-Debt Transaction.

Additionally, as the Company is listed on the TSX, disinterested Shareholder approval is required by the TSX pursuant to Section 613(a) of the TSX Company Manual which specifically deems a shares-for-debt transaction to insiders to be a “Security Based Compensation Arrangement” which requires disinterested Shareholder approval.

Shares-for-Debt Resolution

In accordance with TSX policies and MI 61-101, disinterested shareholders of the Company will be asked to approve the following resolution authorizing the Shares-for-Debt Transaction with the Related Parties:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Subject to the approval of the TSX and the Shareholders excluding the Related Parties named above, the Company be and is hereby authorized to issue, at such time as the directors of the Company may, in their sole discretion determine, up to an aggregate of 1,072,880 Common Shares of the Company, in lieu of up to an aggregate of \$141,084 of cash consideration in settlement of debts of up to \$141,084 at a rate of \$0.1315 per Common Share; and
2. Any one director or officer of the Company is hereby authorized to execute (whether under the corporate seal of the Company or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with these resolutions, the execution of any such document or the doing of any such other act or thing by an director or officer of the Company being conclusive evidence of such determination.”

In accordance with the requirement to obtain disinterested shareholder approval, shares beneficially owned by the Related Parties named above or by their holding corporations, associates or affiliates (as such terms are defined in the TSX policies) will not be eligible to vote on this resolution. As at the date hereof, the Related Parties named above own or control, directly or indirectly, in the aggregate 803,000 Common Shares representing approximately 0.55% of the issued and outstanding Common Shares of the Company.

The Company’s board of directors recommends that shareholders vote “FOR” the approval of the Shares-for-Debt Transaction resolution. In the absence of contrary instructions, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Shares-for-Debt Transaction resolution.

Unless a proxy specifies that the shares it represents are to be voted against the Shares-for-Debt Transaction resolution or the proxy is from a Related Party named above or an associate, affiliate or holding company related thereto, the proxies named in the accompanying form of proxy intend to vote in favour of the Shares-for-Debt Transaction resolution.

5. Other Business at the Meeting

The management of the Company is not aware of any other matter to come before the Meeting, other than as set out in this Circular. However, if any other business is properly presented at the Meeting and may properly be considered and acted upon, proxies will be voted by those persons named in the Proxy in their discretion, including with respect to any amendments or variation to the matters identified in the Meeting Materials.

BOARD STATEMENT ON EXECUTIVE COMPENSATION

A. General

This section discloses all direct and indirect compensation provided to certain executive officers and directors for services they have provided to the Company as required by Form 51-102F6 under National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 52-110**”). In this section Named Executive Officers (“**NEOs**” or “**NEO**”) means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000 per annum as well as any individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

B. Compensation Discussion and Analysis

The compensation committee (the “**Compensation Committee**”) is appointed by the Board to discharge the Board’s duties and responsibilities with respect to officer and director compensation. During the most recently completed financial year, the Compensation Committee consisted of two members, both of whom are “independent” within the meaning of section 1.4 of NI 52-110 being Paul Matysek, who acts as committee chairman together with Mr. Cornini (resigned October 13, 2016).

The Compensation Committee is responsible for obtaining information on executive compensation from a variety of sources, including independent consultants, compensation surveys and information from companies similar in size and function to that of the Company and then takes recommendations to the Board on compensation and all of its various elements. The Compensation Committee also reviews, identifies and mitigates risks that may be associated with the Company’s compensation policies.

Each of the Committee members has held senior management positions in public companies and has considerable experience in developing compensation programs, particularly in the context of executive compensation.

The Compensation Committee develops and oversees the implementation of executive compensation plans and policies that are intended to:

- (a) attract and retain skilled and experienced executives and senior managers;
- (b) motivate the short and long-term performance of these executives and senior managers to achieve corporate objectives and create shareholder value; and
- (c) encourage executives and senior managers to link their personal financial interest to those of the Company’s Shareholders.

In compensating its senior management, in 2016 the Company has used a combination of base salary, incentive bonuses and equity participation through the Company’s Amended and Restated Stock Option Plan (the “**Stock Option Plan**”). The Company is not currently considering making any significant changes in its compensation policies and practices in the next year.

Base Consulting Fees and Salaries

In the view of the Board and Compensation Committee, paying base salaries which are competitive in the markets in which the Company operates is a first step in attracting and retaining talented, qualified and effective executives. The compensation of the executive and senior managers of the Company is determined taking into consideration compensation paid to persons occupying similar positions with resource exploration and development stage companies of comparable size in Canada, the individual’s experience, education and corporate responsibilities. The services of the executive officers are provided to the Company under consulting arrangements. An annual review is conducted of the fees payable under the relevant consulting agreements and, where appropriate, adjustments are made to executive compensation. In 2016, in consideration of the depressed uranium sector within the mining industry and in conjunction with the corporate overhead cost reductions, the Company maintained base salaries at reduced levels until such time that a market recovery occurs.

Annual Incentive Plans

A component of the annual incentive plans is the provision of incentive bonuses in the form of cash payments to add a variable component to compensation based on corporate and individual performances for executive officers, directors and employees and to ensure that compensation is industry competitive.

In 2016, the Compensation Committee did not make any recommendations to the Board in relation to payment of incentive bonuses. Payments of incentive bonuses are at the discretion of the Board.

Equity Participation

The Board and Compensation Committee believe that encouraging its executives and employees to become Shareholders is the best way of aligning their interests and those of the Shareholders. Equity participation is accomplished through the Stock Option Plan. Participation in the Stock Option Plan rewards overall corporate performance, as measured through the price of the Common Shares.

The Company’s Stock Option Plan described in more detail below under the heading “Securities Authorized for Issuance Under Equity Compensation Plans” is designed to motivate and retain directors, officers, employees and other service providers (“Stock Option Recipients”) and to align their interests with those of the Company’s Shareholders. All options that have been granted under the Stock Option Plan have been issued at an exercise price that is not less than the market price of the Common Shares on the date of the grant.

Criteria for granting stock options under the Stock Option Plan include:

- the performance of the Company;
- the performance of the Stock Option Recipients;

- the level of responsibility of the Stock Option Recipients;
- the number of stock options previously issued to the Stock Option Recipients; and
- the difference between salaries and other compensation which such Stock Option Recipients is receiving from the Company when compared to compensation they could earn in peer group companies in Canada.

In reviewing compensation levels following completion of the 2015 year end, the Compensation Committee determined that the base consulting fees and other incentives were sufficient. In an effort to reduce overhead costs, management and directors had voluntarily agreed to reductions in their level of cash compensation in previous years. No stock options were granted in 2016.

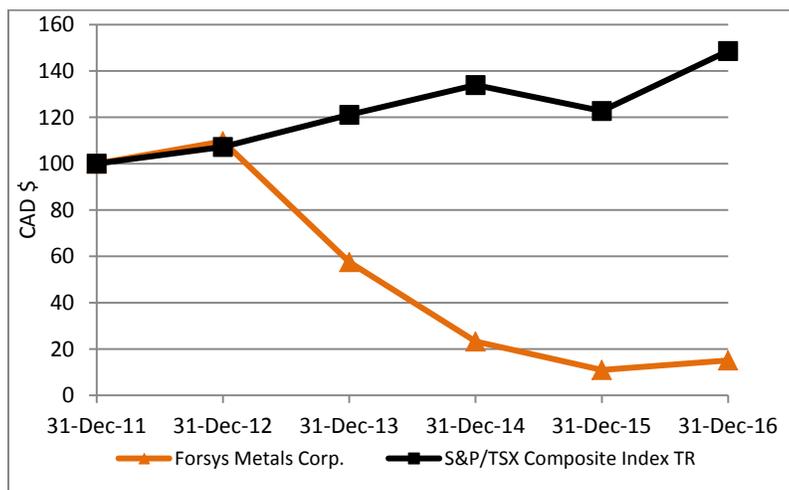
The Board delegates responsibility to the Compensation Committee to review, identify and mitigate risks associated with its compensation policies and ensure that the Company’s executive compensation policies are designed not to encourage a NEO or individual to take inappropriate or excessive risks in order to achieve individual short-term compensation objectives or outcomes that are not consistent with the long term interests of the Company’s Shareholders. To achieve this, the Compensation Committee ensures that the variable elements of the Company’s compensation policies are structured, based on personal and corporate objectives, none of which have the effect of encouraging excessive risk taking. The Company from time to time, makes extensive use of stock options as part of its compensation plan. The deferred nature of this compensation method does not, in the Committee’s view promote excessive risk taking. Accordingly, the Compensation Committee has not identified any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

NEO’s and directors are permitted to purchase financial instruments, including, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. All such purchases are subject to insider reporting requirements and are reported on the System for Electronic Disclosure by Insiders (“SEDI”).

C. Performance Graph

The Common Shares have been listed and posted for trading on the Toronto Stock Exchange (the “TSX”) under the trading symbol “FSY” since October 17, 2006. The following graph and table compares the Company’s five-year cumulative total Shareholder return had \$100 been invested in the Company on January 1, 2012 at the closing price of the Common Shares on the most recent trading date to that date of \$0.73, with the cumulative total return of the S&P/TSX Composite Total Return Index over the five most recently completed calendar years.

Table 1 – Comparison of Five Year Cumulative Total Shareholder Return on the Common Shares of the Company vs. the S&P/TSX Composite Total Return Index



	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16
Forsys Metals Corp.	\$100.00	\$109.59	\$57.53	\$23.29	\$10.96	\$15.07
S&P/TSX Composite Total Return Index	\$100.00	\$107.19	\$121.11	\$133.90	\$122.76	\$148.64

The figures charted above are historical and represent past performance and should not be treated as an indication of future performance. The Individual efforts towards the success of the Company are not necessarily reflected in the Company’s share price and therefore whilst the share price decreased from December 2011 to December 2016, significant advances were made in developing

the asset base of the Company that culminated in the release of the Norasa Uranium Project Definitive Feasibility Study in March 2015.

Changes in remuneration do not precisely track the movements of the Company's Common Shares as the Board does not consider this an appropriate measure at this stage of the Company's development.

D. Statement of Executive Compensation

Compensation of NEOs and Summary Compensation Table

The following table sets forth particulars concerning compensation for services rendered by the NEOs in all capacities for the Company and its subsidiaries in the three most recently completed financial periods ended December 31, 2016, December 31, 2015 and December 31, 2014 respectively. All calculations referenced throughout this document are in Canadian dollars.

	Year	Salary \$	Option-based awards ⁽¹⁾ \$	Non-equity incentive plan compensation		All other compensation \$	Total compensation \$
				Annual Incentive Plans \$	Long-term incentive plans \$		
Marcel Hilmer Chief Executive Officer and Director	2016	210,571	Nil	Nil	Nil	Nil	210,571
	2015	255,000	Nil	Nil	Nil	Nil	255,000
	2014	255,000	54,038	Nil	Nil	Nil	309,038
Rowen Colman Chief Financial Officer	2016	131,531	Nil	Nil	Nil	Nil	131,531
	2015	162,000	Nil	Nil	Nil	Nil	162,000
	2014	162,000	18,013	Nil	Nil	Nil	180,013

⁽¹⁾ The amount shown in this column represents the grant date fair value of options and may not represent the amounts the NEO will actually receive from the awards. The grant date fair value of these options has been calculated using a Black-Scholes option pricing model which assumes that the option is exercised on the expiry date. The same assumptions are used under IFRS in the preparation of the Company's annual financial statements.

There are no long-term incentive plans, other than the Stock Option Plan, in place for the Company's NEOs. Mr. Hilmer also served as director of the Company and was not paid additional compensation as director.

E. Incentive Plan Awards

Option-based Awards

The Company has in place a Stock Option Plan which was established to provide incentive to qualified parties and to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management considers factors such as performance, previous grants and hiring incentives and makes recommendations for stock option grants to the Board for its approval in its role as the Compensation Committee. The Stock Option Plan is administered by the Company's Board and provides that stock options will be issued to directors, officers, employees and consultants of the Company or a subsidiary of the Company.

The following table sets out all options-based awards outstanding as at December 31, 2016 for each NEO:

Named Executive Officer	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price \$	Option expiration date(s)	Value of unexercised in-the-money options(1) \$	Number of shares or units of shares that have not vested (#)	Market or pay-out value of share-based awards that have not vested \$	Market or pay-out value of vested share-based awards not paid out or distributed \$
Marcel Hilmer	450,000	0.31	September 9, 2019	Nil	Nil	Nil	Nil
	500,000	0.95	March 16, 2017	Nil	Nil	Nil	Nil
Rowen Colman	150,000	0.31	September 9, 2019	Nil	Nil	Nil	Nil
	200,000	0.88	June 12, 2017	Nil	Nil	Nil	Nil

⁽¹⁾ This amount is based on the difference between the market price of the Company's common shares on the TSX as at December 31, 2016 being \$0.11 per share, and the exercise price of the option.

The following table sets out the award value vested or earned under incentive plans during the 12 months ending December 31, 2016 for each NEO:

Named Executive Officer	Option-based awards – Value vested during the period ⁽¹⁾	Share-based awards – Value vested during the period	Non-equity incentive plan compensation – Value earned during the period
Marcel Hilmer	Nil	Nil	Nil
Rowen Colman	Nil	Nil	Nil

⁽¹⁾ This amount is based on the difference between the market price of the underlying security on the date it vested during 2015 and the exercise price of the option times the number of options that vested.

The following table sets out the value actually received upon exercise of options under incentive plans during the 12 months ending December 31, 2016 for each NEO:

Named Executive Officer	Securities Acquired on Exercise (#)	Exercise Price \$	Date of Exercise (m/d/y)	Aggregate Value Realized ⁽¹⁾ \$
N/A	Nil	Nil	N/A	Nil

⁽¹⁾ This amount is based on the difference between the market price of the underlying security on the date it was exercised during 2016 and the exercise price of the option times the number of options that were exercised.

Share-based Awards

The Company does not have any share-based incentive plans.

F. Retirement Benefit Plans

The Company does not provide retirement or pension benefits for directors, officers or employees and does not have a deferred compensation plan.

G. Termination and Change of Control Benefits

Messrs. Rowley, Hilmer and Frewin have written consulting contracts with the Company which set out the terms under which their consulting services are provided. Each contract also provides for the payment and provision of other benefits in the event of involuntary termination without cause, resignation for good reason and a change in control of the Company.

The following table sets forth the estimated incremental payments that would have been required to have been made to each NEO had such individual been terminated for other than just cause on December 31, 2016:

Named Executive Officer	Estimated Cash Payout on Termination		Estimated Value Vested Share Awards on Termination without Cause ⁽¹⁾
	By Company Without Cause \$	Change of Control \$	
Marcel Hilmer	325,000	900,000	-
Rowen Colman	180,000	180,000	-

⁽¹⁾ This amount is based on the difference between the market price (\$0.11) per Common Share on the TSX as at December 31, 2016, and the exercise price of the option.

The following is a general summary of the termination and change of control provisions applicable to the NEOs, which are contained in their employment or consulting contracts.

- If an above named NEO is terminated by the Company for cause, then the Company has an obligation to pay any outstanding salaries up to the termination date and no further obligation to such NEO. Just cause is defined to include the executive's continued failure to perform his duties or such NEO engaging in activity which is materially injurious to the Company, as the case may be, engaging in a criminal act of dishonesty.
- The Company may terminate an above named NEO's engagement at any time without cause in which case such NEO would be entitled to a cash payout for the balance of their contract term (Mr. Colman one year) in lieu of such notice. An above named NEO is not obligated to mitigate any damages that may be suffered by reason of the termination without cause by the Company.

An above named NEO is restricted from any activity which would compete with those activities of the Company for two years from termination, except with the written approval of the Company, as the case may be.

- (c) If an above named NEO's contract is terminated by the NEO for "good reason" which may include a material change in an above name NEO's conditions of employment, or a change of control of the Company, then such NEO is entitled to a lump sum payment of three years salary and such NEO's Stock Options will vest immediately under the Stock Option Plan.

H. Directors' Compensation

The compensation provided to each director, excluding any director who is included in disclosure for an NEO, for the 12 months ended December 31, 2016 is as follows:

Name	Fees earned \$	Share-based Awards \$	Option-based awards ⁽¹⁾ \$	Non-equity incentive plan compensation \$	All other compensation \$	Total \$
Martin Rowley	90,667	Nil	Nil	Nil	Nil	90,667
Mark Frewin ⁽⁴⁾	90,667	Nil	Nil	Nil	Nil	90,667
Jorge Estepa ⁽³⁾	44,600	Nil	Nil	Nil	Nil	44,600
Claudio Cornini ⁽²⁾	25,130	Nil	Nil	Nil	Nil	25,130
Paul Matysek	32,000	Nil	Nil	Nil	Nil	32,000

⁽¹⁾ The amount shown in this column represents the grant date fair value of options and may not represent the amounts the NEO will actually receive from the awards. The grant date fair value of these options has been calculated in accordance using the Black-Scholes option pricing model. The same assumptions are used under IFRS in the preparation of the Company's financial statements.

⁽²⁾ Resigned October 13, 2016.

⁽³⁾ Represents fees earned in the capacity as Corporate Secretary of the Company.

⁽⁴⁾ Represents fees earned in the capacity as Vice President – Legal Affairs of the Company.

Compensation of directors is reviewed at least once annually by the Company's Compensation Committee which makes recommendations to the Board which approves changes to Director's Compensation.

During the recently completed fiscal year, the Company had a total of three non-executive directors being Messrs. Rowley, Cornini and Matysek, with Mr. Cornini resigning on October 13, 2016. Non-executive directors (other than Mr. Rowley) from January 1, 2016 earned fees of \$32,000 per annum. Mr. Frewin receives fees only in his capacity as Vice President - Legal Affairs and Mr. Estepa receives fees only in his capacity as Corporate Secretary. Committee members receive no fee for attending Committee meetings. All annual directors' fees are prorated. Directors are also reimbursed for out of pocket expenses incurred in attending director and committee meetings.

Directors also participate in the Stock Option Plan.

The following table sets out the value of stock options held by each director, excluding any director who is included in disclosure for an NEO, as at December 31, 2016:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price \$	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ \$	Number of shares or units of shares that have not vested (#)	Market or pay-out value of share-based awards that have not vested \$	Market or pay-out value of vested share-based awards not paid out or distributed \$
Martin Rowley	400,000	0.31	September 9, 2019	Nil	Nil	Nil	Nil
	300,000	0.95	March 16, 2017	Nil	Nil	Nil	Nil
Mark Frewin	300,000	0.31	September 9, 2019	Nil	Nil	Nil	Nil
	200,000	0.95	March 16, 2017	Nil	Nil	Nil	Nil
Jorge Estepa	100,000	0.31	September 9, 2019	Nil	Nil	Nil	Nil
	75,000	0.95	March 16, 2017	Nil	Nil	Nil	Nil
Claudio Cornini ⁽²⁾	75,000	0.31	September 9, 2019	Nil	Nil	Nil	Nil
Paul Matysek	75,000	0.31	September 9, 2019	Nil	Nil	Nil	Nil
	100,000	0.95	March 16, 2017	Nil	Nil	Nil	Nil

⁽¹⁾ This amount is based on the difference between the market price of the Common Shares on the TSX as at December 31, 2016, being \$0.11 per share, and the exercise price of the stock option.

⁽²⁾ Resigned October 13, 2016.

The following table sets out the stock options exercised by each director who was not an NEO during the year ended December 31, 2016:

Name	Securities Acquired on Exercise (#)	Exercise Price \$	Date of Exercise	Aggregate Value Realized \$
-	Nil	Nil	-	Nil

The following table sets out the option-based awards granted to each director during the year ended December 31, 2016, excluding a director who is already set out in the disclosure for a NEO.

Name	Date of Grant	Number of Option-based Awards Granted	Exercise Price \$	Expiration Date
-	Nil	Nil	-	Nil

The following table sets out the value vested or earned under incentive plans during the year ended December 31, 2016, for each director, excluding a director who is already set out in disclosure for a NEO:

Name	Option-based awards – Value vested during the year ⁽¹⁾	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
Martin Rowley	Nil	Nil	Nil
Mark Frewin	Nil	Nil	Nil
Jorge Estepa	Nil	Nil	Nil
Claudio Cornini ⁽²⁾	Nil	Nil	Nil
Paul Matysek	Nil	Nil	Nil

⁽¹⁾ This amount is based on the difference between the market price of the underlying security on the date it vested during 2016 and the exercise price of the stock option times the number of stock options that vested.

⁽²⁾ Resigned October 13, 2016.

I. Directors' and Officers' Liability Insurance

In 2016, the Company maintained Directors' and Officers' Liability Insurance with a \$5,000,000 combined aggregate limit per occurrence. The annual premium for the period September 20, 2016 to September 20, 2017 was \$19,000. Generally, under this insurance, the Company would be reimbursed for payments made under corporate indemnity provisions on behalf of its directors and officers and individual directors and officers would be reimbursed for losses arising during the performance of their duties for which they are not indemnified by the Company. Excluded from coverage are illegal acts and those acts which would result in personal profit. Retention under the Company's directors' and officers' insurance policy is \$25,000. No amounts were paid by individual directors and officers for this coverage.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out those securities of the Company which have been authorized for issuance under the Stock Option Plan as at December 31, 2016:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽²⁾
	(a)	(b)	(c)
Equity compensation plans approved by securityholders ⁽¹⁾	3,050,000	\$0.62	5,008,334
Equity compensation plans not approved by securityholders	Nil	\$Nil	Nil
Total	3,050,000	\$0.62	5,008,334

⁽¹⁾ Reference is made to the disclosure regarding the Stock Option Plan in Note 11 to the Consolidated Financial Statements for the Year Ended December 31, 2016 available on the Company's filings on the SEDAR website at www.sedar.com.

⁽²⁾ The Stock Option Plan as amended effective May 15, 2008 and approved by the Shareholders on June 24, 2008 allows for the issue of a maximum of 12,000,000 shares as a result of the exercise of options subsequent to the initial approval of the Stock Option Plan by Shareholders on July 31, 1998. At

December 31, 2016 an aggregate of 3,050,000 options have been granted (net of forfeitures and cancellations) under this plan and 3,941,666 stock options have been exercised since inception in 1998. The aggregate number of Common Shares that may be issued pursuant to the Stock Option Plan is 10% of the number of Common Shares outstanding at the time of the grant.

The Stock Option Plan is currently the only equity-based compensation arrangement pursuant to which securities may be issued from the treasury of the Company. The major features of the Stock Option Plan can be summarized as follows:

The maximum number of Common Shares that may be reserved for issuance for all purposes under the Stock Option Plan shall not exceed ten percent of the issued and outstanding shares of the Company (on a non-diluted basis) at the time of the grant subject to a maximum of 12,000,000 shares or such additional amount as the Shareholders may approve from time to time. This maximum number includes both Common Shares previously issued upon the exercise of stock options over the entire term of the Stock Option Plan since July 31, 1998 and Common Shares issuable under outstanding options under the Stock Option Plan as amended. Any Common Shares subject to a share option which for any reason is cancelled or terminated without having been exercised will again be available for grant under the Stock Option Plan. The aggregate number of Common Shares that may be reserved for issuance to any one optionee shall not exceed 5% of the number of Common Shares outstanding (on a non-diluted basis) at the time of such grant.

- The Board has the authority under the Stock Option Plan to establish the stock option price at the time each share option is granted. The option price may not be lower than the market price, for example, being the closing price on the TSX on the last trading date preceding the date of the grant of the stock option by the Board.
- Stock options granted under the Stock Option Plan must be exercised no later than 10 years after the date of grant or as otherwise determined by the Board and stock options are not transferable other than by will. Typically, if an optionee ceases to be an “eligible person” for any reason other than termination for cause, such option will cease to be exercisable 90 days after the date the optionee ceases to be an “eligible person”. If an optionee dies, the legal representative of the optionee may exercise the optionee’s stock options within one year after the date of the optionee’s death but only up to and including the original option expiry date.

There are no stock options held by NEOs that were re-priced downward during the year. The Company provides no financial assistance to facilitate the purchase of Common Shares of directors, officers or employees who hold options granted under the Stock Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at March 31, 2017 no individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, and no proposed nominee for election as a director for the Company, and no associate of any such director, executive officer or proposed nominee is, or at any time in the most recently completed financial year, has been indebted to the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, proposed director, executive officer or beneficial holder of more than 10% of the issued and outstanding Common Shares, or any director, executive officer of such beneficial holder, or any associate or affiliate of the foregoing have had or has any material interest, direct or indirect, in any transaction since the beginning of the Company’s last financial year or any completed or currently proposed transaction that has materially or would materially affect the Company or its subsidiaries.

CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are responsible for the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interests of its Shareholders and contribute to effective and efficient decision making. The Company believes that its corporate governance practices ensure that the business and affairs of the Company are effectively managed so as to enhance Shareholder value. Set out below is a description of the corporate governance practices of the Company as required by National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) concerning corporate governance disclosure.

Composition of the Board of Directors and Board Independence

Pursuant to NI 58-101, a director is independent if the director has no direct or indirect material relationship with the issuer which could, in the view of the issuer’s Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. Certain directors are deemed to have a material relationship with the issuer by virtue of their position or relationship with the Company.

The Board is currently comprised of five members, two of whom the Board has determined are independent. In assessing whether a director is independent for these purposes, the circumstances of each director have been examined in relation to a number of factors.

Messrs. Rowley and Matysek are independent directors. Mr. Hilmer is not considered an independent director as he is Chief Executive Officer of the Company. Mr. Frewin is not considered to be an independent director as he is the Vice President-Legal Affairs for the Company. Mr. Estepa is not considered to be an independent director as he is the Corporate Secretary of the Company.

Since a majority vote is necessary to approve matters before the Board, the support of at least one independent director is required.

The following table sets out details of directorships held by each director or nominee in other public issuers:

Name of Director	Name of Issuer
Martin Rowley	First Quantum Minerals Ltd, Galaxy Resources Ltd.
Mark Frewin	Giyani Gold Corp., Westbridge Energy Corporation
Marcel Hilmer	Caravel Minerals Limited
Paul Matysek	Dundarave Resources Inc., Goldrock Mines Corp., Cardero Resource Corp., West African Iron Ore Corp., Aurcana Corporation, Wealth Minerals Ltd., Nevada Copper Corp., Antofagasta Gold Inc.,
Jorge Estepa	Canoe Mining Ventures Corp.

The Board supervises the management of the business and affairs of the Company and is mandated to act with a view to the best interests of the Company. The Board holds regular meetings to review the business and affairs of the Company and to make any decisions relating thereto. The Board believes that it functions independently of management. To enhance its ability to act independently of management, the Board reviews its procedures on an ongoing basis to ensure that it can function independently of management. The Board is comprised of three non-independent and three independent directors including the Chairman and meets, as required, without management present. If conflicts arise, interested parties would be precluded from voting on matters in which they may have an interest. In light of the suggestions contained in NI 58-101, the Board would convene meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management would not be in attendance.

The Chairman of the Board, Martin Rowley, is an independent director. Currently, the Board is satisfied that it exercises its responsibilities for independent oversight of management. The independent Chairman and the ability to establish ad hoc committees comprised solely of independent directors provides the Board with the ability to meet independently of management whenever deemed necessary or appropriate and the chair of each such ad hoc committee provides the leadership for such committee.

The following table provides the record of attendance for each director at Board, Audit Committee and Special Committee meetings between January 01, 2016 and April 17, 2017, the date of this Circular.	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings
Claudio Cornini (resigned October 13, 2016)	3 of 3 100%	3 of 3 100%	1 of 1 100%
Mark Frewin	4 of 5 80%	N/A	N/A
Marcel Hilmer	5 of 5 100%	N/A	N/A
Paul Matysek	3 of 5 60%	3 of 4 75%	1 of 1 100%
Martin Rowley	5 of 5 100%	4 of 4 100%	N/A
Jorge Estepa	5 of 5 100%	N/A	N/A

Board of Directors Mandate

The Board supervises the management of the business and affairs of the Company. The frequency of the meetings of the Board, as well as the nature of agenda items, changes depending upon the state of the Company's affairs and in light of opportunities which arise or risks which the Company faces. A minimum of four meetings of the Board are held in each financial year. The Board has responsibility for overseeing a strategic planning process, reviewing and approving the Company's strategic plan developed and proposed by management and monitoring performance against the plan. The Board is responsible for evaluating the principal business risks of the Company and

oversees the implementation of appropriate systems to manage these risks. The Board, through its Audit Committee, is also responsible for developing, adopting and reviewing the adequacy of policies and procedures to ensure the integrity of the internal controls and management information systems of the Company. Matters that require Board approval include, among other things: (i) the approval of the quarterly and annual financial statements, management's discussion and analysis and the Annual Information Form; (ii) the issuance of securities; (iii) the approval of acquisitions and divestitures; (iv) the approval of all other material contracts and business transactions; (v) the approval of the Company's strategic plan and annual financial budget; (vi) the approval of all borrowing and other financing; and (vii) the approval of any other matters as appropriate.

Position Descriptions

The Board has developed a written position description for each of the Chairman, the Chief Executive Officer and the Chief Financial Officer. The charter of each Board committee sets out the role of the committee's chairman.

The Board appoints the Chief Executive Officer ("CEO") of the Company and approves the appointment of other members of senior management. The Board reviews the Company's succession plan and the annual performance of senior management.

The positions of the Chairman and the CEO are separate. The Chairman, Mr. Rowley is independent of management. The Board is currently of the view that the respective corporate governance role of the Board and management, as represented by the Chairman and the CEO, are clear and that the limits to the responsibility and authority of the Chairman and CEO are reasonably well understood.

Orientation and Education

The Board reviews its own composition on an annual basis. The Board expect that a prospective candidate will fully understand the role of the Board and the contribution expected of him or her. The Company does not have a formal written process of orientation for new directors. However, the Board conducts a discussion of the business of the Company at its Board meetings to ensure new directors are provided with an overview of the Board's role and the Company's operations. From time to time, corporate officers and legal, financial and other experts are invited to attend Board meetings to provide detailed presentations to the Board on significant developments and topics within their area of expertise. The Company Board Manual, which includes information on committee charters and corporate governance policies, is provided to new directors. Given the size of the Company and the in-depth experience of the current directors, there has been no formal continuing education program. Board members are entitled to attend seminars that they determine necessary to keep themselves up-to-date with current issues relevant to their services as directors of the Company.

Shareholder Feedback and Concerns

The Company manages a shareholder relations program under the direction of its Chief Executive Officer, Mr. Hilmer. The program involves meetings with a broad spectrum of investors, including briefing sessions for analysts, investment fund managers and the public to discuss financial results and announcements by the Company. Shareholders, other stakeholders and the public are informed of developments in the Company by the issuance of news releases, all of which are approved by the Board Chairman and in most cases by the Board.

Management of the Company is available routinely to Shareholders to respond to questions and concerns. Shareholder concerns are dealt with on an individual basis. The responses will depend on the kind of information requested. Significant concerns are brought to the attention of the Company or the Board.

Ethical Business Conduct

The Board has approved a code of ethical business conduct code for directors, officers and employees of the Company. In circumstances where a director or executive officer has a material interest in a transaction or agreement which the Company is considering entering into, the individual is required to fully disclose his or her interest therein and an ad hoc committee of disinterested directors is appointed for review purposes to confirm, among other things, that such transaction or agreement, as applicable, is being entered into on arm's length commercially reasonable terms. Such committee has the right to obtain advice from the Company's counsel and other professional advisors and/or appoint independent counsel and/or advisors.

Board Committees

The Board currently has four standing committees: the Audit Committee, the Compensation Committee, the Health, Safety and Environment Committee and the Nomination and Governance Committee.

Assessments

Based upon the Company's size, its current state of development and the number of individuals on the Board, the Board considers a formal process for assessing regularly the effectiveness and contribution of the Board, as a whole, its committee or individual directors to be unnecessary at this time. In light of the fact that the Board and its committees meet on numerous occasions and engage in informal discussions amongst themselves during each year, each director has significant opportunity to assess other directors to ensure that the Board as a whole, and its individual directors, are performing effectively.

AUDIT COMMITTEE

During the most recently completed financial year, the Audit Committee consisted of three members, Messrs. Rowley, Matysek and Cornini, all of whom are “independent”. On October 13, 2016, Mr. Cornini resigned his directorship and committee memberships with the Company, and accordingly, his Audit Committee position is vacant. The Audit Committee reviews the annual and quarterly financial statements of the Company and recommends these to the Board for approval, oversees the annual audit process and the Company’s internal accounting controls and the resolution of issues identified by the Company’s auditors. It recommends to the Board a firm of independent auditors to be nominated for appointment by the Shareholders at the Company’s next annual general meeting and reviews their audit plan and compensation. In addition, the Audit Committee meets on a quarterly basis with the external auditors of the Company. Further information on the Audit Committee, including a copy of its Charter, can be found in the Company’s AIF, which is available on the Company’s filings on SEDAR at www.sedar.com as required by National Instrument 52-110 -*Audit Committees*.

COMPENSATION COMMITTEE

The composition and roles and responsibilities of the Compensation Committee are discussed earlier in this Circular. See the section titled “Compensation Discussion and Analysis”.

HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

In 2010 the Company established a Health, Safety and Environment Committee consisting of four directors, the majority of whom are independent within the meaning of the Governance Guidelines. In addition, Mr. Hilmer, the Company’s Chief Executive Officer is a member of this committee as the Board has determined that it is appropriate for a member of management to sit on this committee to assist the committee in discharging its responsibilities. The current members of this committee are Mr. Frewin, who acts as committee chairman together with Messrs. Hilmer and Matysek. The Health Safety and Environment Committee has been established to oversee the development and implementation and best practices relating to health, safety and environment issues, in order to ensure compliance with applicable laws, regulations and policies in jurisdictions in which the Company carries on business. The Health, Safety and Environment Committee met once during 2016 and again in 2017 prior to the annual meetings.

NOMINATION AND GOVERNANCE COMMITTEE

During the financial year ended December 31, 2016, the Nomination and Governance Committee consisted of two directors including the Chairman of the Board and one independent director. The Nomination and Governance Committee members were Mr. Rowley who acts as committee chairman, and Mr. Cornini. On October 13, 2016, Mr. Cornini resigned his directorship and committee memberships with the Company, and accordingly there are two vacancies on the Nomination and Governance Committee. The Nomination and Governance Committee is responsible for developing and monitoring the Company’s approach to corporate governance issues. The committee is also responsible for assessing the effectiveness of the Board as a whole and ensuring that the Board can function independently of management. In addition, the committee is responsible for making recommendation on new director nominees at each annual meeting of Shareholders. In 2016, the full Board performed the role of the Nomination and Governance Committee.

TERM LIMITS

The Company has not adopted term limits for directors because the risk profile of the Company makes it more difficult for the Company to attract and to retain highly qualified board members than other companies. The Company seeks to avoid losing the services of a qualified director with knowledge of its business through the imposition of an arbitrary term limit.

POLICIES REGARDING THE REPRESENTATION OF WOMEN ON THE BOARD

The Company has not adopted written policies relating to the identification and nomination of women directors and the representation of women on the Company’s Board. However, at the Company’s current stage of development, while gender diversity is taken into account, the primary focus of the Company’s Board and its Nomination and Governance Committee is the identification and selection of directors who have the expertise and required skills necessary for a uranium development company.

Due to the current size and scale of the Company’s activities, the Board does not foresee the adoption of policies relating to the identification and nomination of women directors in the near future. As the size and scale of the Company grows, the Board will adopt policies to achieve gender diversity as director positions become vacant and appropriately qualified candidates become available.

**CONSIDERATION OF THE REPRESENTATION OF WOMEN
IN THE DIRECTOR IDENTIFICATION AND SELECTION PROCESS**

The Company's Committee, while conducting its mandate, has the responsibility to take gender into consideration as part of its overall recruitment and selection process. While gender diversity is taken into account, the primary focus of the Committee is the identification and selection of directors who have the expertise and required skills necessary for a uranium development company.

CONSIDERATION OF THE REPRESENTATION OF WOMEN IN EXECUTIVE OFFICER APPOINTMENTS

While gender diversity is taken into account, the Company's primary focus is the identification and selection of Executive Officers with the industry knowledge, experience, expertise and required skills necessary for a uranium development company.

COMPANY'S TARGETS FOR WOMEN ON THE BOARD

The Company has not adopted targets regarding the representation of women on the Board. While gender diversity is taken into account, the primary focus of the Board and the Committee is the identification and selection of directors who have the expertise and required skills necessary for a uranium development company.

COMPANY'S TARGETS FOR WOMEN IN EXECUTIVE OFFICER POSITIONS

The Company has not adopted targets for women in Executive Officer positions. Due to the current size and scale of the Company's activities, the Board does not foresee the adoption of targets in the near future. As the size and scale of the Company grows, the Board will adopt policies to achieve gender diversity as new employee positions are created or become vacant and appropriately qualified candidates become available. In addition, the Company's risk profile and amount of resources limits its ability to make appointments on any basis other than finding, often on short notice, the most qualified person who is willing to accept the risks inherent in the Company's current stage of development.

NUMBER AND PROPORTION OF WOMEN ON THE COMPANY'S BOARD AND IN EXECUTIVE OFFICER POSITIONS

As at the date hereof, there are no women on the Company's Board or in Executive Officer positions.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on the Company's filings on SEDAR at www.sedar.com and on the Company's website at www.forsysmetals.com. Financial information about the Company is provided in the Company's audited consolidated financial statements for the year ended December 31, 2016 together with the Management Discussion and Analysis thereon. Copies of the Company's financial statements and its Management Discussion and Analysis for the year ended December 31, 2016 may also be obtained by any Shareholder of the Company free of charge by request to the Company at PO Box 909, 31 Adelaide Street East, Toronto, Ontario M5C 2K3.

DIRECTORS APPROVAL

Except where otherwise indicated, information contained herein is provided as at April 17, 2017.

The contents of this Management Proxy Circular and its distribution to Shareholders have been approved by the Board of Directors of the Company.

DATED at Toronto, Ontario, as of April 17, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) Marcel Hilmer

Marcel Hilmer
Chief Executive Officer

SCHEDULE "A"

**Forsys Metals Corp.
Change of Auditor Notice
Pursuant to National Instrument 51-102, Section 4.11**

I. Former auditor

On 15 December 2016, PricewaterhouseCoopers resigned as the auditor of Forsys Metals Corp. at the reporting issuer's request.

The Audit Committee and the Board of Directors participated in and approved the decision to change the auditor.

The auditor's reports of PricewaterhouseCoopers on the financial statements of Forsys Metals Corp. for the two years ended 31 December 2015 did not contain any modifications as to departures from generally accepted accounting principles or limitation in the scope of the audit.

In connection with the audits for the two years ended 31 December 2015 and through to 15 December 2016, there have been no reportable events, as defined in the National Instrument.

II. Successor auditor

The reporting issuer appointed BDO Audit (WA) Pty Ltd as its new auditor as of 16 December 2016. The Audit Committee and the Board of Directors approved the appointment.

Dated at Perth, Western Australia, this 15 day of December 2016.

signed: Marcel Hilmer
Forsys Metals Corp.
per: **Marcel Hilmer**
Director & CEO



15 December 2016

To:
British Columbia Securities Commission
Alberta Securities Commission; and
Ontario Securities Commission

We have read the statements made by Forsys Metals Corp. in the attached copy of change of auditor notice dated 15 December 2016, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements in the change of auditor notice dated 15 December 2016.

Yours faithfully

A handwritten signature in black ink that reads "PricewaterhouseCoopers".

PricewaterhouseCoopers

SCHEDULE "A"



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Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

16 December 2016

To:

British Columbia Securities Commission

Alberta Securities Commission; and

Ontario Securities Commission

We have read the statements made by Forsys Metals Corp. in the attached copy of change of auditor notice dated 15 December 2016, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

To the extent possible we agree with the statements in the change of auditor notice dated 15 December 2016.

Yours faithfully

BDO Audit (WA) Pty Ltd

A handwritten signature in blue ink, consisting of the letters 'BDO' above a stylized signature that appears to be 'J Prue'.

JARRAD PRUE

Director