

**GOLD REACH RESOURCES LTD.**  
**Suite 888 – 700 West Georgia Street**  
**Vancouver, British Columbia V7Y 1G5**  
**Telephone No.: (604) 718-5454 Fax No.: (604) 662-3791**

## **INFORMATION CIRCULAR**

with information current as of August 4, 2017  
*(except as otherwise indicated)*

This Information Circular is furnished in connection with the solicitation of proxies by the management of **GOLD REACH RESOURCES LTD.** (the “Company”) for use at the Annual General Meeting (the “Meeting”) of the shareholders of the Company, to be held at Coast Inn of the North, Prince George, British Columbia on Wednesday, September 20, 2017 at the hour of 11:00 a.m. (Pacific Daylight Time) or any adjournment thereof as set forth in the Annual General Meeting.

In this Information Circular, references to “the Company”, “we”, “our” and “Gold Reach” refer to **Gold Reach Resources Ltd.** “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, subject to the use of Notice-and Access Provisions in relation to the delivery of the Information Circular, and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals 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 management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

### **NOTICE-AND-ACCESS**

Notice-and-Access means provisions concerning the delivery of proxy-related materials to Shareholders found in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of registered shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of Beneficial Shareholders, which would allow an issuer to deliver an information circular forming part of proxy-related materials to Shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

The Notice-and-Access Provisions are a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered shareholders and Beneficial Shareholders of securities by posting such materials on a non-SEDAR website (usually the reporting issuer’s website and sometimes the transfer agent’s website) rather than delivering such materials by mail. 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 Shareholders will be entitled to request delivery of a paper copy of the information circular at the Company’s expense.

The use of the Notice-and-Access Provisions would reduce paper waste and mailing costs to the issuer. In order for the Company to utilize the Notice-and-Access Provisions to deliver proxy-related materials by posting an information circular (and if applicable, other materials) electronically on a non-SEDAR website, the Company must send a notice to Shareholders, including Beneficial Shareholders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain from the Company, a paper copy of those materials. This Information Circular has been posted at the following internet address: [www.envisionreports.com/GoldReachAGM2017](http://www.envisionreports.com/GoldReachAGM2017) and under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to Shareholders. Notice-and-Access requirements, which require that the Company provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of the Information Circular and any related financial statements and MD&A, and explain the Notice-and-Access Provisions process; are built into the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of registered Shareholders or a voting instruction form in the case of Beneficial Shareholders).

The Company will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the information circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the information circular from the Company or any intermediary unless such Shareholder specifically requests same.

The Company will be delivering proxy-related materials to Non-objecting Beneficial Owners ("NOBOs") directly with the assistance of the Company's transfer agent, Computershare Trust Company of Canada ("Computershare"). The Company will not pay intermediaries for delivery of proxy-related materials to Objecting Beneficial Owners ("OBOs").

**Any Shareholder who wishes to receive a paper copy of this Information Circular must make contact with Computershare, toll free: 1-866-962-0498 (within North America) or 1-514-982-8716 (from outside North America) and enter the control number as it appears on the form of Proxy or Voting Instruction Form accompanying the Notice.** In order to ensure that a paper copy of the Information Circular can be delivered to a requesting Shareholder in time for such Shareholder to review the Information Circular and return a proxy or voting instruction form prior to the Proxy Deadline, it is strongly suggested that a Shareholder ensure their request is received no later than September 6, 2017.

All Shareholders may call 1-866-964-0492 (toll-free) in order to obtain additional information relating to the Notice-and-Access Provisions up to and including the date of the Meeting, including any adjournment of the Meeting. Following the meeting a Shareholder may call 604-718-5454 to request information about the Meeting or paper copies of this Information Circular.

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

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

### Appointment of Proxyholders

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

### Voting by Proxyholder

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

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

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

### Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by choosing one of the following methods:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; or

- (b) use a touch-tone phone to transmit voting choices to the toll-free number given in the proxy. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll-free number, the holder's account number and the proxy access number; or
- (c) log onto Computershare's website at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Company's board of directors (the "Board") at its discretion without notice. **Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the Scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the Scrutineer before the Meeting and inform them that your previously submitted proxy is revoked and that you personally will vote your Common Shares at the Meeting.**

### **Beneficial Shareholders**

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

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

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

Generally Beneficial Shareholders fall under two categories - those who object to their name being made known to the issuers of securities which they own (called "OBOs" for "*Objecting Beneficial Owners*") and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for "*Non-Objecting Beneficial Owners*").

These securityholder materials are sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

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

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

The solicitation of proxies involves 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 Corporations 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.

#### **EXERCISE OF DISCRETION**

If the instructions in an instrument of proxy are certain, the Common Shares represented thereby will be voted on any poll by the persons named in the instrument of proxy and, where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

**Where no choice has been specified by the shareholder, such Common Shares will, on a poll, be voted in accordance with the notes to the instrument of proxy.**

The enclosed instrument of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any

amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Board has fixed August 4, 2017 as the record date (the “Record Date”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading “General Proxy Information” above will be entitled to vote or have their Common Shares voted at the Meeting or any adjournment thereof.

The Common Shares are listed on the TSX Venture Exchange (the “Exchange” or the “TSXV”), under the symbol “GRV”. As at August 4, 2017 there were 46,976,040 Common Shares without par value issued and outstanding, each Common Share carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each Common Share of which they are the holder.

To the knowledge of the directors and executive officers of the Company, the following persons or corporations who beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at August 4, 2017 were:

<b>Shareholder Name<sup>(1)</sup></b>	<b>Number of Common Shares Held</b>	<b>Percentage of Issued Common Shares</b>
Raymond Fortier	4,955,788 <sup>(2)</sup>	10.55%

Notes:

(1) Information obtained from SEDI.

(2) There are currently 4,955,788 Common Shares registered directly to Raymond Fortier. Mr. Fortier also holds warrants to purchase 1,590,588 Common Shares, which when fully diluted would increase his shareholdings to 6,546,376 Common Shares, or 13.5% of the resulting 48,566,628 Common Shares that would then be outstanding.

### **DOCUMENTS INCORPORATED BY REFERENCE**

The audited consolidated annual financial statements of the Company for the financial year ended March 31, 2017, the auditor’s report thereon and related management’s discussion and analysis will be presented at the Meeting. Copies of these documents may be obtained by a Shareholder upon request without charge from the Company at Suite 888 – 700 West Georgia Street, Vancouver, British Columbia V7Y 1G5; Telephone No.: (604) 718-5454 and Fax No.: (604) 662-3791. Copies of these documents are also available on SEDAR, which can be accessed at [www.sedar.com](http://www.sedar.com). The annual financial statements and the related management discussion and analysis are referred to under “Interest of Informed Persons in Material Transactions” below.

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for the election of directors or the appointment of the Company's auditor, as the case may be, than there are vacancies to fill, those nominees receiving the greatest number of votes will be appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election as directors is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers" or "NEOs"):

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 - *Statement of Executive Compensation*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

During the Company's financial year ended March 31, 2017 the NEOs of the Company were: Shane Ebert, CEO; Chantelle Collins, CFO; Dwayne Melrose, Former CEO; John Watt, Former CFO and Conrad Swanson, Former CEO.

### Compensation Discussion & Analysis

#### Compensation Governance

The Company has a Compensation Committee consisting of Kinder Deo, Jim Pettit and Patrick Bell. Within the meaning of National Instrument 52-110 "*Audit Committees*" ("NI 52-110") Messrs. Deo Pettit and Bell are independent. The Compensation Committee of the Board directs the design and provides oversight for the Company's executive compensation program and has overall responsibility for recommending levels of executive compensation that are competitive in order to attract, motivate and retain highly skilled and experienced executive officers. The Compensation Committee does not have a formal compensation program with set benchmarks; however, the Compensation Committee does have an informal program which seeks to reward an executive officer's current and future expected performance and the achievements of corporate milestones and align the interests of executive officers with the interests of the Company's shareholders.

The Compensation Committee's responsibilities include reviewing and making recommendations to the Board with respect to the adequacy and the form of compensation to all executive officers and directors of the Company; making recommendations to the Board in respect of the grant of stock options to management, directors, officers and other employees and consultants of the Company; and monitoring the performance of the Company's executive officers.

The Board is of the view that the Compensation Committee collectively has the knowledge, skills, experience and background to make decisions on the suitability of the Company's compensation policies and practices. A description of such skills and experience of each member of the Compensation Committee is set out in this Information Circular under "Audit Committee – Relevant Education and Experience."

The compensation awarded to, earned by, paid to or payable to each NEO for the most recently completed financial year is set out under the heading, "Executive Compensation – Summary Compensation Table" below.

#### Compensation Program Philosophy

The Company's executive compensation philosophy and program objectives are directed primarily by two guiding principles. First, the program is intended to provide competitive levels of compensation, at expected levels of performance, in order to attract, motivate and retain talented executives. Second, the program is intended to create an alignment of interest between the Company's executives and shareholders so that a significant portion of each executive's compensation is linked to maximizing shareholder value. In support of this philosophy, the executive compensation program is designed to reward performance that is directly relevant to the Company's short-term and long-term success. The Company attempts to provide both short-term and long-term incentive compensation that varies based on corporate and individual performance.

The Company's executive compensation program is structured into two main components: consulting fees and long term incentives in the form of stock options granted pursuant to the Company's stock option plan for senior and key employees (the "Stock Option Plan"). The following discussion describes the Company's executive compensation program by component of compensation and discusses how each component relates to the Company's overall executive compensation objective. In establishing the executive compensation program, the Company believes:

- consulting fees provide an immediate cash incentive for the Company's NEOs and should be at levels competitive with peer companies that compete with the Company for business opportunities and executive talent; and
- stock options ensure that the NEOs are motivated to achieve the long-term growth of the Company, increase shareholder value and provide capital accumulation linked directly to the Company's performance.

The Company places equal emphasis on consulting fees and stock options as short-term and long-term incentives, respectively.

The Company determines the amount of the consulting fees and stock options to be paid/granted to each NEO based on the performance of the individual and the performance of the Company during the respective year and in comparison to compensation paid to executive officers of other companies which are at a similar stage of development as the Company.

## Objectives

The Company's executive compensation program has been designed to accomplish the following long-term objectives:

- create a proper balance between building shareholder wealth and competitive executive compensation while maintaining good corporate governance practices;
- produce long-term, positive results for the Company's shareholders;
- align executive compensation with corporate performance and appropriate peer group comparisons; and
- provide market-competitive compensation and benefits that will enable the Company to recruit, retain and motivate the executive talent necessary to be successful.

In addition, officers are eligible under the Stock Option Plan to receive grants of stock options. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. Stock options are granted by the Board. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long-term contribution to the Company will be key to its long-term success.

## **Compensation Risk Assessment and Mitigation**

The Board and the Compensation Committee have considered the implications of the risks associated with the Company's compensation policies and practices. The Board and the Compensation Committee are responsible for setting and overseeing the Company's compensation policies and practices. The Board and Compensation Committee do not provide specific monitoring and oversight of compensation policies and practices of the Company but do review, consider and adjust these matters annually. The Company does not use any specific practices to identify and mitigate compensation policies and that could encourage a NEO or individual at a principal business unit or division to take inappropriate or excessive risks. These matters are dealt with on a case-by-case basis. The Company 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.

There are no restrictions on NEOs or directors regarding the purchase of 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. For the year ended March 31, 2017 the Company is not aware of whether any NEO or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

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

## Summary Compensation Table

The following table sets out certain information respecting the compensation paid to the NEOs of the Company for the financial years ended March 31, 2017, 2016 and 2015.

Name and Principal position	Year	Salary	Share-Based Awards (\$)	Option-Based Awards <sup>(6)</sup> (\$)	Non-equity incentive Plan Compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual Incentive Plans (\$)	Long-term Incentive plan (\$)			
Shane Ebert <sup>(1)</sup> CEO	2017	66,150	Nil	45,800	Nil	Nil	Nil	Nil	111,950
Chantelle Collins <sup>(2)</sup> CFO	2017	10,800	Nil	11,020	Nil	Nil	Nil	Nil	21,820
Dwayne Melrose <sup>(3)</sup> Former CEO	2017	125,000	Nil	Nil	Nil	Nil	Nil	Nil	125,000
	2016	275,000	Nil	95,099	Nil	Nil	Nil	169,468	539,567
	2015	3,000	Nil	34,213	Nil	Nil	Nil	Nil	37,213
John Watt <sup>(4)</sup> Former CFO	2017	20,703	Nil	20,088	Nil	Nil	Nil	Nil	40,791
	2016	45,616	Nil	3,508	Nil	Nil	Nil	Nil	49,124
	2015	43,500	Nil	Nil	Nil	Nil	Nil	Nil	43,500
Conrad Swanson <sup>(5)</sup> Former CEO	2017	Nil	Nil	21,924	Nil	Nil	Nil	Nil	21,924
	2016	56,000	Nil	11,840	Nil	Nil	Nil	Nil	67,840
	2015	96,500	Nil	Nil	Nil	Nil	Nil	1,497	97,997

Notes:

- (1) Shane Ebert was appointed CEO on June 27, 2016 when Mr. Melrose resigned.
- (2) Chantelle Collins was appointed CFO on February 1, 2017 when Mr. Watt resigned.
- (3) Mr. Melrose was appointed CEO on April 4, 2015, when Mr. Swanson resigned. Mr. Melrose resigned as CEO on June 27, 2016. The services of Mr. Melrose as President & CEO of the Company were provided pursuant to an employment agreement dated April 4, 2015 between the Company and Dwayne Melrose. Please see "Termination of Employment, Change of Responsibilities and Employment Contracts" below for further particulars. Pursuant to a settlement agreement, effective June 27, 2016, the Company is obligated to pay Mr. Melrose the following amounts bearing no interest: (a) \$110,000 on July 15, 2016 (paid); (b) \$110,000 on June 27, 2017 (paid); and (c) \$110,000 on June 27, 2018. The amount of \$195,381 in unpaid management fees and bonuses were written off in settlement.
- (4) Mr. Watt was appointed CFO of the Company on May 1, 2006 and he resigned as CFO on February 1, 2017. The services of Mr. Watt as CFO of the Company were provided pursuant to a consulting agreement dated January 1, 2009 as amended December 1, 2014 between the Company and Rosemill and Associates Inc., a private British Columbia company wholly owned by John Watt ("RMA"). Refer to "Termination of Employment, Change in Responsibilities and Employment Contracts" for further particulars. Pursuant to a settlement agreement, the Company was obligated to pay Mr. Watt \$12,000.
- (5) Mr. Swanson was appointed CEO on February 17, 2006 and resigned on April 4, 2015 when Mr. Melrose was appointed as CEO. Mr. Swanson remained as Chairman of the Company until he resigned on February 3, 2017. The services of Mr. Swanson as Chairman and CEO of the Company were provided pursuant to a consulting agreement dated August 31, 2012 as amended December 1, 2014 between the Company and Third Millennium Capital Corp., a private British Columbia company wholly owned by Conrad Swanson ("TMC"). Refer to "Termination of Employment, Change in Responsibilities and Employment Contracts" for further particulars. Pursuant to a settlement agreement, effective March 14, 2016, the Company paid Mr. Swanson \$32,000 in consideration for the mutual release of the agreement.
- (6) The fair value of option-based awards is calculated using the Black-Scholes option pricing model. Options granted as follows: (i) during the year ended March 31, 2017: Mr. Ebert (378,000); Ms. Collins (90,000); Mr. Watt (165,000) and Mr. Swanson (180,000) with an estimated weighted fair value of \$0.14 per option, estimated with the following assumptions: expected dividend yield of 0%, expected stock volatility of 1.15-1.178%, exercise price of \$0.12-0.155, risk-free interest rate of 0.50-0.74% and expected life of five years; (ii) during the year

ended March 31, 2016: Mr. Ebert (100,000); Mr. Watt (40,000); Mr. Melrose (577,000) and Mr. Swanson (135,000) with an estimated weighted fair value of \$0.19 per option, estimated with the following assumptions: expected dividend yield of 0%, expected stock volatility of 1.12-1.16%, exercise price of \$0.11-0.32, risk-free interest rate of 0.44-0.66% and expected life of five years; and (iii) during the year ended March 31, 2015: Mr. Melrose (50,000) with an estimated weighted fair value of \$0.80 per option, estimated with the following assumptions: expected dividend yield of 0%, expected stock volatility of 1.29%, exercise price of \$0.11-0.32, risk-free interest rate of 1.05% and expected life of five years.

NEOs who were also directors of the Company did not receive remuneration for their services as directors during the financial year ended March 31, 2017.

## Incentive Plan Awards

### Stock Option Plan

The Company has a Stock Option Plan in effect in order to provide incentives to directors, officers, senior management personnel, consultants and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in the common share value created for the Company's shareholders. The Company has no equity compensation plans other than the Stock Option Plan. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of the stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long-term contribution to the Company will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants.

### Outstanding Share-Based Awards and Option-Based Awards – NEOs

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the NEOs and which were outstanding as at March 31, 2017:

Name	Option-based Awards				Share-based Awards <sup>(2)</sup>		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (mm/dd/yyyy)	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
<b>Shane Ebert</b> <sup>(3)</sup> CEO	50,000	1.20	Mar 5, 2018	Nil	Nil	Nil	Nil
	67,510	1.30	Sep 3, 2018	Nil	Nil	Nil	Nil
	40,000	1.30	Oct 28, 2018	Nil	Nil	Nil	Nil
	100,000	0.11	Mar 11, 2021	5,000	Nil	Nil	Nil
	210,000	0.155	Sep 29, 2021	1,050	Nil	Nil	Nil
	168,000	0.12	Jan 17, 2022	6,720	Nil	Nil	Nil
<b>Chantelle Collins</b> <sup>(4)</sup> CFO	5,000	1.50	Jun 27, 2017	Nil	Nil	Nil	Nil
	20,000	1.20	Mar 5, 2018	Nil	Nil	Nil	Nil
	20,000	1.30	Oct 28, 2018	Nil	Nil	Nil	Nil
	55,000	0.11	Mar 11, 2021	2,750	Nil	Nil	Nil
	60,000	0.155	Sept 29, 2021	300	Nil	Nil	Nil
	30,000	0.12	Jan 17, 2022	1,200	Nil	Nil	Nil

<b>Dwayne Melrose</b> <sup>(5)</sup> Former CEO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>John Watt</b> <sup>(6)</sup> Former CFO	20,000	1.50	June 27, 2017	Nil	Nil	Nil	Nil
	20,000	1.20	Mar 5, 2018	Nil	Nil	Nil	Nil
	10,000	1.30	Sep 3, 2018	Nil	Nil	Nil	Nil
	10,000	1.30	Oct 28, 2018	Nil	Nil	Nil	Nil
	40,000	0.11	Mar 11, 2021	2,000	Nil	Nil	Nil
	100,000	0.155	Sep 29, 2021	500	Nil	Nil	Nil
	65,000	0.12	Jan 17, 2022	2,600	Nil	Nil	Nil
<b>Conrad Swanson</b> <sup>(7)</sup> Former CEO	70,000	0.83	June 12, 2017	Nil	Nil	Nil	Nil
	50,000	1.50	June 27, 2017	Nil	Nil	Nil	Nil
	31,475	1.41	Oct 31, 2017	Nil	Nil	Nil	Nil
	78,000	1.20	Mar 5, 2018	Nil	Nil	Nil	Nil
	15,000	1.30	Sep 3, 2018	Nil	Nil	Nil	Nil
	40,000	1.30	Oct 28, 2018	Nil	Nil	Nil	Nil
	135,000	0.11	Mar 11, 2021	6,750	Nil	Nil	Nil
	110,000	0.155	Sep 29, 2021	550	Nil	Nil	Nil
	70,000	0.12	Jan 17, 2022	2,800	Nil	Nil	Nil

Notes:

- (1) The closing market price of the Common Shares on the Exchange on March 31, 2017 was \$0.16. The value of unexercised “in the money options” at the financial year end is calculated by multiplying the difference between the option exercise price and the market value of the Common Shares on March 31, 2017 by the number of options.
- (2) The Company does not have a share-based incentive plan.
- (3) Shane Ebert was appointed CEO June 27, 2016.
- (4) Chantelle Collins was appointed CFO February 1, 2017.
- (5) Dwayne Melrose resigned as CEO June 27, 2016 and all outstanding stock options were cancelled 90 days from his resignation.
- (6) John Watt resigned as CFO February 1, 2017.
- (7) Conrad Swanson resigned as CEO April 1, 2015.

#### Incentive Plan Awards – Value Vested or Earned

The value of stock options vested or earned by the NEOs during the financial year ended March 31, 2017 was Nil.

#### **Pension Plan Benefits**

The Company does not provide retirement benefits for its directors or executive officers.

#### **Employment, Consulting and Management Contracts**

##### **Vector Resources Inc.**

By an agreement executed September 7, 2012, as amended, between Vector Resources Inc. (“VRI”) and the Company and VRI, VRI provides geotechnical and other services to the Company and its subsidiary Ootsa Resources Ltd. (“Ootsa”) and a designated employee, namely Shane Ebert, to fulfill the role of CEO and Vice President Exploration of the Company. The Company pays a service fee to VRI, which is currently \$1,500 per month with a daily rate of \$500/day thereafter. The Company may terminate the agreement without cause at any time upon 10 days’ written notice to VRI and paying VRI within 30 days of such termination an amount equal to one year’s service fee. The Company may terminate the agreement with cause at any time upon written notice to VRI and without further payment. VRI may terminate the agreement upon 60 days’ written notice to the Company. In the event of a change of control and if the agreement is terminated by the Company within one year of such change of control, VRI will receive an amount equal to two years of the service fee as a lump sum payment to be made by the Company within 30 days of VRI’s termination. VRI may resign within 90 days following the change of

control, for any reason or no reason, and in such a case VRI will receive an amount equal to two years of the service fee as a lump sum payment to be made by the Company within 30 days of VRI's resignation.

### **Dwayne Melrose**

By an employment agreement dated April 4, 2015, between the Company and Dwayne Melrose ("DM"), DM was appointed as the President and CEO of the Company for an indefinite term. The annual salary of DM was \$275,000; however, the Company was only required to pay \$180,000 with the balance accrued until such time as certain milestones were to be achieved. Further, in certain circumstances, such accrued and unpaid salary could be satisfied in lieu of cash payment by way of an issuance of Common Shares valued at the then prevailing market price. DM was also entitled to earn an annual discretionary bonus of up to 70% of his then annual salary and milestone bonuses up to \$1,000,000 triggered on the occurrence of certain milestones, which milestones included the completion of various levels of economic studies on the Company's mineral properties and the commencement of commercial production on any of the Company's mineral properties.

Pursuant to a settlement agreement dated June 27, 2016 the Company is obligated to pay Mr. Melrose the following amounts bearing no interest: (a) \$110,000 on July 15, 2016 (paid);(b) \$110,000 on June 27, 2017 (paid); (c) \$110,000 on June 27, 2018 in consideration of the mutual release of the agreement. The amount of \$195,381 in unpaid management fees and bonuses were written off in the settlement. The 2018 payment date is subject to acceleration in the event the Company has raised additional \$3,000,000 equity capital during the twelve months ended June 27, 2017 with immediate payment of all then remaining settlement amounts due upon the closing of at least \$3,000,000 in additional equity capital.

### **Third Millenium Capital Corp.**

By an agreement dated August 31, 2012, as amended, between the Company and Third Millenium Capital Corp. ("TMC"), TMC provided services to the Company, including the services of Conrad Swanson to fulfill the roles of Chairman and CEO of the Company, for a service fee payable to TMC of \$2,000 per month. The term of the agreement was to end on May 31, 2016, subject to renewal or earlier termination. Pursuant to a settlement agreement dated March 14, 2016, the Company has paid Mr. Swanson \$32,000 in consideration for the mutual release of the agreement.

### **Rosemill & Associates Inc.**

By an agreement dated June 25, 2012, as amended, between the Company and Rosemill & Associates Inc. ("RMA"), RMA provided the services of John Watt as CFO of the Company until he resigned on February 1, 2017. The Company had the option, at any time, terminate this agreement without cause by providing RMA 10 days' written notice and paying RMA 100% of the annual service fee, which is \$500 per month, and reimbursement of any unpaid out of pocket expenses. No payment was to be made by the Company in the event a termination of the agreement was made with cause. In the event of a termination of the agreement, the Company was obligated to pay RM two times the annual service fee in a lump sum payment within 30 days of a termination which may occur within one year of a change in control. RMA had the option to terminate the agreement within 90 days of a change of control and RMA was entitled to be paid the same lump sum amount as if the Company had terminated the agreement.

Pursuant to a settlement agreement dated February 1, 2017, the Company paid Mr. Watt \$12,000 in consideration for the mutual release of the agreement.

## Compensation of Directors

Other than the grant of stock options at the discretion of the Board, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended March 31, 2017 or subsequently, up to and including the date of this Information Circular.

### Director Compensation Table

The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors. Directors are also eligible to receive incentive stock options to purchase Common Shares. The following table shows compensation paid to directors who are not NEOs during the fiscal year ended March 31, 2017.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Jim Pettit	3,000	Nil	28,582	Nil	Nil	Nil	31,582
Kinder Deo	Nil	Nil	32,370	Nil	Nil	Nil	32,370
Patrick Bell	Nil	Nil	30,017	Nil	Nil	Nil	30,017
Patrick Glazier	Nil	Nil	29,156	Nil	Nil	Nil	29,156

Note:

- (1) The weighted fair value of stock options granted during the year ended March 31, 2017 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected stock volatility of 1.15-1.178%, exercise price of \$0.12-0.155, risk-free interest rate of 0.50-0.74% and expected life of five years. During the fiscal year ended March 31, 2017 there were options granted to the (non-NEO) directors as follows: (i) on September 29, 2016, with an exercise price of 0.155 each, expiring September 29, 2021; and (ii) on January 17, 2017 with an exercise price of \$0.12 each, expiring January 17, 2022, granted to the directors as follows: Jim Pettit (i: 140,000 and ii: 95,000); Kinder Deo (i: 170,000 and ii: 95,000); Patrick Bell (i: 165,000 and ii: 80,000), and Patrick Glazier (i: 140,000 and ii: 100,000).

### Incentive Plan Awards – Directors

#### *Share-based awards*

The Company does not have a share-based awards plan.

#### *Outstanding option-based awards*

The following table sets out the outstanding share-based awards and option-based awards held by the directors of the Company, who were not NEOs, as at March 31, 2017.

Name	Option-based Awards				Share-based Awards <sup>(2)</sup>		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (mm/dd/yyyy)	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Jim Pettit	20,000	1.50	June 27, 2017	Nil	Nil	Nil	Nil
	40,000	1.20	Mar 5, 2018	Nil	Nil	Nil	Nil
	39,573	1.30	Oct 28, 2018	Nil	Nil	Nil	Nil
	155,000	0.11	Mar 11, 2021	7,750	Nil	Nil	Nil
	140,000	0.155	Sep 29, 2021	700	Nil	Nil	Nil
	95,000	0.12	Jan 17, 2022	3,800	Nil	Nil	Nil
Kinder Deo	5,000	0.83	June 12, 2017	Nil	Nil	Nil	Nil
	20,000	1.50	June 27, 2017	Nil	Nil	Nil	Nil
	45,000	1.20	Mar 5, 2018	Nil	Nil	Nil	Nil
	10,000	1.30	Sep 3, 2018	Nil	Nil	Nil	Nil
	10,000	1.30	Oct 28, 2018	Nil	Nil	Nil	Nil
	80,000	0.11	Mar 11, 2021	4,000	Nil	Nil	Nil
	170,000	0.155	Sep 29, 2021	850	Nil	Nil	Nil
95,000	0.12	Jan 17, 2022	3,800	Nil	Nil	Nil	
Patrick Bell	100,000	0.19	July 10, 2020	Nil	Nil	Nil	Nil
	85,000	0.11	Mar 11, 2021	4,250	Nil	Nil	Nil
	165,000	0.155	Sep 29, 2021	825	Nil	Nil	Nil
	80,000	0.12	Jan 17, 2022	3,200	Nil	Nil	Nil
Patrick Glazier	70,000	0.83	June 12, 2017	Nil	Nil	Nil	Nil
	53,429	1.50	June 27, 2017	Nil	Nil	Nil	Nil
	31,475	1.41	Oct 31, 2017	Nil	Nil	Nil	Nil
	80,359	1.20	Mar 5, 2018	Nil	Nil	Nil	Nil
	15,000	1.30	Sep 3, 2018	Nil	Nil	Nil	Nil
	40,000	1.30	Oct 28, 2018	Nil	Nil	Nil	Nil
	175,000	0.11	Mar 11, 2021	8,750	Nil	Nil	Nil
	140,000	0.155	Sept 29, 2021	700	Nil	Nil	Nil
	100,000	0.12	Jan 17, 2022	4,000	Nil	Nil	Nil

Notes:

- (1) The closing market price of the Common Shares on the Exchange March 31, 2017 was \$0.16. The value of unexercised “in the money options” at the financial year-end is calculated by subtracting the option exercise price from the market value of the Common Shares on March 31, 2017 and multiplying by the number of options. There were unexercised “in-the-money” options as at March 31, 2017.
- (2) The Company granted 985,000 options to directors who are not also NEOs during the financial year ended March 31, 2017. All options vested on the date of grant.

Incentive Plan Awards – Value Vested or Earned

The value of stock options vested or earned by the directors during the financial year ended March 31, 2017 was Nil.

**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 the end of the Company’s most recently completed fiscal year ended March 31, 2017:

<b>Plan Category</b>	<b># of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options Warrants and Rights</b>	<b># of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))<sup>(1)</sup></b>
Equity Compensation Plans Approved By Shareholders	4,329,821	\$0.44	367,783
Equity Compensation Plans Not Approved By Shareholders	N/A	N/A	N/A
<b>Total</b>	<b>4,329,821</b>	<b>\$0.44</b>	<b>367,783</b>

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

The Company had no other equity compensation plan in effect during the fiscal year ended March 31, 2017.

#### *Material Terms of Stock Option Plan*

The Company has a Stock Option Plan whereby the maximum number of Common Shares reserved for issue under the Stock Option Plan shall not exceed 10% of the outstanding Common Shares of the Company, as at the date of the grant.

The maximum number of Common Shares reserved for issuance to any one person under the Stock Option Plan cannot exceed 5% of the issued and outstanding number of Common Shares at the date of grant and the maximum number of Common Shares reserved for issuance to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of Common Shares at the date of grant.

The exercise price of each option granted under the Stock Option Plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSXV).

Please refer to the Company's Consolidated Financial Statements for the financial years ended March 31, 2017 and 2016 available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) for more information concerning the Stock Option Plan. Under the Company's rolling 10% Stock Option Plan, and based on the issued and outstanding shares as at the Record Date, the Company may reserve an aggregate of 4,697,604 Common Shares for issuance upon the exercise of stock options. As at August 4, 2017 there were 4,006,392 options outstanding leaving 691,212 options available for grant under the Stock Option Plan.

In accordance with Exchange policies, as the Stock Option Plan is a "rolling" stock option plan, it must receive approval of the Company's shareholders yearly at the Company's annual general meeting. Refer to "*Particulars of Matters to be Acted upon – Continuation of Stock Option Plan*".

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former directors, executive officers or employees of the Company, or any of its subsidiaries, nor any of the proposed nominees for election as directors of the Company, nor any of the associates or affiliates of such persons, are or have been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's last completed financial year, nor have any

of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or undertaking provided by the Company or any of its subsidiaries.

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

Other than as disclosed elsewhere in this Information Circular, no director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, this Information Circular briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. Reference is also made to Note 9. "*Related Party Transactions*" and Note 10. "*Share Capital and Contributed Surplus*" in the Company's Annual Financial Statements for the financial year ended March 31, 2017; and in "*Related Party Transactions*," page 8 and 9 of the related Management's Discussion and Analysis, both of which were filed under the Company's SEDAR profile on July 28, 2017 at [www.sedar.com](http://www.sedar.com).

For a description of remuneration paid directly or indirectly to each of Messrs. Melrose, Swanson, Ebert and Watt for services rendered on behalf of the Company, please see "*Statement of Executive Compensation – Termination of Employment, Change in Responsibilities and Employment Contracts*" above.

### **MANAGEMENT CONTRACTS**

Management functions of the Company are substantially performed by directors or executive officers of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

#### **1. Election of Directors**

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed, unless the office is vacated earlier in accordance with the Articles of the Company and the Act or unless a director becomes disqualified to act as a director. Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until the next annual general meeting of the Company or until their successors are elected or appointed. In the absence of instructions to the contrary, proxies given pursuant to the solicitation by management of the Company will be voted for the nominees listed in this Information Circular. Management 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 proposed nominees for election as directors, the province or state and the country in which each is ordinarily resident, all offices of the Company now held by each of them, if any, their principal occupations, or employment (during the past five years if such nominee is not presently an elected director), the period of time each has been a director of the Company, and the number of Common Shares beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

<b>Name, Province or State, Resident Country, Position(s) with Company<sup>(1)</sup></b>	<b>Principal Occupation and, if not at Present an Elected Director, Employment</b>	<b>Date(s) Served as a Director</b>	<b>Common Shares Held<sup>(1)</sup></b>
Shane Ebert <sup>(2)</sup> British Columbia, Canada <i>President &amp; CEO and Director</i>	President, CEO, VP, Exploration of the Company; President, CEO & Director of CANEX Metals Inc. (February 2003 to present); Director of International Samuel Exploration Corp. (2011 to present); Director of Manson Creek Resources Ltd. (2003 to present); and President of Vector Resources Corporation (February 2005 to present).	Since March 2011	456,158
Patrick Glazier <sup>(3)(4)</sup> British Columbia, Canada <i>Chairman &amp; Director</i>	Chairman of the Company (February 2016 to present); President of East Fraser Fiber Co. Ltd. (1990-present).	Since August 2009	3,636,134
Conrad Swanson <sup>(6)</sup> British Columbia, Canada <i>Director</i>	Former Chairman of the Company (Dec 2011 to February 2016); Chairman of International Samuel Exploration Corp. (Dec 2015 to present); a Director of Vela Minerals Ltd.	Since December 2003	2,875,681
Jim Pettit <sup>(4)(5)(7)</sup> British Columbia, Canada <i>Director</i>	Chairman & Director of Cuba Ventures Corp. (January 2002 to present); President & Director of Abden Resources Ltd (May 2000 to date); CFO and Director of Cypress Development Corp. (November 2002 to present); Chairman & Director of Skyharbour Resources Ltd. (June 1999 to present).	Since December 2003	262,805
Kinder Deo <sup>(4)(5)(8)</sup> British Columbia, Canada <i>Director</i>	Retired Infrastructure Architect, British Columbia Liquor Distribution Branch and BC Systems Corp. (February 1980 to February 2016) and Director of Bold Stroke Ventures Inc. (March 2011 – present).	Since July 2007	1,035,664
Patrick Bell <sup>(5)(9)</sup> British Columbia, Canada <i>Director</i>	Formerly Executive Vice President (from January 2014 to December 2014) and currently Director of Conifex Timber Inc. since July 2013; British Columbia cabinet minister serving three terms in the BC Legislature (from 2001 to 2013); positions held with the Provincial Government include Minister of State for Mining, (from 2004 to 2005), Minister of Jobs, Tourism and Skills Training, (from 2011 to 2013); Minister of Forests and Range, (from 2008 to 2011) and Minister of Agriculture (from 2005 to 2008).	Since June 2015	33,500

Notes:

- (1) The information as to country of residence, principal occupation and number of Common Shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Mr. Ebert also holds 635,510 options to purchase Common Shares.

- (3) Mr. Glazier also holds 581,834 options to purchase Common Shares.
- (4) Member of the Company's Audit Committee.
- (5) Member of the Company's Compensation Committee.
- (6) Mr. Swanson also holds 479,475 options to purchase Common Shares.
- (7) Mr. Pettit also holds 469,573 options to purchase Common Shares.
- (8) Mr. Deo also holds 410,000 options to purchase Common Shares.
- (9) Mr. Bell also holds 430,000 options to purchase Common Shares.

The Board does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying instrument of proxy intend to exercise discretionary authority to vote the shares represented by proxy for the election of any other persons as directors.

Shareholders can vote for all of the proposed nominees, vote for some of the proposed nominees and withhold for others, or withhold for all of the proposed nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company.**

#### Cease Trade Orders, Bankruptcies and Penalties

Except as noted below, no proposed director of the Company is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was subject to a cease trade order, an order similar to a cease trade 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, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade 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, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Company:

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

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 securityholder in deciding whether to vote for a proposed director.

## **2. Appointment of Auditor**

The shareholders will be asked to vote for the appointment of DeVisser Gray LLP, Chartered Professional Accountants, as auditor of the Company to hold office until the next annual general meeting of shareholders of the Company. DeVisser Gray LLP were initially appointed as auditor of the Company on February 25, 2015 in place of BDO Dunwoody.

## **3. Continuation of Stock Option Plan**

During the past year, the Company maintained a 10% rolling stock option plan, which was last approved at the Company's annual general meeting held September 14, 2016. In accordance with Exchange policies, as the Stock Option Plan is a "rolling" stock option plan, it must receive approval of the Company's shareholders yearly at the Company's annual general meeting.

Accordingly, the shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following ordinary resolution to ratify and approve the Stock Option Plan for continuation:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT subject to regulatory approval:

1. the stock option plan (the "Stock Option Plan") of Gold Reach Resources Ltd. (the "Company"), in the form approved by the shareholders at the Annual General Meeting held on June 12, 2003, as amended on February 2, 2011, is hereby ratified, confirmed and approved for continuation until the next annual general meeting of the Company;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan entitling all of the option holders in aggregate to purchase up to such number of Common Shares of the Company as is equal to 10% of the number of Common Shares of the Company issued and outstanding on the applicable grant date; and
3. the board of directors of the Company (the "Board") or any committee of the Board created to administer the Stock Option Plan, be and is hereby authorized to make such amendments to the Stock Option Plan from time to time as the Board may, in its discretion, consider appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, and in accordance with the terms of the Stock Option Plan, the shareholders."

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

A copy of the Stock Option Plan will be available at the Meeting. Shareholders may obtain a copy of the Stock Option Plan in advance of the Meeting upon request to the Company at Suite 888, 700 West Georgia Street, Vancouver, British Columbia V7Y 1G5, to the attention President. The Company's email address is [info@goldreachresources.com](mailto:info@goldreachresources.com).

**Management of the Company recommends that shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the shareholders appointing them.**

## CORPORATE GOVERNANCE

### 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 governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"), 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 NI 58-101.

### Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. Four (4) directors of the Company, being Jim Pettit, Kinder Deo, Conrad Swanson, and Pat Bell are "independent" in that they are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings. Patrick Glazier (Chairman) and Shane Ebert (President & CEO) are not independent directors as they are executive officers of the Company and receive compensation indirectly from the Company in consideration for their services provided to the Company.

### Directorships

Certain of the directors currently serve as directors of other public companies. Some of the directors may be engaged in the search for additional business opportunities on behalf of other companies, and situations may arise where these directors may be serving another company with interests that could be in conflict with the Company. In the event of any conflicts of interest, such conflicts must be disclosed to the Company and dealt with in accordance with the provisions of the Act.

The following table sets out the directors of the Company that are currently directors of other reporting issuers:

<b>Name</b>	<b>Name of Reporting Issuer</b>
Conrad Swanson	Vela Minerals Ltd.
	International Samuel Exploration Corp.
Shane Ebert	Manson Creek Resources Ltd.
	CANEX Metals Inc.
	International Samuel Exploration Corp.
Jim Pettit	Skyharbour Resources Ltd.
	Aben Resources Ltd.
	Cypress Development Corp.
	Cuba Ventures Corp.
Kinder Deo	Bold Stroke Ventures Inc.
Patrick Bell	Conifex Timber Inc.

### **Orientation and Continuing Education**

The Company does not provide a formal orientation and education program for new directors. However, any new directors will be given: (a) the opportunity to familiarize themselves with the Company, the current directors and members of management; (b) copies of recently publicly filed documents of the Company, technical reports and the Company's internal financial information; (c) access to technical experts and consultants; and (d) a summary of significant corporate and securities legislation. Directors are also given the opportunity for continuing education.

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

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

### **Nomination of Directors**

The Board is responsible for identifying individuals qualified to become new board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve. Nominees who meet these criteria are interviewed by the Board and are asked to join the Board where consensus regarding the nominee is obtained.

### **Compensation**

The Board has a Compensation Committee as described under "*Statement of Executive Compensation – Compensation Discussion and Analysis*" in the Information Circular. The Compensation Committee

conducts annual reviews of the CEO, directors, and executive officers and makes recommendations to the Board.

### **Other Board Committees**

The Board has no committees other than the Audit Committee and the Compensation Committee.

### **Assessments**

The Board regularly monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees.

## **AUDIT COMMITTEE**

Under British Columbia Securities Regulations, the Company is a venture issuer as defined under National Instrument 52-110 – *Audit Committees* (“NI 52-110”) and each venture issuer is required to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

### **Audit Committee Charter**

The text of the Company’s Audit Committee Charter is attached as Schedule “A” to the Company’s Information Circular dated July 30, 2013, which was filed on August 16, 2013 under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

### *Overview*

The Audit Committee’s mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of the external auditors; and provides an open avenue of communication between the external auditors, senior management and the Board.

### *Composition of the Audit Committee*

The Audit Committee is currently comprised of Kinder Deo, Jim Pettit and Patrick Glazier. The following table sets out the names of the members of the Audit Committee and whether they are ‘independent’ and ‘financially literate’ for the purposes of NI 52-110.

<b>Name of Member</b>	<b>Independent<sup>(1)</sup></b>	<b>Financially Literate<sup>(2)</sup></b>
Kinder Deo	Yes	Yes
Jim Pettit	Yes	Yes
Patrick Glazier	No	Yes

Notes:

- (1) To be independent, a member of the Audit Committee must not have any direct or indirect ‘material relationship’ with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment. Accordingly, an executive officer of the Corporation is not independent, nor is a director that is paid consulting fees for non-director services provided to the Corporation.
- (2) To be considered financially literate, a member of the Audit Committee must have 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 reasonably be expected to be raised by the Corporation's financial statements.

### *Relevant Education and Experience of Audit Committee Members*

The education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

The following is a summary of the education and experience of each member of the Audit Committee:

***Kinder Deo*** is a director and an independent audit committee member. Mr. Deo holds a Bachelor of Technology degree in Physics from the University of Bradford (UK) and a Master's Degree in Business Administration from City University, Washington. Mr. Deo has over 30 years of experience in Information Technology (IT) within government and private industry. He started in the IT industry as a Procedural Analyst in 1977 and was as an Infrastructure Architect for the British Columbia Liquor Distribution Branch from February 1980 until February 2016 when he retired. Mr. Deo is experienced in financial systems and supply chain and understands audit controls that need to be included for business reporting. He has also been a Session Instructor at Douglas College, where he taught a university transfer course in Systems Analysis.

***Jim Pettit*** is a director and an independent audit committee member. Mr. Pettit currently serves on the board of Cuba Ventures Corp., Skyharbour Resources Ltd., Aben Resources Ltd. and Cypress Development Corp., all of which trade on the Exchange. Mr. Pettit is a member of the audit committee for each of those companies.

***Patrick Glazier*** is a director and independent audit committee member. Mr. Glazier has held a number of senior positions. Mr. Glazier has an extensive background in the forest and mining industry. He is the CEO of East Fraser Fiber Co Ltd.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's 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), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

## Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. The Engagement of non-audit services is considered by the audit committee and, where applicable, the Board, on a case-by-case basis.

## External Auditor Service Fees (By Category)

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

Nature of Services	Fees Paid to Auditor in Fiscal Year Ended March 31, 2017	Fees Paid to Auditor in Fiscal Year Ended March 31, 2016
Audit Fees <sup>(1)</sup>	\$16,000	\$16,000
Audit-Related Fees <sup>(2)</sup>	\$900	\$500
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees <sup>(4)</sup>	Nil	Nil
<b>Total</b>	<b>\$16,900</b>	<b>\$16,500</b>

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements and fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities. The preparation and filing of the applicable tax returns for the year ended March 31, 2017 were completed in-house. As a consequence the tax fees from DeVisser Gray LLP were nil.
- (4) "All Other Fees" include all other non-audit services.

## Exemption

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

## OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

## ADDITIONAL INFORMATION

Additional information relating to the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information concerning the Company is also provided on the SEDAR website in the Company's comparative financial statements and management's discussion and analysis for the most recently completed financial year.

Shareholders may also obtain a copy of the Company's financial statements and management's discussion and analysis upon request to the Company by mail at Suite 888, 700 West Georgia Street, Vancouver, British Columbia V7Y 1G5.

DATED this 9<sup>th</sup> day of August, 2017

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Shane Ebert"*

Shane Ebert  
Chief Executive Officer and President