



MIDNIGHT SUN MINING CORP

**Suite 1125, 595 Howe Street
Vancouver, British Columbia V6C 2T5**

INFORMATION CIRCULAR

as at Tuesday, November 14, 2017 (unless otherwise indicated)

This Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of MIDNIGHT SUN MINING CORP. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on Thursday, December 14, 2017 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Midnight Sun Mining Corp. “Shares” means the common shares in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold 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.

The Company’s Audit Committee Charter is filed on SEDAR at www.sedar.com and is specifically incorporated by reference into, and forms an integral part of, this Information Circular. Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Company at Suite 1125, 595 Howe Street, Vancouver, BC V6C 2T5, telephone 604-351-8850. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

GENERAL PROXY INFORMATION

Solicitation of Proxies

While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company may retain other persons or companies to solicit proxies on behalf of management, in which event customary fees for such services will be paid. All cost of this solicitation will be borne by the Company.

Appointment of Proxyholders

The persons named in the accompanying form of proxy (“Proxy”) as proxyholders (“Proxyholders”) are directors and/or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act on the Shareholder’s behalf at the Meeting other than the persons named in the Proxy as Proxyholders.** To exercise this right, the Shareholder must strike out the names of the persons named in the Proxy as Proxyholders and insert the name of the Shareholder’s nominee in the space provided or complete another Proxy.

The Proxy must be dated and signed by the Shareholder or the Shareholder’s attorney authorized in writing. If the Shareholder is a corporation, the Proxy must be dated and signed by an officer or attorney for the corporation duly authorized by resolution of the directors of such corporation, which resolutions must accompany such Proxy.

Voting

Voting at the Meeting will be by a show of hands, each registered Shareholder of the Company and each person representing a registered Shareholder or non-registered Shareholder of the Company through a Proxy having one vote, unless a poll is required or requested, whereupon each such Shareholder and Proxyholder is entitled to one vote for each Share held or represented, respectively.

Voting by Proxyholder

The Shares represented by Proxy will be voted or withheld from voting by the Proxyholder in accordance with the direction of the Shareholder appointing such Proxyholder. If there is no direction by the Shareholder, those Shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Information Circular. The Proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Information Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Registered Shareholders

Only Shareholders registered as Shareholders in the Company's shareholder registry maintained by the Company's registrar and transfer agent ("Registered Shareholders") or duly appointed Proxyholders will be recognized to make motions or vote at the Meeting. Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose to submit a Proxy by using one of the following methods:

- (a) complete, date and sign the enclosed 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 to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; or
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) via the internet through Computershare's website at 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; and

in any case the Registered Shareholder must ensure the proxy is received at **least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof.**

Non-Registered Shareholders

Only Registered Shareholders or duly appointed Proxyholders are permitted to vote at the Meeting. Many Shareholders of the Company are "non-registered" Shareholders because the shares they own are not registered in their own names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person who is not a Registered Shareholder (the "Non-Registered Shareholder") in respect of shares which are held on behalf of the person are held either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Shareholder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository of Securities Limited ("CDS")) of which the Intermediary is a participant.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "Non-Objecting Beneficial Owners" or "NOBOs". Those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "Objecting Beneficial Owners" or "OBOs". In accordance with the requirements of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators ("NI 54-101"), the Company has elected to send the accompanying Notice of Meeting, this Information Circular and related proxy materials (collectively, the "Meeting Materials") directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

If you are a Non-Registered Shareholder, and the Company or its agent has sent these Meeting Materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (not the Intermediary holding Shares on your behalf) has assumed responsibility for: (a) delivering these materials to you; and (b) executing your proper voting instructions.

The Meeting Materials sent to NOBOs who have not waived the right to receive meeting materials are accompanied by a voting instruction form (“VIF”), instead of a Proxy. By returning the VIF in accordance with the instructions noted on it, a NOBO is able to instruct the voting of the shares owned by it.

Intermediaries will frequently use service companies, such as Broadridge Financial Solutions, Inc., to forward the Meeting Materials to the OBOs. Generally, an OBO who has not waived the right to receive Meeting Materials will either:

- (a) be given a Proxy which 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 OBO and must be completed, but not signed, by the OBO and deposited with the Company’s transfer agent; or
- (b) more typically, be given a VIF which is not signed by the Intermediary, and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. The VIF supplied to the OBO is substantially similar to the Proxy; however, it is limited to instructing the Intermediary how to vote on behalf of the OBO.

VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Shareholder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Shareholder, or his or her nominee, the right to attend and vote at the Meeting.

Please return your voting instructions as specified in the VIF. Non-Registered Shareholders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Non-Registered Shareholders with questions respecting the voting of Shares held through a broker or other Intermediary should contact that broker or Intermediary for assistance.

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) (“BCBCA”), 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.

Revocation of Proxies

In addition to revocation in any manner permitted by law, you may revoke your Proxy by an instrument in writing signed by you as Registered Shareholder or by your attorney duly authorized in writing. If you are a representative of a Registered Shareholder that is a company or association, the instrument in writing must be executed by an officer or by an attorney duly authorized in writing, and deposited with the Company's registered office, c/o McMillan LLP, Royal Centre 1055 West Georgia Street, Suite 1500, PO Box 11117, Vancouver, British Columbia, V6E 4N7 or to Computershare, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or, as to any matter in respect of which a vote shall not already have been cast pursuant to such Proxy, with the Chairman of the Meeting on the day of the Meeting, or at any adjournment thereof, and upon either of such deposits the Proxy is revoked. In addition, Registered Shareholder can also change their vote by phone or via the internet.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Holders that wish to change their voting instructions must, in sufficient time in advance of the meeting, contact Computershare or their intermediary to arrange to change their voting instructions or revoke their proxy in accordance with the revocation procedures set out above.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Company has fixed Thursday, November 9, 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 attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

As of the Record Date, there were **63,409,976** Shares without par value issued and outstanding, each 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 Shares.

To the knowledge of the directors and executive officers of the Company, there only the following individuals or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company as at the Record Date.

| Shareholder Name | Number of Shares Held | Percentage of Issued Shares |
|-------------------------|------------------------------|------------------------------------|
| Zambia Gold Common | 9,437,500 | 14.94% |

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 election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Number and Election of Directors

The size of the board of directors of the Company is currently determined at four. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be set at five (5).

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the BCBCA, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

| Robert Sibthorpe - Director | Occupation, Business or Employment of Director Nominees | |
|--|--|---|
| Ontario, Canada Vice President Exploration and Director Principal Occupation VP Exploration of the Company Shares 280,000 Stock Options 800,000 | Mr. Sibthorpe was appointed Vice President, Exploration of Midnight Sun Mining Corp. on August 21, 2017. Prior to this, he had served as President & CEO of the Company since May 6, 2013. Mr. Sibthorpe holds a B.Sc in Geology and an MBA and has over 40 years' experience in the mining and finance industries. He has held senior positions with mining companies in Africa, Canada and the USA as well as corporate finance and research positions with a number of financial institutions. Mr. Sibthorpe was President, CEO & a director of Roxgold Inc from October 2010 until September 2012 and has been a geological consultant since March 2003. | |
| Board and Committees | Date Joined | Attendance at Meetings during 2016 |
| Board of Directors | May 11, 2010 | 5 of 6 |

| Allan J. Fabbro – Lead Director | Occupation, Business or Employment of Director Nominees | |
|---|--|---|
| British Columbia Canada Director Principal Occupation: Corporate Director Shares 1,057,102 Stock Options 550,000 | Mr. Fabbro has been a Director of Midnight Sun Mining Corp since May 11, 2010 and served as President and CEO from May 2010 until May 2013. He has over 30 years' experience in the finance and mining industries. Before joining Midnight Sun, Mr. Fabbro was a registered securities representative with Canaccord Capital Corporation, specializing in the natural resource sector from November 1998 to January 2009. Mr. Fabbro serves as a director on the boards of WPC Resources Inc. (TSX.V: WPQ), Winston Gold Mining Corp. (CSE: WGC), Doubleview Capital Corp (TSX.V: DBV), Alkali3 Resources Inc. (TSX.V: ALK.H) and Parallel Mining Corp (TSX.V: PAL). | |
| Board and Committees | Date Joined | Attendance at Meetings during 2016 |
| Board of Directors | May 11, 2010 | 6 of 6 |
| Audit Committee | August 30, 2010 | 4 of 4 |

| Richard J. Mazur - Director | Occupation, Business or Employment of Director Nominees | |
|--|---|---|
| British Columbia, Canada Independent Director Principal Occupation CEO, President & Director, Forum Uranium Corp Shares 50,000 Stock Options 200,000 | Mr. Mazur, P. Geo, has been a Director of Midnight Sun Mining Corp since May 11, 2010. Mr. Mazur is a geoscientist who has held positions in the international exploration and mining industry for over 40 years as project geologist, financial analyst and senior executive on uranium, gold, base metals, coal and industrial mineral projects in North and South America. He has been the CEO, President and a Director of Forum Uranium (TSX.V: FDC) since December 21, 2004. Mr. Mazur is a director of Alto Ventures Ltd (TSX.V: ATV) and Impact Silver Corp (TSX.V: IPT). | |
| Board and Committees | Date Joined | Attendance at Meetings during 2016 |
| Board of Directors | May 11, 2010 | 6 of 6 |
| Audit Committee | August 30, 2010 | 4 of 4 |

| Brett Richards - Director | Occupation, Business or Employment of Director Nominees | |
|--|---|---|
| London, England CEO & Director Principal Occupation CEO & Director Shares Nil Stock Options 1,000,000 | Mr. Richards was appointed President and CEO of Midnight Sun Mining Corp on August 21, 2017. Prior to joining the Company, Mr. Richards served as Chief Executive Officer of African Thunder Platinum, CEO of Ocea and as the CEO of Avocet Mining PLC. He has also held several other senior positions with mining companies, including SVP Operations and Corporate Affairs at Katanga Mining from February 2006 to May 2009; and senior operational, organizational and business development roles at Kinross Gold and Co-Steel Inc. Mr. Richards is a graduate of Durham College in Mechanical Engineering Technology and is a Certified Engineering Technologist in the Province of Ontario. | |
| Board and Committees | Date Joined | Attendance at Meetings during 2016 |
| Board of Directors | August 21, 2017 | N/A |

| Youwei (Tom) Ye - Director | Occupation, Business or Employment of Director Nominees | |
|--|--|---|
| Ontario, Canada Independent Director Principal Occupation Entrepreneur Shares 495,000 Stock Options 215,000 | Mr. Ye has been a Director of Midnight Sun Mining Corp since March 14, 2012. Mr. Ye is the founder of Jager Consulting Limited and provides consulting services to mining exploration, real estate and financial services companies across China, Canada and southern Africa. Mr. Ye earned his M.B.A from Schulich School of Business, York University and his bachelor of business administration, finance from the University of Toronto. | |
| Board and Committees | Date Joined | Attendance at Meetings during 2016 |
| Board of Directors | March 14, 2012 | 6 of 6 |
| Audit Committee | April 17, 2012 | 4 of 4 |

The information above with respect to each nominee's principal occupation, business or employment, and number of Shares and other convertible securities beneficially owned or controlled is not within the knowledge of Company Management and has been furnished by each of the respective individuals or extracted from insider reports filed by the respective individuals publicly available through the Internet at the website for the Canadian System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

As of the date of this Information Circular, Company directors and executive officers beneficially own directly, or indirectly, or exert direction or control over 2,376,452 Shares, representing 3.75% of Midnight Sun's issued and outstanding Shares.

Bankruptcies, Orders and Management Cease Trade Orders

To the knowledge of the Company, no proposed director;

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

- (c) has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Appointment of Auditor

Davidson & Company LLP (“Davidson”), Chartered Accountants, Vancouver, British Columbia, will be nominated at the Meeting for appointment as auditor of the Company at remuneration to be fixed by the directors. Davidson & Company LLP, Chartered Accountants, were first appointed auditor of the Company on September 9, 2009.

Management recommends the shareholders of the Company approve the appointment of Davidson & Co., as auditors for the Company.

Unless such authority is withheld, the persons named in the Proxy intend to vote for the appointment of Davidson & Company LLP as auditors of the Company for the ensuing year, to hold office until the next annual meeting of Shareholders or until a successor is appointed, with remuneration to be determined by the Board.

Continuance of Stock Option Plan

The Company has adopted a “rolling” stock option plan (the “Plan”) which permits the Company to issue incentive stock options to eligible persons provided that the number of Shares reserved for issuance on the exercise of options granted under the Plan does not exceed 10% of the issued and outstanding Shares (on a non-diluted basis) at the time of any option grant.

In accordance with the policies of the TSX Venture Exchange (the “Exchange”), stock option plans with a rolling 10% maximum must be confirmed by shareholders at each annual general meeting, and the Plan is subject to annual Exchange acceptance. Shareholders will be asked to consider, and if thought fit, to approve a resolution ratifying and approving the Company’s existing stock option plan.

Material Terms of the Plan

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

- (a) the Company may grant stock options to any one individual representing over 5% of the issued Shares in any 12-month period with the approval of disinterested shareholders;
- (b) the Company may alter the requirement for options granted to an optionee to expire 90 days following the termination of the relationship between the optionee and the Company;
- (c) the Company may alter the requirement for options granted to persons performing Investor Relations Activities (as defined in the TSXV Policy) to expire 30 days following the termination of the relationship between the optionee performing Investor Relations Activities and the Company;
- (d) the Company may grant options having a term of up to 10 years; and
- (e) the options granted under the Plan will not automatically be subject to vesting however the Company may impose vesting requirements on a case by case basis.

A copy of the Plan is available for review at the offices of the Company at Suite 1125, 595 Howe Street, Vancouver, BC V6C 2T5. A full copy of the Plan will be available for inspection at the Meeting.

Shareholder Approval of Stock Option Plan

An ordinary resolution requires the favourable vote of a simple majority of the votes cast in person or by proxy at the Meeting. Management of the Company recommends that the Shareholders approve the following resolution:

“RESOLVED, as an ordinary resolution that:

1. the Company Stock Option Plan be ratified, confirmed and approved, subject to acceptance by the Exchange;
2. the Company be authorized to grant stock options pursuant and subject to the terms and conditions of the Plan at any time to a maximum of 10% of the issued and outstanding shares of the Company on the applicable grant date;
3. the Board of Directors be authorized on behalf of the Company to make any amendments to the Stock Option Plan as may be required by the regulatory authorities, without further approval of the Shareholders of the Company, in order to ensure adoption of the Stock Option Plan; and
4. any one or more directors and officers of the Company be authorized and directed to perform all such acts and deeds and execute, under seal of the Company or otherwise, all such documents agreements and other writings as may be required to give effect to the true intent of these instructions.”

Unless otherwise instructed, the person named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form in favour of the approval of the Plan. The directors of the Company recommend that shareholders vote in favour of the approval of the Plan.

OTHER BUSINESS

While management of the Company is not aware of any business other than at the mention in the Notice of Meeting to be brought before the Meeting for action by the shareholders, it is intended that the proxies hereby solicited will be exercised upon any other matter or proposal that may properly come before the Meeting, or any adjournment thereof, in accordance with the discretion of the persons authorized to act thereunder.

STATEMENT OF EXECUTIVE COMPENSATION

General

The following information is provided as required under Form 51-102 F6V – *Statement of Executive Compensation for – Venture Issuers*. Venture Issuer has the meaning as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*.

Director and Named Executive Officer Compensation

In this section “Named Executive Officer” means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000 as well as any additional 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.

Robert Sibthorpe, the President and Chief Executive Officer and Wayne Moorhouse, the Chief Financial Officer are the “Named Executive Officers” (“NEOs”) of the Company for the purposes of the following disclosure.

Table of Compensation Excluding Compensation Securities

The following table provides a summary of compensation paid, payable awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation or a subsidiary of the Corporation to each Named Executive

Officer and director of the Corporation during the fiscal years ended December 31, 2016 and December 31, 2015. All amounts are expressed in Canadian dollars:

| Name and position | Year | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
|---|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Robert Sibthorpe President, CEO & Director | 2016 | 31,950 | Nil | Nil | Nil | Nil | 31,950 ¹ |
| | 2015 | 15,000 | Nil | Nil | Nil | Nil | 15,000 ¹ |
| Wayne Moorhouse CFO | 2016 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2015 | Nil | Nil | Nil | Nil | Nil | Nil |
| Allan Fabbro Director | 2016 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2015 | Nil | Nil | Nil | Nil | Nil | Nil |
| Richard Mazur Director | 2016 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2015 | Nil | Nil | Nil | Nil | Nil | Nil |
| Youwei Ye Director | 2016 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2015 | Nil | Nil | Nil | Nil | Nil | Nil |

¹ All compensation paid to Mr. Sibthorpe was for fulfilling duties in his role as President & CEO of the Company. All payments were made to 0694926 BC Ltd, a private company controlled by Mr. Sibthorpe.

Table of Compensation Securities

The following table discloses all compensation securities granted or issued to each director and NEO by the Company and its subsidiaries during the most recently completed financial year ended December 31, 2016:

| Name and position | Type of compensation security | Number of compensation securities, number of underlying securities, and percentage of class | Date of issue or grant | Issue, conversion or exercise price (\$) | Closing price of security or underlying security on date of grant (\$) | Closing price of security or underlying security at year end (\$) | Expiry date |
|--|-------------------------------|---|------------------------|--|--|---|-------------|
| Robert Sibthorpe ¹ President, CEO & Director | Stock option | 800,000 | 28-Nov-16 | \$0.25 | \$0.125 | \$0.18 | 28-Nov-21 |
| Wayne Moorhouse ² CFO | Stock option | 300,000 | 28-Nov-16 | \$0.25 | \$0.125 | \$0.18 | 28-Nov-21 |
| Allan Fabbro ³ Director | Stock option | 550,000 | 28-Nov-16 | \$0.25 | \$0.125 | \$0.18 | 28-Nov-21 |
| Richard Mazur ⁴ Director | Stock option | 200,000 | 28-Nov-16 | \$0.25 | \$0.125 | \$0.18 | 28-Nov-21 |
| Youwei Ye ⁵ Director | Stock option | 100,000 | 28-Nov-16 | \$0.25 | \$0.125 | \$0.18 | 28-Nov-21 |

¹ As at December 31, 2016, Mr. Sibthorpe held 1,000,000 stock options entitling him to acquire, upon exercise, 1,000,000 common shares in the capital of the Company. All options are vested. Stock options granted on November 28, 2016 were granted under an equity compensation plan not approved by shareholders.

² As at December 31, 2016, Mr. Moorhouse held 500,000 stock options entitling him to acquire, upon exercise, 500,000 common shares in the capital of the Company. All options are vested. Stock options granted on November 28, 2016 were granted under an equity compensation plan not approved by shareholders.

³ As at December 31, 2016, Mr. Fabbro held 550,000 stock options entitling him to acquire, upon exercise, 550,000 common shares in the capital of the Company. All options are vested. Stock options granted on November 28, 2016 were granted under an equity compensation plan not approved by shareholders.

⁴ As at December 31, 2016, Mr. Mazur held 250,000 stock options entitling him to acquire, upon exercise, 250,000 common shares in the capital of the Company. All options are vested. Stock options granted on November 28, 2016 were granted under an equity compensation plan not approved by shareholders.

⁵ As at December 31, 2016, Mr. Ye held 250,000 stock options entitling him to acquire, upon exercise, 300,000 common shares in the capital of the Company. All options are vested. Stock options granted on November 28, 2016 were granted under an equity compensation plan not approved by shareholders.

Exercise of Compensation Securities by Directors and NEO's

During the most recently completed financial year ended December 31, 2016 there were no exercise of any stock options or compensation securities by the directors and Named Executive Officers.

Stock Option Plans and Other Incentive Plans

The Company's Stock Option Plan provides that the maximum number of options eligible for issuance under the Stock Option Plan is equal to 10% of the number of Common Shares of the Company outstanding from time to time. As this plan is considered a "rolling plan", under Exchange policies it requires approval by the shareholders of the Company on an annual basis, which will be sought at the Meeting. The Plan was last approved by Shareholders at the Company's Annual General Meeting held on November 28, 2014. Any incentive stock options granted during 2016 or later under the Stock Option Plan may not be exercised until the Stock Option Plan has been approved by shareholders. Please refer to "*Particulars of Other Matters to be Acted Upon – Continuance of Stock Option Plan*" for further details.

Employment, Consulting and Management Agreements

For the financial years ended December 31, 2015 and December 31, 2016, the Company had no employment, consulting or management agreements in place with directors or named executive officers of the Company.

Termination and Change of Control Benefits

At December 31, 2016, the Company did not have any arrangements in place for the provision of termination or change of control benefits, nor pension or retirement plan, for any directors or NEO's of the Company.

Pension Benefits

Neither the Company or its subsidiaries currently have pension benefits arrangements in place under which the Company or its subsidiaries made payments to directors or NEO's during the fiscal year ended December 31, 2016 nor does the Company or its subsidiaries have any plans or arrangements in place which will require the Company to make payments to directors or NEO's of the Company upon retirement (other than payments set out above, if any, or pursuant to the Canadian Pension Plan or any similar government plan).

Oversight and Description of Director and Named Executive Officer Compensation

This report has been prepared by the board of directors of the Company (the "Board"). The Board assumes responsibility for reviewing and monitoring the compensation for the senior management of the Company and as part of that mandate determines director compensation and the compensation of the President and Chief Executive Officer and the Chief Financial Officer.

The Board has not proceeded to a formal evaluation of the implications of risks associated with the Company's compensation policies and practices. Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Midnight Sun has not engaged the services of an independent compensation consultant, for the purpose of establishing an executive compensation policy. The Board, in establishing fees or salaries for the CEO and President, other executive officers, and directors, takes into consideration salary ranges for comparable positions in similar size resource companies. Data for comparison is obtained from various sources including comparable company Information Circulars. Comparable companies include companies involved in mineral exploration with similar geological and/or commodity focus, and with similar market capitalization.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

Resources permitting, in compensating its senior management, the Company has employed a combination of base salary, bonus compensation and equity participation through its stock option plan.

Base Salary

In the view of the Board, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives.

Cash Incentive Compensation

The Company's primary objective is to aim to achieve certain strategic objectives and milestones. The Board approves executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses.

Equity Participation

The Board believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to senior executives taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Options granted to senior executives generally vest immediately.

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

Named Executive Officer Compensation

As a result of market conditions facing the Company and other junior resource companies no cash compensation was paid to Company NEO's with the exception of payments made to a company controlled by the former CEO and President for direct time spent in the field working on the Company's mineral properties.

Director Compensation

The Company does not currently pay a retainer to the individual directors. Directors are reimbursed for any expenses incurred in carrying out their duties as directors and are granted stock options. See *Securities Authorized for Issuance Under Equity Compensation Plans*, below.

Option-Based Awards

The Company has in place a stock option plan which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the board of directors based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the board of directors. The stock option plan is administered by the directors of the Company and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

Incentive Plan Awards

The Stock Option Plan was established in accordance with the TSX Venture Policies. Under the Stock Option Plan, a maximum of 10% of the Shares issued and outstanding at any time are reserved for issuance under the plan. This kind of stock option incentive plan is known as a "rolling" plan. The purpose of the Stock Option Plan

is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of shares of the Company upon the exercise of share options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the Plan which was previously approved by shareholders on November 28, 2014 (the “Plan”). For further details, see “*Particulars of Matters to be Acted Upon – Continuance of Stock Option Plan*”

The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the directors of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. All options expire on a date not later than ten years after the date of grant of such option. As at December 31, 2016, there were options outstanding to purchase 3,875,000 Common Shares in the capital of the Company.

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2016:

Equity Compensation Plan Information

| | 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)) |
|--|---|---|---|
| Plan Category | (a) | (b) | (c) |
| Equity compensation plans approved by securityholders (the Plan) | 925,000 | \$0.24 | - |
| Equity compensation plans not approved by securityholders | 2,950,000 | \$0.25 | - |
| Total | 3,875,000 | \$0.25 | 679,427 |

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, no director or executive officer of the Company, no proposed nominee for election as a director of the Company, no associate of any such director, executive officer or proposed nominee (including companies controlled by them), no employee of the Company or an of its subsidiaries, and no former executive officer, director or employee of the Company or any of its subsidiaries, is indebted to the Company (or any of its subsidiaries (other than for “routine indebtedness” as defined under applicable securities regulations) or is indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (i.e. insider) of the Company, no proposed director, NEO of the directors or executive officers of the Company, proposed nominee for election as a director of the Company, persons beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company’s last completed financial year or in any proposed transaction which has or will materially affect the Company except as disclosed elsewhere in this Circular or as disclosed in the Company’s audited financial statements and Management’s Discussion & Analysis for the last financial year, copies of which are filed on SEDAR and which, upon request, the Company will promptly provide without charge (see Additional Information at the end of this Circular).

MANAGEMENT CONTRACTS

Other than the above, there are no compensatory plan(s) or arrangement(s), with respect to the Named Executive Officer resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of the Named Executive Officer's Responsibilities following a change in control.

Except as set out herein, there are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

INFORMATION ON 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 of the Company 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 following information pertaining to the Company's corporate governance practices is given in accordance with Form 58-101F2 of National Instrument 58-101. Effective October 12, 2010 the board of directors adopted a set of corporate governance policies and procedures (the "Corporate Governance Policies"). A copy of the Corporate Governance Policies is filed on SEDAR at www.sedar.com and is specifically incorporated by reference into, and forms an integral part of, this Management Proxy Circular.

Board of Directors

The Board is currently composed of five (5) directors, and it is proposed that five (5) directors will be nominated at the Meeting.

Form 58-101F2 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of the director's independent judgement.

The assessment of independence of each individual director is reviewed annually by the Board. Two (2) current directors and management nominees for the Board are deemed to be independent and three (3) current director and management nominee for the Board are deemed to not be independent as follows:

| Director | Independence status | Basis for determination of independence status |
|------------------|---------------------|---|
| Robert Sibthorpe | Not independent | Mr. Sibthorpe has entered into an employment agreement with the Company and, therefore, does not meet the definition of independence set forth in NI 52-110. |
| Allan Fabbro | Not independent | Mr. Fabbro has entered into an employment agreement with the Company and therefore does not meet the definition of independence set forth in NI 52-110. |
| Richard Mazur | Independent | Mr. Mazur has no direct or indirect material relationship with the Company and therefore meets definition of independence set forth in NI 52-110. |
| Brett Richards | Not independent | Mr. Richards holds the positions of President and Chief Executive Officer of the Company and, therefore, does not meet the definition of independence set forth in NI 52-110. |
| Youwei Ye | Independent | Mr. Ye has no direct or indirect material relationship with the Company and therefore meets definition of independence set forth in NI 52-110. |

The Board facilitates its exercise of independent supervision over the Company's management through regular Board meetings. Meetings are held both with and without members of the Company's management in attendance. The Board does not hold regularly scheduled meetings without non-independent and members of management being in attendance nor, since the beginning of the Company's last financial year, have the independent members of the Board held any meetings without the presence of non-independent directors or management. However, when consideration of a matter affecting non-independent directors occurs at a meeting, the non-independent directors excuse themselves from the meeting so that the independent directors can have an open and candid discussion of, and vote on, the matter. Further, where necessary or advisable, the Board may form a committee comprised of independent directors to consider matters where management or other directors have or may have a conflict of interest. The Board ensures that one director follows up with the Company's management to ensure decisions of the Board are fully and properly implemented.

Directorships

The following is a list of those reporting issuers that the directors of the Company are presently directors of.

| Director | Reporting Issuer(s) |
|------------------|---|
| Robert Sibthorpe | None |
| Allan Fabbro | WPC Resources Inc. (TSX.V: WPQ), Winston Gold Mining Corp. (CSE: WGC), Doubleview Capital Corp (TSX.V: DBV), Alkali3 Resources Inc. (TSX.V: ALK.H), Parallel Mining Corp (TSX.V: PAL) |
| Richard Mazur | Forum Uranium (TSX.V: FDC), Alto Ventures Ltd (TSX.V: ATV), Impact Silver Corp (TSX.V: IPT) |
| Brett Richards | None |
| Youwei Ye | None |

Orientation and Continuing Education

The Board and the Company's senior management conduct orientation programs for new directors. The orientation programs include presentations by management to familiarize new directors with the Company's projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program includes a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities.

To enable each director to better perform their duties and to recognize and deal appropriately with issues that arise, the Company provides the directors with suggestions to undertake continuing director education, the cost of which is borne by the Company.

Ethical Business Conduct

As part of its responsibility for the stewardship of the Company, the Board seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

- has adopted a Code of Business Conduct and Ethics setting out the guidelines for the conduct expected from directors, officers and employees of the Company. A copy of the Code has been filed on SEDAR at www.sedar.com. Compliance with the Code is achieved as follows. Each director is responsible for ensuring that they individually comply with the terms of the Code, while the Board is responsible for ensuring that the directors, as a group, and all officers comply with the Code and the executive officers of the Company are responsible for ensuring compliance with the Code by employees. Since the beginning

of the Company's last financial year, it has not filed a Material Change Report relating to any conduct of a director or executive officer that constitutes a departure from the Code.

- has established a written "Whistleblower Policy" which details complaint procedures for financial concerns as further described below under 'Complaints'.
- encourages management to consult with legal and financial advisors to ensure the Company is meeting its corporate governance requirements and obligations.
- is cognizant of the Company's timely disclosure obligations and reviews material disclosure documents such as financial statements, management's discussion & analysis and press releases prior to distribution.
- relies on its Audit Committee to discuss, as needed, the Company's systems of internal financial control with the Company's external auditor.
- actively monitors the Company's compliance with the Board's directives and ensures that all material transactions are reviewed and authorized by the Board before being undertaken by management.

In addition, the Board must comply with the conflict of interest provisions of its governing corporate legislation and relevant securities regulatory instruments and stock exchange policies (which require that interested directors recuse themselves from the consideration of, and voting on, such matters), to ensure its directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

The Board does not currently have a nominating committee. The Board does not feel it is necessary to increase the number of directors on the Board at this time. When the Board considers it necessary to increase its size, it may consider whether a nominating committee of the Board, members of which will be the independent directors of the Board, needs to be formed to recommend appointees and assess directors on an on-going basis.

Any new appointees or nominees to the Board must have a favourable track record in general business management, special expertise in areas of strategic interest to the Company, the ability to devote the time required and a willingness to serve as a director.

Compensation

The Board has not established a Compensation Committee and does not feel one is required at this time. The form and amount of director compensation is approved by the Board in accordance with the general principles set forth in the Company's Corporate Governance Manual.

The Board believes that directors should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of director compensation helps align the interest of directors with those of the Company's shareholders.

The Company seeks to attract exceptional talent to its Board. Therefore, in setting the amount of compensation the Company's policy is to compensate directors competitively relative to comparable companies. The Company's management will, from time to time, present a report to the Board comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the chairmen of the committees, if not members of management, to receive additional compensation for their additional duties in these positions. Directors who are also employees of the Company may receive

additional compensation for Board or committee service if they are not already compensated at full industry rates in their capacities as employees.

Other Board Committees

As at the date of this Information Circular the only Committee of the Board is the Audit Committee. The Board believes at this time that additional committees are not required. The Board may, from time to time, establish or maintain additional committees or subcommittees as it deems necessary.

Assessments

The Board is also responsible for regularly assessing its effectiveness and that of its committees and the individual directors on an on-going basis. The Board has not established any formal procedures to regularly assess the Board itself, its committees or the individual directors with respect to their effectiveness and contributions.

ADDITIONAL INFORMATION

Additional information relating to the Company is on www.sedar.com. Financial information is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial year. The Company will provide to any person or company, upon request to the Secretary of the Company, one copy of any of the following documents:

- (a) the comparative financial statements of the Company filed with the applicable securities regulatory authorities for the Company's most recently completed financial year in respect to for which such financial statements have been issued, together with the report of the auditor, related management's discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements; and
- (b) the information circular of the Company filed with the applicable securities regulatory authorities in respect of the most recent annual meeting of shareholders of the Company which involved the election of directors.

Copies of the above documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document. The foregoing documents are also available on Sedar at www.sedar.com.

DISCLOSURE BY VENTURE ISSUERS

Form 52-110F2 of National Instrument 52-110 - *Audit Committees* of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

Information Concerning the Company's Audit Committee and External Auditor

The Company's audit committee has various responsibilities as set forth in NI 52-110 made under securities legislation, among such responsibilities being a requirement that the audit committee establish a written charter that sets out its mandate and responsibilities.

The Audit Committee's Charter

The Company's Audit Committee Charter is attached as Appendix 1 to the Company's Corporate Governance Policies and Procedures Manual which is filed on SEDAR at www.sedar.com and is specifically incorporated by reference into, and forms an integral part of, this Information Circular.

Composition of the Audit Committee

The Audit Committee, comprised of Richard Mazur, chair, Allan Fabbro and Youwei Ye, has the responsibility of, among other things, recommending the appointment of independent auditor to the Board; determining the extent of involvement of the independent auditor in reviewing unaudited quarterly financial results; evaluating the qualifications, performance and independence of the independent auditor; reviewing and recommending approval to the Board of annual and quarterly financial results and management discussion and analysis; and overseeing the establishment of "whistle-blower" and related policies. NI 52-110 requires the Company's Audit Committee to meet certain requirements and to disclose certain information regarding the Audit Committee. As defined by NI 52-110 Richard Mazur and Youwei Ye are considered independent members and Allan Fabbro is not independent as he has entered into an employment agreement with the Company. The Audit Committee members hold four regularly scheduled meetings throughout the year. At regularly scheduled meetings management and if necessary, representatives of Davidson, the Company's current auditors are typically in attendance initially, and thereafter with the meeting attended by audit committee members only. Additional Audit Committee meetings with representatives the Company's management and/or representatives of Davidson are held on an ad hoc basis if required during the year.

The following table identifies the members of the Company's Audit Committee and whether they are Independent and Financially Literate as defined by National Instrument 52-110:

| Audit Committee Member | Independence Status | Financial Literacy |
|-------------------------------|----------------------------|---------------------------|
| Richard Mazur | Independent | Financially Literate |
| Allan Fabbro | Not independent | Financially Literate |
| Youwei Ye | Independent | Financially Literate |

The Company proposes to appoint Richard Mazur, Allan Fabbro and Youwei Ye as the members of the Audit Committee following the Meeting.

Relevant Education and Experience

Richard Mazur is a geoscientist who, over 40 years has held positions in the international mineral exploration and mining industry as a project geologist, financial analyst and senior executive on uranium, gold, base metals, coal and industrial mineral projects in North and South America. Mr. Mazur holds an MBA in addition to a P. Geo. Mr. Mazur also serves on the audit committees of two additional public companies, Alto Ventures Ltd. and Impact Silver Corp.

Allan Fabbro is has over 30 years' experience in both the finance and mining industries. From 1984 to 1990, Mr. Fabbro headed the retail trading department of Yorkton Securities, followed by six years with Yorkton's Natural Resource Group. More recently for ten years, Mr. Fabbro was an investment advisor with Canaccord Capital Corp., specializing in the natural resource sector.

Youwei Ye has broad financial services experience as well as extensive experience in the mineral exploration sector as well. He has served as a financial analyst in the consulting industry with Hay Group and as a treasury analyst for Salvation Army. Mr. Ye holds an Schulich School of Business, York University and a bachelor of business administration, finance from the University of Toronto.

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 an exemption in Section 2.4 of NI52-110 (*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 (*Exemptions*).

Pre-Approval Policies and Procedures

All services to be performed by the Company's independent auditor must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any de minimus non-audit services allowed by applicable law or regulation. The Company's auditor, Davidson & Company LLP, did not provide any material non-audit services during the year ended December 31, 2016

External Auditor Service Fees (By Category)

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

| Financial Year Ended | Audit Fees ⁽¹⁾ | Audit Related Fees ⁽²⁾ | Tax Fees ⁽³⁾ | All Other Fees ⁽⁴⁾ |
|----------------------|---------------------------|-----------------------------------|-------------------------|-------------------------------|
| December 31, 2016 | \$20,500 | Nil | \$2,750 | Nil |
| December 31, 2015 | \$20,500 | Nil | \$2,250 | Nil |

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include 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.
- (4) "All Other Fees" include all other non-audit services.

OTHER MATTERS

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Information Circular.

APPROVAL OF DIRECTORS

The contents of the Information Circular have been approved by the Board of Directors of the Company.

DATED on the 14th of November 2017.

MIDNIGHT SUN MINING CORP.

“Brett Richards”

Brett Richards
President and Chief Executive Officer